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If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, these documents should not be forwarded or transmitted in, into or from the United States, Canada, Australia, New Zealand, Japan, the Republic of Ireland or the Republic of South Africa or any other state or jurisdiction in which release, publication or distribution would be unlawful and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions might constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Existing Ordinary Shares you should retain this document and the accompanying Form of Proxy and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

The total consideration under the PrimaryBid Offer will be less than €5 million (or an equivalent amount) in aggregate and the Placing Shares will only be available to qualified investors for the purposes of the Prospectus Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Therefore, in accordance with section 85 and schedule 11A of FSMA, this document is not, and is not required to be, a prospectus for the purposes of the Prospectus Rules and has not been prepared in accordance with the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the FCA, pursuant to section 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

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# **Microsaic Systems plc**

*(Incorporated and registered in England and Wales with company number 03568010)*

**Placing to raise £5.1 million through the issue of 255,000,000 New Ordinary Shares**

**at 2 pence per share**

**PrimaryBid Offer to raise £0.4 million through the issue of 20,000,000 New Ordinary Shares**

**at 2 pence per share**

**and**

**Notice of General Meeting**

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**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.**

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Special Resolution is passed without amendment, it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on or around 25 June 2018.

N+1 Singer, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange, is acting as nominated adviser and broker to the Company for the purposes of the AIM Rules. N+1 Singer is not acting for any other person in connection

with the matters referred to in this document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of N+1 Singer or for giving advice in relation to the matters referred to in this document. N+1 Singer has not authorised the contents of this document for any purpose and, without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by N+1 Singer as to any of the contents or the completeness of this document and N+1 Singer does not accept responsibility for this document and accordingly disclaims all and any liability, whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this document.

You are recommended to read the whole of this document but your attention is drawn in particular to the letter from the Chairman of the Company which is set out on pages 11 to 19 inclusive of this document and which recommends that you vote in favour of the Special Resolution to be proposed at the General Meeting. A General Meeting to consider the Special Resolution will be held at 10.00 a.m. on 22 June 2018 at the offices of N+1 Singer, One Bartholomew Lane, London, EC2N 2AX. You are requested to complete, sign and return the enclosed Form of Proxy to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, United Kingdom as soon as possible but in any event, in order to be valid, to arrive not later than 10.00 a.m. on 20 June 2018. Please note that completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

Except pursuant to certain limited exceptions which will be determined solely by the Company and/or its advisers, this document may not be published, distributed, forwarded or transmitted, directly or indirectly, in whole or in part, in or into the United States. These materials do not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States.

The New Ordinary Shares described in this document have not been, and will not be, registered under the Securities Act or under the securities laws of any state of the United States and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The New Ordinary Shares are being offered outside of the United States in reliance on Regulation S. The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Furthermore, the New Ordinary Shares have not been and will not be registered under the applicable laws of any of Canada, Australia, New Zealand, Japan, the Republic of Ireland or the Republic of South Africa and, consequently, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any person who is subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions might constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release publication or distribution, directly or indirectly, in or into the United States, Canada, Australia, New Zealand, Japan, the Republic of Ireland, the Republic of South Africa or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

## **FORWARD-LOOKING STATEMENTS**

This document contains (or may contain) certain forward-looking statements with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "predict" or other words of similar meaning. Examples of forward-looking statements include, amongst others, statements regarding, or which make assumptions in respect of, the planned use of the proceeds from the Transaction, the Company's liquidity position, the future performance of the Company, future foreign exchange rates, interest rates and currency controls, the future political and fiscal regimes in the overseas markets in which the Company operates, the Company's future financial position, plans and objectives for future operations and any other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made. These forward-looking statements reflect the Company's judgement and the information available to the Company at the date of this document and are not intended to give any assurance as to future results. These statements have not been reviewed by the Company's auditors. Except as required by the FCA, the London Stock Exchange, the AIM Rules or other applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

## CONTENTS

	<i>Page</i>
<b>CORPORATE INFORMATION AND ADVISERS</b>	5
<b>EXPECTED TIMETABLE OF PRINCIPAL EVENTS</b>	6
<b>KEY STATISTICS</b>	7
<b>DEFINITIONS</b>	8
<b>LETTER FROM THE CHAIRMAN</b>	11
<b>NOTICE OF GENERAL MEETING</b>	20

