

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Telecity Group plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Annual General Meeting 2011

To be held at the offices of
Hogan Lovells International LLP, Atlantic House, Holborn Viaduct
London EC1A 2FG
on
12 April 2011 at 2.00pm.

Telecity Group plc

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Registered in England 5603875. Registered Office: Masters House, 107 Hammersmith Road, London W14 0QH, UK.

www.telecitygroup.com

28 February 2011

Dear Shareholder

Annual General Meeting 2011

I am pleased to advise that the Company's Annual General Meeting ('AGM') will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on 12 April 2011 at 2.00pm. All shareholders are welcome to attend and are asked to arrive at the venue no later than 1.45pm. There will be full access available for disabled shareholders. There will be an opportunity for shareholders to speak with Directors at the meeting.

The Notice of Meeting follows in Appendix 2 to this letter and sets out the business to be transacted. An explanation of each of the resolutions also follows in Appendix 1 to this letter.

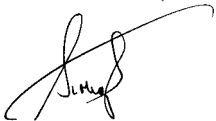
Action to be taken

A proxy form for use by shareholders in connection with the AGM is enclosed. Whether or not you propose to attend the AGM you are requested to complete and return the form in accordance with its instructions so that it arrives no later than 48 hours before the time appointed for holding the Meeting. If you complete and return the proxy form, you can still attend and vote at the Meeting in person if you wish.

Recommendation

Your Directors consider each of the resolutions set out in the Notice of Meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of such resolutions, as they intend to do in respect of their own beneficial shareholdings. In making this recommendation, each Director abstains in relation to the individual resolution for their own re-appointment.

Yours sincerely



John Hughes CBE
Chairman

Annual General Meeting 2011
Appendix 1

Explanation of resolutions

This section contains an explanation of each of the resolutions to be put to the AGM.

1. To receive the Directors' Report and Financial Statements

The Directors must present to the meeting the Company's annual financial statements for the year ended 31 December 2010 together with the Reports of the Directors and the auditors on the financial statements and the Directors' Remuneration Report. These are contained in the Company's Annual Report and Financial Statements ('Annual Report') a copy of which accompanies this document to shareholders.

2. To approve the Directors' Remuneration Report

The Companies Act 2006 ('the Act') requires that the Directors seek the approval of the shareholders to the Directors' Remuneration Report as set out on pages 46 to 51 of the Company's Annual Report.

3, 4, 5, 6, 7 and 8. To re-appoint John Hughes, Michael Tobin, Brian McArthur-Muscroft, Simon Batey, Robert Morse and John O'Reilly as Directors

Under the new UK Corporate Governance Code, all Directors are to retire at each AGM and, if appropriate, be proposed for re-appointment. As commented on in the Directors' Report included in the Annual Report on page 37, all Directors are being proposed for re-appointment this year. Resolutions 3 to 8 are accordingly for their re-appointment. Biographical details of all Directors are included on pages 34 and 35 of the Annual Report.

9. To re-appoint PricewaterhouseCoopers LLP as auditors

The Act requires that the auditors of a company must be re-appointed at each general meeting at which accounts are presented. Resolution 9 proposes the re-appointment of the Company's existing auditors, PricewaterhouseCoopers LLP, until the next AGM.

10. To authorise the Directors to set the auditors' remuneration

In accordance with best practice, this is a separate, Ordinary Resolution to authorise, as is customary, the Directors to set the remuneration of the auditors.

11. To authorise the Directors to allot relevant securities

The Act requires that to allot unissued shares the Directors must receive authority from shareholders. The Company's Articles of Association give a general authority to the Directors to allot unissued shares, which is subject to renewal by the shareholders, a resolution for which was passed by shareholders at last year's AGM. No shares have been allotted under that resolution.

The resolution would again allow the Directors to issue new shares up to a total nominal value of £132,074 which represents approximately one-third of the Company's issued ordinary share capital as at 28 February 2011. Unless renewed, the authority would expire no later than 30 June 2012.

