

Titon Holdings Plc

Annual General Meeting 2010

The Annual General Meeting was held at the Titon Manufacturing Division premises at Falconer Road, Haverhill, Suffolk, CB9 7XU on 17th February 2010 at 10.00 a.m. All resolutions were passed on a show of hands. The following is a summary of the Forms of Proxy received up to the time of the Meeting by the Registrars.

	RESOLUTIONS	Votes in favour	Percentage in favour	Votes against	Vote withheld
	Ordinary Business				
1	To receive and adopt the reports of the Directors and the Auditors and the audited accounts of the Company for the year ended 30 September 2009.	1,410,737	93.7%	95,146	0
2	To declare a final dividend of 1.0p per share on the ordinary shares of the Company.	1,505,883	100.0%	0	0
3	To re-elect Mr David Alan Ruffell as a Director of the Company.	1,408,437	100.0%	0	97,446
4	To re-elect Mr Christopher James Martin as a Director of the Company.	1,503,271	99.8%	312	2,300
5	To re-elect Mr Ronald Brighton as a Director of the Company.	1,503,271	100.0%	0	2,612
6	To re-appoint BDO LLP as Auditors of the Company and to authorise the Directors to determine their remuneration.	1,505,571	99.9%	0	312
	Special Business				
7	To give the Directors authority to allot shares	1,478,933	98.2%	16,650	10,300
8	To receive and adopt the Director's Remuneration Report for the year ended 30 September 2009.	1,502,083	99.7%	3,000	800
9	To give the Directors power to allot share for cash otherwise than in accordance with statutory pre-emption rights.	Resolution withdrawn.			
10	To give the Directors power to make market purchases of the Company's own shares.	Resolution withdrawn.			
11	The Titon Company Share Option Scheme 2010 is adopted and the Rules approved.	1,497,581	99.4%	7,332	970
12	The Titon Executive Share Option Scheme 2010 is adopted and the Rules are approved.	1,493,959	99.2%	11,124	800
13	The Directors be authorised to vote and to be counted in a quorum at any meeting of the Directors at which any matter connected with either the Titon Company Share Option Scheme 2010 or the Titon Executive Share Option Scheme 2010.	1,491,246	99.0%	13,837	800

Notes

- 1 Where shareholders have appointed the Chairman of the meeting as their proxy, with discretion as to voting, those votes have been cast in favour of all resolutions.
- 2 A 'vote withheld' is not counted when deciding whether or not a resolution is passed.
- 3 The total number of Ordinary Shares in issue as at 10.00 a.m. on 17th February 2010 was 10,555,650.

D Ruffell
Company Secretary
Titon Holdings Plc

18 February 2010