## CORPORATE INFORMATION AND ADVISERS

<b>Directors</b>	Peter Grant ( <i>Non-executive Chairman</i> ) Glenn Tracey ( <i>Chief Executive Officer</i> ) Bevan Metcalf ( <i>Finance Director</i> ) Christopher Buckley ( <i>Non-executive Director</i> ) Andrew Holmes ( <i>Non-executive Director</i> ) Eric Yeatman ( <i>Non-executive Director</i> )
<b>Company Secretary</b>	Andrew Holmes
<b>Company number</b>	03568010
<b>Company website</b>	<a href="http://www.microsaic.com">www.microsaic.com</a>
<b>Registered office</b>	GMS House Boundary Road Woking Surrey GU21 5BX
<b>Auditors</b>	Saffery Champness LLP 71 Queen Victoria Street London, EC4V 4BE
<b>Bankers</b>	HSBC Bank plc 95 Gloucester Road London, SW7 4SX
<b>Solicitors to the Company</b>	Dorsey & Whitney (Europe) LLP 199 Bishopsgate London, EC2M 3UT
<b>Nominated Adviser and Broker</b>	Nplus1 Singer Advisory LLP One Bartholomew Lane London, EC2N 2AX
<b>Solicitors to the Nominated Adviser</b>	Walker Morris LLP Kings Court 12 King Street Leeds, LS1 2HL
<b>Registrars</b>	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen, B63 3DA
<b>Financial PR</b>	IFC Advisory Limited 15 Bishopsgate London, EC2N 3AR

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Transaction	4.45 p.m. on 5 June 2018
PrimaryBid Offer open from	4.46 p.m. on 5 June 2018
PrimaryBid Offer closed at	9.00 p.m. on 5 June 2018
Announcement of results of PrimaryBid Offer	6 June 2018
Publication and posting of this document and Form of Proxy	6 June 2018
Latest time and date for receipt of Forms of Proxy for the General Meeting	10.00 a.m. on 20 June 2018
Time and date of General Meeting	10.00 a.m. on 22 June 2018
Announcement of result of General Meeting	22 June 2018
Admission and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 25 June 2018
CREST accounts credited in respect of New Ordinary Shares in uncertificated form	25 June 2018
Despatch of definitive share certificates in respect of New Ordinary Shares to be issued in certificated form	week commencing 25 June 2018

### Notes:

- (1) Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, Shareholders will be notified of the revised times and/or dates by the Company via announcement through a regulatory information service.
- (2) All of the above times refer to London time unless otherwise stated.
- (3) Admission and dealings in the New Ordinary Shares are conditional on, *inter alia*, the passing of the Special Resolution at the General Meeting.

## KEY STATISTICS

### Placing statistics

Number of Existing Ordinary Shares	181,365,146
Number of Placing Shares	255,000,000
Offer Price	2p
Gross proceeds of the Placing	£5.1 million

### PrimaryBid Offer statistics

Number of PrimaryBid Shares in the PrimaryBid Offer	20,000,000
Offer Price	2p
Gross proceeds of the PrimaryBid Offer	£0.4 million

### Placing and PrimaryBid Offer Statistics

Number of Ordinary Shares in the Placing and PrimaryBid Offer	275,000,000
Gross proceeds of the Placing and PrimaryBid Offer	£5.5 million

### Approximate share capital statistics

Enlarged Issued Share Capital following the Placing and PrimaryBid Offer	456,365,146
Placing Shares as a percentage of the Enlarged Issued Share Capital	55.9%
PrimaryBid Shares as a percentage of the Enlarged Issued Share Capital	4.4%
New Ordinary Shares as a percentage of the Enlarged Issued Share Capital	60.3%