As some shareholders will be aware, it is normal for a UK-listed company to maintain such an authority irrespective of any intention to exercise it. The Board confirms that it does not currently have any intention to utilise this authority, and considers it desirable that it should have the flexibility to issue new shares from time to time to enable the Company to act in the best interests of shareholders when opportunities arise. As at 28 February 2011, no shares were held by the Company as treasury shares (within the meaning of Section 724 of the Act).

Continued overleaf

Annual General Meeting 2011
Appendix 1 continued

Explanation of resolutions continued

12. To disapply pre-emption rights

The Act requires that, subject to certain exceptions, before directors of a company can issue any new shares (including the sale of treasury shares) for cash, the new shares must first be offered to existing members of the company in proportion to the number of shares which they hold at the time of the offer.

Resolution 12 asks the shareholders to renew the existing authority of the Directors to allot equity securities for cash (and/or to sell treasury shares for cash) without first offering such shares to existing shareholders on a pro rata basis. This authority is to relate to:

- (a) the allotment of shares in a rights issue or other offer where (subject to such exclusions or other arrangements as the Board may deem necessary or expedient) the shares attributable to holders of ordinary shares are proportionate (as nearly as practicable) to their respective holdings of ordinary shares; and
- (b) the allotment of ordinary shares having a maximum aggregate nominal value of £19,811, representing approximately 5% of the Company's issued ordinary share capital as at 28 February 2011.

Unless renewed, the authority would expire no later than 30 June 2012.

Again, as some shareholders will be aware, it is normal for a UK-listed company to maintain such an authority irrespective of any intention to exercise it. The Board has not issued any shares under the authority granted at last year's AGM and confirms that it does not currently have any intention to utilise the authority to be proposed at this year's AGM.

13. To authorise the Company to repurchase its own shares

The Act requires that a company must be authorised by its shareholders to purchase its own shares for it to be able to do so. The Directors are of the opinion that it is appropriate for the Company to renew the existing authority of the Directors to purchase shares.

The proposed authority would enable the Company to purchase up to a maximum of 19,811,218 ordinary shares of £0.002 each in the capital of the Company (representing approximately 10% of the Company's issued share capital as at 28 February 2011) with a stated upper limit on the price payable which reflects the requirements of the Listing Rules. Unless renewed, the authority would expire no later than 30 June 2012. Any shares purchased under this authority may either be cancelled or held as treasury shares.

As with the previous two resolutions, it is normal for a UK-listed company to maintain such an authority irrespective of any intention to exercise it. The Board confirms that it does not currently have any intention to utilise this authority. In addition, this authority would only be utilised if such is expected to result in an increase in earnings per share and to be in the best interests of shareholders generally.

As at 28 February 2011, there were outstanding options and share awards, to subscribe for 6,854,154 ordinary shares in the Company (although in practice it is intended that exercise of 1,803,471 of these options and share awards will be satisfied by the transfer of shares from the Company's employee benefit trust, rather than by the allotment of new shares). This represents approximately 3.46% of the issued share capital of the Company as at 28 February 2011 and would represent approximately 4.33% of the issued share capital if both the Directors' existing authority to buy back shares and the new authority now being sought were to be utilised in full.

14. To authorise general meetings to continue to be held on 14 days' notice

This resolution is required to reflect the implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this directive increased the notice period for general meetings of the Company to 21 days. The Company has been able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 14 seeks such approval as a Special Resolution. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the directive before it calls any general meeting on 14 days' notice.

Appendix 2

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of Telecity Group plc (the 'Company') will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on 12 April 2011 at 2.00pm.

Agenda

Resolutions 1 to 11 will be proposed as Ordinary Resolutions. Resolutions 12, 13 and 14 will be proposed as Special Resolutions.

