

17th August 2011

Dear Shareholder,

Re: **Notice of Annual General Meeting**

You are hereby invited to attend the 2011 Centurion Electronics plc Annual General Meeting which will be held at the Company's offices in Welwyn Garden City at 10.00 a.m. on Monday 12th September 2011. The notice for the meeting, together with the appropriate proxy forms are attached.

The Annual Report for the year ending 30th September 2010 is available for viewing at the Company's website at www.ceplc.net or a hard copy is available on request.

If you are planning to attend please contact the Company at info@ceplc.net.

Yours faithfully,



E Kastner
Company Secretary

CENTURION ELECTRONICS PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with No: 2826917)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Centurion Electronics Plc will be held at the Company's registered office at Satellite House, City Park, Swiftfields, Welwyn Garden City, Herts AL7 1LY on **12th September 2011 at 10.00 a.m.** for the transaction of the following business:

As Ordinary Business

to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 30th September 2010.
2. To re-appoint Ernst Kastner as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.
3. To appoint Godfrey Laws and Co. Limited as auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

to consider and, if thought fit, pass the following resolutions which will be proposed as Special Resolutions:

4. That in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company provided that such power shall be limited to:

4.1 the allotment of up to 600,000,000 ordinary shares of 0.5p each on the conversion of the £3,000,000 secured convertible loan note (the "Convertible Loan Note") issued to Ravensworth (International) Ltd into ordinary shares of 0.5p in the capital of the Company, credited as fully paid;

4.2 the allotment of relevant securities (other than pursuant to paragraphs 4.1 above) up to an aggregate nominal amount of £1,500,000;

such authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, or fifteen months from the date hereof if earlier, save that the Company may before such expiry make offers or agreements which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

5. That in substitution for all existing authorities, the Directors be and are empowered in accordance with Section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by Resolution 4 above as if section 89 (1) of the Act did not apply to such allotment provided that the power conferred by this Resolution shall be limited to:

5.1 the allotment of up to 600,000,000 new ordinary shares of 0.5p each on the conversion of the Convertible Loan Note into ordinary shares of 0.5p in the capital of the Company, credited as fully paid;

5.2 the allotment of relevant securities in connection with a rights issue, open offer or equivalent offer in favour of the holders of ordinary shares and such other equity securities of the Company as the Directors may determine in which such holders are offered the right to participate in proportion (as nearly as may be) to their respective holdings or in accordance with the rights attached thereto but subject to such exclusions or other arrangements

as the Directors may consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any generally recognised regulatory body or stock exchange in any territory;
5.3 (other than pursuant to paragraphs 5.1 to 5.2 above) the allotment of relevant securities up to an aggregate nominal amount of £1,500,000;
and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date of the passing of this Resolution if earlier save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board
Ernst Kastner
Company Secretary

Registered Office
Satellite House
City Park
Welwyn Garden City
Hertfordshire AL7 1LY

Dated: 17th August 2011

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and on a poll, vote instead of him. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
2. To be effective, the relevant Form of Proxy must be completed and lodged at the Company's registered office at Satellite House, City Park, Swiftfields, Welwyn Garden City, Herts AL7 1LY no later than 48 hours before the meeting.
3. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, Shareholders who hold shares in uncertificated form must be entered on the Company's register of members at 6.00 p.m. on 9 September 2011 in order to be entitled to attend and/or vote at the meeting in respect of the number of shares registered in their name at such time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the meeting.

FORM OF PROXY

CENTURION ELECTRONICS PLC

For use at the Annual General Meeting to be held at the offices of Centurion Electronics plc, Satellite House, City Park, Swiftfield, Welwyn Garden City, Herts AL7 1LY at **10.00 a.m. on 12th September 2011.**

I/We.....
(name in full in block capitals)

of
(full postal address in block capitals)

.....
 being (a) member(s) of Centurion Electronics PLC (the "Company") hereby appoint the Chairman of the meeting
 (See note 3 below)

.....
 as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company at 10.00 a.m.
 on 12th September 2011 and at any adjournment of the meeting. This form of proxy relates to the resolution
 referred to below and to any other business transacted at the meeting.

I/We instruct my/our proxy to vote as follows:	For	Against	Abstain
Ordinary Resolutions			
1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 30 th September 2010.			
2. To re-appoint Ernst Kastner as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.			
3. To appoint Godfrey Laws and Co. Limited as auditors of the Company and to authorize the Directors to fix their remuneration.			
Special Resolutions			
4. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 80 of the Companies Act 1985 (the "Act") (subject to certain limitations)			
5. To authorize the Directors to be empowered pursuant to Section 95 of the Act to allot equity securities for cash as if Section 89(1) of the Act did not apply to any such allotment (subject to certain restrictions)			

Please indicate how you wish your proxy to vote by inserting "X" in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion on the resolutions above and on any other business transacted at the meeting.

Dated..... Signature.....

NOTES

1. To be valid this form, together with any power of attorney or other written authority under which it is signed, or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority must be completed, signed and deposited at the Company's registered office at Satellite House, City Park, Swiftfields, Welwyn Garden City, Herts AL7 1LY by not later than 10.00 a.m. on 11th September 2011.
2. A corporation must execute this form either under its common seal or under the hand of two directors or one director and the secretary or under the hand of an officer or attorney duly authorised in writing.
3. The appointment of the Chairman as proxy has been included for convenience. If you wish to appoint any other person as proxy delete the words "the Chairman of the meeting" and add the name and address of the proxy appointed. A proxy need not be a member of the Company. If you complete the proxy form but do not delete the words "the chairman of the meeting" and you do not appoint a proxy, the chairman shall be entitled to vote as proxy.
4. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
5. Any alteration to this form must be initialled.
6. Returning the form of proxy will not prevent you from attending the meeting and voting in person.