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>“Act”</b>	the Companies Act 2006;
<b>“Admission”</b>	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
<b>“AIM”</b>	AIM, a market operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time;
<b>“Board” or “Directors”</b>	the directors of the Company as at the date of this document whose names appear on page 5;
<b>“Business Day”</b>	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
<b>“certificated” or “in certificated form”</b>	a share or other security not held in uncertificated form (i.e. not in CREST);
<b>“Company” or “Microsaic”</b>	Microsaic Systems plc (registered number 03568010);
<b>“CREST”</b>	a relevant system for paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations;
<b>“CREST member”</b>	a person who has been admitted to CREST as a system-member (as defined in the CREST Manual);
<b>“CREST member account ID”</b>	the identification code or number attached to a member account in CREST;
<b>“CREST participant”</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST regulations);
<b>“CREST participant ID”</b>	shall have the meaning given in the CREST Manual issued by Euroclear;
<b>“CREST payment”</b>	shall have the meaning given in the CREST Manual issued by Euroclear;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755), including: (i) any enactment or subordinate legislation which amends or supersedes those regulations; and (ii) any applicable rules made under those regulations for the time being in force;
<b>“CREST sponsor”</b>	a CREST participant admitted to CREST as a CREST sponsor;
<b>“CREST sponsored member”</b>	a CREST member admitted to CREST as a sponsored member;
<b>“Enlarged Issued Share Capital”</b>	the entire issued share capital of the Company on Admission, following completion of the Placing and PrimaryBid Offer;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited;

<b>“Existing Ordinary Shares”</b>	the 181,365,146 Ordinary Shares in issue on the date of this document, all of which are admitted to trading on AIM;
<b>“FCA”</b>	the UK Financial Conduct Authority;
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;
<b>“FSMA”</b>	Financial Services and Markets Act 2000 (as amended);
<b>“General Meeting”</b>	the general meeting of the Company convened for 10.00 a.m. on 22 June 2018 at the offices of N+1 Singer, One Bartholomew Lane, London, EC2N 2AX , notice of which is set out at the end of this document;
<b>“IFRS”</b>	International Financial Reporting Standards, as adopted by the European Union;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“Notice”</b>	the notice convening the General Meeting set out at the end of this document;
<b>“N+1 Singer”</b>	Nplus1 Singer Advisory LLP (registered number OC364131);
<b>“New Ordinary Shares”</b>	the Placing Shares and the PrimaryBid Shares, or any of them as the context shall require or permit;
<b>“Offer Price”</b>	2 pence per New Ordinary Share;
<b>“Ordinary Shares”</b>	the ordinary shares of 0.25p each in the share capital of the Company;
<b>“Placees”</b>	subscribers for Placing Shares;
<b>“Placing”</b>	the placing of Placing Shares at the Offer Price pursuant to the Placing Agreement to certain institutional and other investors;
<b>“Placing Agreement”</b>	the conditional placing agreement dated 5 June 2018 between the Company and N+1 Singer relating to the Placing;
<b>“Placing Shares”</b>	up to 255,000,000 New Ordinary Shares conditionally placed with certain investors pursuant to the Placing Agreement;
<b>“PrimaryBid”</b>	PrimaryBid Limited (registered number 08092575), which is authorised and regulated by the FCA with register number 779021;
<b>“PrimaryBid Offer”</b>	the fully underwritten PrimaryBid offer of New Ordinary Shares made to private and other investors on the PrimaryBid platform;
<b>“PrimaryBid Shares”</b>	the 20,000,000 New Ordinary Shares to be issued pursuant to the PrimaryBid Offer and N+1 Singer’s underwriting commitment;
<b>“Prospectus Rules”</b>	the Prospectus Rules made by the FCA in accordance with the EU Prospectus Directive relating to admission of securities to trading on a regulated market;
<b>“Regulation S”</b>	Regulation S under the Securities Act;
<b>“Securities Act”</b>	the US Securities Act of 1933, as amended;

<b>“Shareholders”</b>	holders of Ordinary Shares;
<b>“Special Resolution”</b>	the special resolution to be proposed at the General Meeting as set out in the Notice;
<b>“Transaction”</b>	the Placing and the PrimaryBid Offer;
<b>“uncertificated” or “uncertificated form”</b>	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland; and
<b>“United States” or “US”</b>	the United States of America, its territories and possessions and the District of Columbia.

