

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Microsaic Systems plc (the "Company") shall be held at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY on 15 May 2017 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 4 inclusive shall be proposed as ordinary resolutions and resolutions 5 and 6 shall be proposed as special resolutions.

### Ordinary resolutions

1. THAT the Company's financial statements for the year ended on 31 December 2016, together with the Directors' report and auditors' report thereon, be and are hereby received and adopted;
2. THAT, upon the recommendation of the Directors, Saffery Champness be and hereby are reappointed as auditors to the Company, and that the Board be authorised to fix the remuneration of the auditors;
3. THAT Andrew Holmes be and hereby is re-appointed as a Director of the Company, following his retirement pursuant to Article 81.1(c) of the Articles;
4. THAT the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot equity securities (as defined by section 560 of the Companies Act 2006) up to an aggregate nominal value of £151,137 representing one third of the Company's issued share capital at the date of this document, provided that this authority shall (unless renewed, varied or extended by the Company in general meeting) expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot such equity securities in pursuance of such offer or agreement as if this authority had not expired, and provided further that this authority shall revoke and replace all unexercised authorities previously granted to the Directors to allot shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities;

### Special resolutions

5. THAT, conditional upon the passing of resolution 4, the Directors be and are hereby empowered, pursuant to section 570 of the Companies Act 2006, to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:
    - (i) to the holders of ordinary shares in the capital of the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates,

legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment (otherwise than pursuant to resolution 5(a) above) of equity securities up to an aggregate nominal amount of £22,670 representing five (5) per cent of the Company's issued share capital at the date of this document, and such power shall expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired;
6. THAT, conditional upon the passing of resolution 4, the Directors be and are hereby empowered, in addition to the power conferred by resolution 5, pursuant to section 570 of the Companies Act 2006, to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:
- (a) limited to an aggregate nominal amount of £22,670 representing five (5) per cent of the Company's issued share capital at the date of this document; and
  - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document, and such power shall expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

The power granted pursuant to resolutions 5 and 6 revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

**By order of the Board**

**Andrew Holmes**  
Company Secretary

21 April 2017

**Registered Office**

GMS House  
Boundary Road  
Woking  
Surrey  
GU21 5BX

**Explanatory comments on the resolutions proposed at the annual general meeting (the “Meeting”) of the Company to be held at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY on 15 May 2017 at 11 a.m.**

**Resolution 1** – The Company is required by its Articles and by the Companies Act 2006 to lay the Directors’ and auditors’ reports and copies of the annual accounts before the Meeting.

**Resolution 2** – This resolution concerns the re-appointment of Saffery Champness, recommended by the Directors, as auditors to the Company. Whilst resolving to reappoint Saffery Champness as auditors to the Company, the resolution also authorises the Board to fix the auditors’ remuneration.

**Resolution 3** – A minimum of one third of the Directors are also required to retire each year and seek re-appointment at the Meeting. In calculating the number of Directors required to retire Dr James Ramage has been disregarded pursuant to Article 81.1(d) of the Articles as he wishes to retire at the AGM without reappointment. Biographies of the Directors are contained in the Company’s annual report for the year ended 31 December 2016.

**Resolutions 4 to 6** – These resolutions concern the authority of the Directors to allot up to one third of the Company’s existing issued share capital (including up to ten (10) per cent as if the statutory pre-emption rights did not apply; up to five (5) per cent of which may be allotted without restriction and the balance of which may only be allotted for financing a transaction or other capital investment that the Company wishes to undertake).

Please also read the notes below which provide further information in respect of the Meeting.

#### Notes:

**The following notes explain your general rights as a shareholder and your rights to attend and vote at the Meeting or to appoint someone else to vote on your behalf.**

#### Quorum

1. The quorum for the Meeting shall be two shareholders present in person or by proxy. If, within fifteen minutes from the appointed time for the Meeting, a quorum is not present, then the Meeting will stand adjourned to the same day in the next week (or if that day is a public holiday to the next working day thereafter) at the same time and place or to such other day, time or place as the Directors may determine and no notice of such adjournment need be given. At an adjourned Meeting, shareholders present in person or by proxy will form a quorum.

#### Website address

2. Information regarding the Meeting, including information required by section 311A of the Companies Act 2006, is available from [www.microsaic.com](http://www.microsaic.com)

### Entitlement to attend and vote

3. Only those holders of ordinary shares of 0.25p each in the capital of the Company ("Shares") registered on the Company's register of members at 6 p.m. on 11 May 2017 shall be entitled to attend and vote at the Meeting.

### Appointment of proxies

4. Members entitled to attend, speak and vote at the Meeting (in accordance with Note 3 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy please use the form of proxy enclosed with this document (the "Form of Proxy"). In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. The completion and return of the Form of Proxy will not stop you attending and voting in person at the Meeting should you wish to do so. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of the Form of Proxy (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.
5. You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting" on the Form of Proxy and insert the full name of your appointee.
6. You can instruct your proxy how to vote on each resolution by ticking the "For" and "Against" boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution please tick the box which is marked "Vote Withheld". It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.

If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if how so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the Meeting.

A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 4 to 6 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.

A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

### **Appointment of proxies**

7. The Form of Proxy and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than at 11 a.m. on 11 May 2017 in respect of the Meeting. Any Forms of Proxy received before such time will be deemed to have been received at such time. In the case of an adjournment, the Form of Proxy must be received by Neville Registrars Limited no later than 48 hours (excluding non-working days) before the rescheduled Meeting.

On completing the Form of Proxy, sign it and return it to Neville Registrars Limited at the address shown on the reverse of the Form of Proxy. As postage has been prepaid no stamp is required. You may, if you prefer, return the Form of Proxy in a sealed envelope to the following address: FREEPOST NEVILLE REGISTRARS (this is all that is required on the envelope).

### **Termination of proxy appointments**

8. In order to revoke a proxy instruction you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

In the case of a member which is a company incorporated in England and Wales or Northern Ireland, the revocation notice must be executed under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation notice.

If you attempt to revoke your proxy appointment but the revocation is received after the time of the Meeting or the taking of the vote at which the proxy is used, then, subject to the paragraph directly below, your proxy will remain valid.

If you submit more than one valid proxy appointment in respect of the same Shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Completion of a Form of Proxy will not preclude a member from attending and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will be automatically terminated.

### Issued shares and total voting rights

9. The total number of Shares in issue in the capital of the Company as at close of business on the last practical date prior to the printing of this Notice is 181,365,146 ordinary shares of 0.25p each.

On a vote by a show of hands, every holder of Shares who (being an individual) is present in person, by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote. On a poll every holder of Shares who is present in person or by proxy shall have one vote for every complete Share held by him and such proportion of a vote that represents the number of fractions of a Share so held.

### Communication

10. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- calling the Neville Registrars Limited shareholder helpline (lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding public holidays):
    - (i) From the UK: 0121 585 1131;
    - (ii) From outside the UK: +44 (0) 121 585 1131 (calls from outside the UK are charged at applicable international rates); or
  - in writing to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

You may not use any electronic address provided either:

- in this notice of Meeting; or
- any related documents (including the Form of Proxy for this Meeting), to communicate with the Company for any purposes other than those expressly stated.