1. To receive the Annual Report and Financial Statements for the year ended 31 December 2010, together with the Reports of the Directors and Auditors therein.
2. To approve the Directors' Remuneration Report included in the Annual Report and Financial Statements for the year ended 31 December 2010.
3. To re-appoint John Hughes as a Director of the Company.
4. To re-appoint Michael Tobin as a Director of the Company.
5. To re-appoint Brian McArthur-Muscroft as a Director of the Company.
6. To re-appoint Simon Batey as a Director of the Company.
7. To re-appoint Robert Morse as a Director of the Company.
8. To re-appoint John O'Reilly as a Director of the Company.
9. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.
10. To authorise the Directors to set the remuneration of the auditors.
11. That the authority be conferred on the Directors by the Company's Articles of Association for a period expiring at the end of the next AGM of the Company after the date on which this resolution is passed (or, if sooner, on 30 June 2012) and for that period the Section 551 amount is £132,074.
12. Subject to Resolution 11 above having been duly passed, that the power be conferred on the Directors by the Company's Articles of Association for a period expiring at the end of the next AGM of the Company after the date on which this resolution is passed (or, if sooner, on 30 June 2012) and for that period the Section 561 amount is £19,811.
13. That the Company is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of £0.002 each in the capital of the Company ('Ordinary Shares'), provided that:
 - (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 19,811,218;
 - (b) the minimum price which may be paid for an Ordinary Share is £0.002;
 - (c) the maximum price (inclusive of expenses) which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is purchased;
 - (d) the Company may, prior to the expiry of the authority hereby conferred, make a contract to purchase Ordinary Shares which will or may be executed wholly or partly after such expiry; and
 - (e) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if sooner, on 30 June 2012.
14. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board



Tony Hunter
Company Secretary
28 February 2011

Registered office:
Masters House
107 Hammersmith Road, London W14 0QH

Annual General Meeting 2011
Appendix 2 continued

Notice of Annual General Meeting continued

Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote instead of him/her. A Form of Proxy is enclosed with this notice. The completion and return of the Form of Proxy does not preclude a member from attending the meeting and voting in person.
2. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. To appoint more than one proxy, please sign and date the Form of Proxy and, if necessary, attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. You may not appoint more than one proxy to exercise the rights attached to any one share. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
3. In order to be valid, the Form of Proxy and any power of attorney, or notarially certified copy thereof, under which it is executed, must be received by the Company no later than 2.00pm on 8 April 2011, having been returned by one of the following methods: either (i) in hard copy form by post, by courier or by hand to the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the paragraph below.
4. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the appropriate CREST message (a 'CREST Proxy Instruction') must be received by the issuer's agent (ID RA10) by 2.00pm on 8 April 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s), should contact their CREST Sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. CREST Members, and where applicable their CREST Sponsors or voting service providers, should note that CREST does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
5. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise such right, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 2.00pm on 8 April 2011 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
8. If the Meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original Meeting, the time referred to in the immediately preceding paragraph will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned Meeting. If, however, the Meeting is adjourned for a longer period, then to be so entitled members must be entered on the Company's register of members at a time which is 48 hours before the time fixed for the adjourned Meeting or, if the Company gives notice of the adjourned Meeting, at the time specified in that notice.
9. As at 28 February 2011 (being the date of this Notice) the Company's issued share capital comprises 198,112,183 ordinary shares of £0.002 each, each such share carrying one vote. Accordingly, the total voting rights in the Company as at 28 February 2011 are 198,112,183.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Notes continued

11. Copies of all service contracts between the Directors and the Company, the terms and conditions of appointment of non-executive Directors and the Articles of Association of the Company will be available for inspection at the Company's registered office during normal business hours until the time of the Meeting and at the place of the AGM from 15 minutes before the Meeting until the end of the Meeting.
12. Members who wish to communicate with the Company in relation to the Meeting should do so using the following means: (i) by writing to the Company Secretary at the registered office address; or (ii) by writing to the Registrars at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which financial statements were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.telecitygroup.com.

Registered in England No. 5603875