## PART 1 – LETTER FROM THE CHAIRMAN

# Microsaic Systems plc

(Incorporated and registered in England and Wales with company number 03568010)

### Directors:

Peter Grant  
Glenn Tracey  
Bevan Metcalf  
Christopher Buckley  
Andrew Holmes  
Eric Yeatman

### Registered office:

GMS House  
Boundary Road  
Woking  
Surrey  
GU21 5BX

6 June 2018

## To Shareholders and, for information only, to the holders of options over Ordinary Shares

Dear Shareholder,

**Placing to raise £5.1 million through the issue of 255,000,000 New Ordinary Shares at 2 pence per share**

**PrimaryBid Offer to raise £0.4 million through the issue of 20,000,000 New Ordinary Shares at 2 pence per share**

### Notice of General Meeting

## 1. INTRODUCTION

On 5 June 2018, the Board was pleased to announce the proposed conditional Transaction comprising: (i) the Placing to raise approximately £5.1 million; and (ii) the PrimaryBid Offer to raise up to approximately £0.4 million. In total, therefore, the proceeds receivable by the Company from the Transaction (before expenses) amount to approximately £5.5 million. The net proceeds of the Transaction receivable by the Company are approximately £5.0 million.

The net proceeds of the Transaction will provide the Company with additional capital to accelerate the commercialisation of its business and to provide balance sheet strength to support commercial negotiations, recruitment and retention of key staff, development of new products and enhancements to existing products.

The Company is seeking the authority of Shareholders to provide the Directors with authority to allot and issue the New Ordinary Shares and to disapply pre-emption rights in relation to the issue of the New Ordinary Shares. The Special Resolution to be proposed at the General Meeting is set out in the Notice.

The Transaction is conditional, *inter alia*, on: (i) the passing by Shareholders of the Special Resolution at the General Meeting which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of, and to allot, the New Ordinary Shares; and (ii) Admission having become effective by no later than 8.00 a.m. on 25 June 2018 (or such time and date as the Company and N+1 Singer may agree, being no later than 11.00 a.m. on 9 July 2018). Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the New Ordinary Shares will be issued and admitted to trading on AIM on or around 25 June 2018.

The Offer Price is at a discount of 11.1 per cent. to the closing middle market price of 2.25 pence per Existing Ordinary Share on 4 June 2018 (being the last practicable date before publication of this document).

The purpose of this document is to outline the reasons for the Transaction and explain why the Directors consider the Transaction to be in the best interests of the Company and its Shareholders as a whole and, therefore, why the Directors recommend that you vote in favour of the Special Resolution at the General Meeting, as the Directors intend to do in respect of their direct holdings.

In its 2017 Annual Report and Financial Statements, the Company reported that in order to implement the planned pace of development to benefit fully from opportunities in the bioprocessing market, the Board believed that the Company would need to raise further funds in the future. The purpose of the Transaction is to raise these funds in order to assist the Company to realise its commercial objectives. In the event that Shareholders do not approve the Special Resolution or the Transaction does not proceed for any other reason, pursuit of the Company's current commercial objectives would require funds from alternative sources, which the Board believes may be difficult to secure and, even if secured, are likely to be on terms significantly detrimental to existing Shareholders. If funds were not available, the Board would have to consider other options which it believes would also be significantly detrimental to existing Shareholders when compared with the Transaction. Such options could include, for example, significantly reducing the Company's expenditure, which would materially diminish its ability to develop its products to meet market needs. It is, therefore, of the utmost importance that Shareholders vote in favour of the Special Resolution. At the end of this document, you will find a notice of the General Meeting at which the Special Resolution will be proposed to approve the Transaction. The General Meeting has been convened for 10.00 a.m. on 22 June 2018 and will take place at the offices of N+1 Singer, One Bartholomew Lane, London, EC2N 2AX.

## **2. COMPANY OVERVIEW**

### ***About the Company***

Founded in 2001, Microsaic is a high technology company which develops point-of-need mass spectrometers ("**MS**"), designed to improve the efficiency of chemical and biological workflows.

The Company was initially established to develop miniaturised MS instruments based on micro-electro-mechanical systems (MEMS) technology originating at the Optical and Semiconductor Devices Group, part of the highly regarded Electrical and Electronic Engineering faculty at Imperial College, London.

The Company has been based at headquarters in Woking, UK since September 2004 and was admitted to AIM in April 2011.

Since being established in 2001, the Company has invested substantially in core intellectual property specific to its miniaturised MS, with over 60 patents in chip based, compact MS. The Company is revenue generating, with over 130 instruments sold to date.

### ***Products***

The Company's core products, the compact MiD series of mass detectors, are designed to integrate seamlessly with a wide range of third party original equipment manufacturers ("**OEMs**") or to be standalone products sold through distributors. At the forefront of the Company's design ethos is to deliver fast, easy to use, powerful and robust performance.

### ***Commercial focus***

The Company is focussing on opportunities in high-value biologic drug manufacture (i.e. bioprocessing), plus growth in its traditional small molecule markets. In the longer term the Company would like to focus on other high growth markets such as point of care diagnostics.

The Directors believe that the Company has a significant opportunity for its point of need MS in bioprocessing. In 2017, following successful completion of a feasibility phase ("**Phase one**"), the Company entered an integration phase ("**Phase two**") with one of the foremost players in the global market for scientific instrumentation.

Traditional MS is a time-consuming technique; typically, MS instruments are held in centralised laboratories which may be remote from the bioprocessing location and turn-around times for analysis can take weeks.

The Directors believe that the Company's point of need, compact MS can provide analyses in minutes, versus days or weeks in the case of other MS products, and will provide cumulative time savings in analysis, which can help to reduce the time to market for new biologic drug candidates and speed up manufacturing of these drugs. Point of need MS can measure biologics in-situ, in minutes per analysis, of which there maybe hundreds per annum.

In addition to bioprocessing, the Company has opportunities in its traditional small molecule markets through the integration of its MS technology with multiple OEM partners, and via distributors across North America, Europe and Asia Pacific.

### **The market**

The demand for biologic drugs is estimated to reach revenues of approximately \$445 billion by 2019, and in 2016 eight out of the top ten selling drugs by revenue were biologics. Biologics are very large, complex molecules and are generally grown in living cells where the process is difficult to control, whereas traditional small molecules are produced by chemical synthesis, which is a predictable process where identical copies can be made. The Directors believe that the Company's MS is well suited to the analyses of these complex biologic molecules. Market analysis carried out in respect of 2016 has indicated that the demand for biologic drugs meant that an estimated 40-100 new line installations were taking place at any one time in the biopharma industry. Point of need MS not only combines the technique of measuring biologics, but also enables faster analyses during regulatory compliance, helping to accelerate the time to bring drugs to clinical trials and to market. The Directors believe that the total market for bioprocessing equipment is currently in the region of \$15 billion from the top suppliers into the pharmaceutical industry.

The Directors believe that compared with other so-called compact MS technologies, the Company is the only provider to offer a true "all-in-one" footprint, especially designed for ease of use and maintenance, and for ease of integration with OEM equipment and production workflows. The Company's technology is currently the only compact MS which enables whole monoclonal antibody identification, with its "3200 mass to charge" specification.

### **3. USE OF PROCEEDS**

As at 31 December 2017, the Company's cash balance was £3.2 million and as at 31 May 2018 the cash balance was £1.9 million. The net proceeds from the Transaction will be used to complete the development of the Company's technology with an existing partner in bioprocessing, to commercialise this and other opportunities in bioprocessing, and to continue to further enhance the Company's miniaturised MS instruments to ensure its continued competitiveness and open additional market opportunities. In addition, by having a strengthened balance sheet, the Directors believe that the Company will be in a stronger position to negotiate commercial partnerships.

During the period to 31 December 2020, the Directors anticipate using funds as set out in the table below:

	<i>2018-2020</i>
	<i>£m</i>
<i>Funds Available</i>	
Cash balance as at 31 December 2017	3.2
Proceeds from the Transaction (Net)	5.0
Total	<u>8.2</u>
<i>Use of Funds</i>	
R&D	5.3
Other net cash used in operating/investing activities	1.4
Additional working capital headroom	1.5
Total	<u>8.2</u>

The above numbers are the Company's internal targets and are not forecasts.

## 4. CURRENT TRADING AND PROSPECTS

### **Current trading**

In 2012, the Company started a collaboration with one of the foremost players in the global market for scientific instrumentation. Contractual development started in 2016, and Phase one (technical feasibility) was successfully completed in late 2017. Phase two (integration) was initiated in December 2017 and the Directors believe this phase will be completed in late Q4 2018. The partner provides co-development income and dedicated project resource. Subject to commercial terms being agreed, a final “commercialisation” phase (“**Phase three**”) would follow, which the Directors estimate would last approximately 18 months, with a target completion in H1 2020.

The current collaboration is focussed on one area of the bioprocessing workflow; however, the Directors believe that there are multiple points of entry for the Company’s MS to be used in a typical bioprocessing workflow, representing considerable potential upside to the Company’s target revenue.

The key drivers in the pharmaceutical and biopharmaceutical markets include:

- growth in prescription drugs – the Company’s key end market is pharmaceutical analysis;
- increasing drug complexity – techniques like MS are needed for complex biologic analysis suiting the opportunity in bioprocessing; and
- increasing regulation – MS can accelerate compliance.

The Company is also working with two established institutions to generate data to support a wider use of the Company’s MS in bioprocessing. The Directors intend to use this data to support discussions with other potential partners in this area.

The Company is making good progress in its traditional small molecule markets. It has an existing relationship with Gilson Inc. and has so far, in 2018, signed OEM agreements with Unimicro Technologies (founded in the United States, but for sales in China) and Knauer Wissenschaftliche Gerate (based in Germany, but for distribution worldwide). It has also, in 2018, signed distribution agreements with Rightek, for distribution in Taiwan, and Stable Arm Sdn. Bhd. for distribution in Malaysia. The Company has a number of discussions underway with further OEMs and distributors in North America, Europe and Asia Pacific and many of these represent potential new application or geographic areas for the Company.

### **Targets**

Having assessed potential prospects in the bioprocessing and traditional small molecule markets, the Directors have set internal targets for 2022 of sales of approximately 390 to 450 MS instruments and revenues of between £17 million to £19 million. The Directors have estimated that approximately 70 per cent. would come from the bioprocessing market in 2022 and the balance would come from the Company’s traditional small molecule market. The targeted revenues include recurring revenue in the form of consumables and service fee income.

The above numbers are the Company’s internal targets only and are not forecasts.

### **Longer term, potential sales opportunities**

The Directors believe that the Company has a number of longer-term potential sales opportunities. These include the following:

- the use of the Company’s compact point of need MS technology across multiple entry points in the bioprocessing workflow;
- potential use in other biologic-related markets requiring on-line process monitoring, such as cell therapies;
- potential use of compact MS as a method for point of care diagnostics; and
- potential collaboration on the next generation of compact MS leveraging the Company’s proof of concept “triple quad” technology.

The Board intends to seek partnerships to fund the development of these sales opportunities in the future when it is appropriate to do so.

## **5. INFORMATION ON THE PLACING**

### ***Details of Placing***

The Company has conditionally raised approximately £5.1 million before expenses by the conditional placing of Placing Shares at the Offer Price to Placees. The Placing is conditional, *inter alia*, on: (i) the Special Resolution being passed without amendment at the General Meeting; (ii) the Company allotting, subject only to Admission, the Placing Shares in accordance with the Placing Agreement; (iii) the admission of the Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 25 June 2018 (or such other time and/or date, being no later than 11.00 a.m. on 9 July 2018, as N+1 Singer and the Company may agree); (iv) the conditions in the Placing Agreement being satisfied or (if applicable) waived; and (v) the Placing Agreement not having been terminated in accordance with its terms prior to Admission.

The Placing Shares, if and when issued, will be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all future distributions, declared, paid or made in respect of the Ordinary Shares from the date of Admission. The Placing Shares will represent approximately 55.9 per cent. of the Enlarged Issued Share Capital.

Application will be made for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will occur and dealing will commence at 8.00 a.m. on 25 June 2018 at which time it is also expected that the Placing Shares will be enabled for settlement in CREST.

It is expected that CREST accounts of the Placees who hold their Ordinary Shares in CREST will be credited with their Placing Shares on 25 June 2018. In the case of Placees holding Ordinary Shares in certificated form, it is expected that certificates will be dispatched during the week commencing 25 June 2018.

The Placing is not being underwritten.

### ***Details of the PrimaryBid Offer***

On 5 June 2018, the Company announced that it was proposing to raise up to £0.4 million (before expenses) under the PrimaryBid Offer. The PrimaryBid Offer, which took place between 4.46 p.m. on 5 June 2018 and 9.00 p.m. on 5 June 2018, was made in accordance with an available exemption against the requirement to produce an FCA approved prospectus.

The PrimaryBid Offer was underwritten in full by N+1 Singer. The PrimaryBid Offer was open to private retail investors subscribing via PrimaryBid.com and the allocation of New Ordinary Shares was filled on a “first come, first served” basis. It was announced today that the total demand under the PrimaryBid Offer was approximately £101,840 and, should the Transaction complete, will result in the issue of 5,092,000 New Ordinary Shares pursuant to the PrimaryBid Offer. Completion of the PrimaryBid Offer is conditional on the Placing being or becoming wholly unconditional and not being terminated before Admission (as the case may be). This document does not constitute an offer in respect of the PrimaryBid Offer (which closed on 5 June 2018 at 9.00 p.m.).

As the PrimaryBid Offer raised £101,840, N+1 Singer has subscribed for 14,908,000 New Ordinary Shares pursuant to its underwriting obligation to the Company.

The New Ordinary Shares to be issued pursuant to the PrimaryBid Offer and the underwriting arrangement will be free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares.

## 6. PLACING AGREEMENT

The Company has entered into the Placing Agreement with N+1 Singer, pursuant to which N+1 Singer has agreed (as the Company's agent) to use reasonable endeavours to procure places for the Placing Shares at the Offer Price. The Offer Price represents a discount of approximately 11.1 per cent. to the closing mid-market price of an Ordinary Share on 4 June 2018, being the latest practicable date prior to the publication of this document.

The Placing Agreement provides, *inter alia*, for the payment by the Company to N+1 Singer of a corporate finance fee, an underwriting fee and of commissions based on the gross funds raised by the Company through the Transaction.

The Placing Agreement contains customary warranties given by the Company to N+1 Singer as to matters relating to the Company and its business and a customary indemnity given by the Company to N+1 Singer in respect of liabilities arising out of or in connection with the Placing. N+1 Singer is entitled to terminate the Placing Agreement in certain circumstances prior to Admission, including circumstances where any of the warranties are found not to be true or accurate or to be misleading in any respect or on the occurrence of certain *force majeure* events.

The Placing Shares are not being offered to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

## 7. DIRECTORS' SHAREHOLDINGS

Each of the Directors will participate in the Placing. The Directors have conditionally agreed to subscribe for an aggregate of 3,500,000 Placing Shares, representing approximately 1.4 per cent. of the Placing Shares. Immediately following Admission, the Directors will together hold an aggregate of 11,478,743 Ordinary Shares, representing 2.5 per cent. of the Enlarged Issued Share Capital, as set out in the table below:

<i>Director</i>	<i>Number of Existing Ordinary Shares held as at 5 June 2018</i>	<i>Percentage of Existing Ordinary Shares held as at 5 June 2018</i>	<i>Number of Placing Shares subscribed for</i>	<i>Resulting Existing Ordinary Shares held on Admission</i>	<i>Resulting holding as a percentage of the Enlarged Issued Share Capital</i>
Peter Grant	–	–	750,000	750,000	0.16%
Glenn Tracey	300,000	0.17%	500,000	800,000	0.18%
Bevan Metcalf	300,000	0.17%	750,000	1,050,000	0.23%
Christopher Buckley	300,000	0.17%	250,000	550,000	0.12%
Andrew Holmes	3,182,111	1.75%	500,000	3,682,111	0.81%
Eric Yeatman	3,896,632	2.15%	750,000	4,646,632	1.02%

The above excludes the following unexercised options over Ordinary Shares held at the date of this document by the following Directors: (i) Peter Grant, options over 3,500,000 Ordinary Shares; (ii) Glenn Tracey, options over 2,300,000 Ordinary Shares; (iii) Bevan Metcalf, options over 2,120,000 Ordinary Shares; and (iv) Christopher Buckley, options over 75,000 Ordinary Shares.

## 8. RELATED PARTY TRANSACTIONS

The Directors' aggregate participation in the Placing, as set out above, constitutes a related party transaction pursuant to Rule 13 and Rule 16 of the AIM Rules.

Parkwalk Advisors Funds is a substantial shareholder in the Company holding in aggregate 54,154,838 Existing Ordinary Shares representing 29.9 per cent. of the voting rights and consequently Parkwalk Advisors Funds is considered to be a related party pursuant to Rule 13 of the AIM Rules. Parkwalk Advisors Funds is subscribing for 70,000,000 Placing Shares in the Placing at the Offer Price, representing 27.5 per cent. of the Placing Shares which will result in it holding 27.2 per cent. of the

Enlarged Issued Share Capital immediately following Admission. This subscription constitutes a related party transaction for the purposes of the AIM Rules.

As there are no independent directors to provide a fair and reasonable statement because all of the Directors are participating in the Placing, N+1 Singer (in its capacity as the Company's nominated adviser for the purposes of the AIM Rules) considers that the participation in the Placing by the Directors and Parkwalk Advisors Funds is fair and reasonable in so far as the Shareholders are concerned.

## **9. RISK FACTORS**

As well as general risks associated with investment in shares, there are a number of risks which are specific to the Company. If any of these risks were to materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such cases, the market price of the Company's shares could decline and an investor may lose part or all of their investment.

In addition to the risks set out in the Company's 2017 annual report and financial statements, the Board considers the following additional factors as risks specific to the Company:

### **The Transaction may not complete**

The Placing and the PrimaryBid Offer are and will each be conditional on, and accordingly the Transaction as a whole is and will be conditional on, amongst other things, the passing of the Special Resolution to be proposed at the General Meeting. Shareholders should be aware that if the Special Resolution is not approved at the General Meeting, the Transaction will not proceed.

Should the Transaction not proceed and without access in the near term to alternative finance of an amount of similar size to that of the Transaction, the working capital available to the Company will not be sufficient for the Board to pursue its current strategy and the Directors would have to consider other options which it believes would be significantly detrimental to existing Shareholders when compared with the Transaction. Such options could include, for example, significantly reducing the Company's expenditure, which would materially diminish its ability to develop its products to meet market needs.

### **Business strategy may change**

The future success of the Company will depend on the Directors' ability to continue to implement effectively its business strategy. In particular, the pursuit of that strategy may be affected by, inter alia, changes in government legislation, regulatory environment or changes in the competitive environment in the markets in which the Company currently operates or expects to operate. If such changes were to materialise, the Directors may decide to change certain aspects of the Company's strategy. This might entail the development of alternative products and services, which would place additional strain on the Company's capital resources and may adversely impact on the revenues and profitability of the Company.

### **Dependence on key partner**

A large proportion of the Company's turnover from 2020 is expected to be from a key partner. The Company is working on Phase two (integration) of a three phase development program with this partner. Phase two is expected to complete in H2 2018, and if successful, would potentially be followed by Phase three (commercialisation), which is expected to take approximately 18 months. Failure of the development program at any stage or the loss of this key partner or significant delays to the program could have a material adverse impact upon the Company's business and results of operations.

### **Reliance on third party manufacturing facilities**

The Company's strategy is to fully outsource the assembly of its 4500 MiD mass detector to a third party manufacturer, in order to allow the Company to react more quickly to any future increases in sales volumes. The transition from assembling the unit in house to the third party is expected to be completed by H2 2018. As a result of this strategy, the Company will have a very limited capacity to assemble its products in house and loss of the services of the third party manufacturer could have a material adverse effect upon the Company's business and results of operations. Should it be necessary to find a replacement manufacturer or should there be delays with the current provider, the Company's ability to fulfil sales orders could be adversely affected.

## **Management of growth**

The ability of the Company to implement its strategy requires effective planning and management control systems. The Company's growth plans may place a significant strain on its management and operational, financial and personnel resource. Therefore, the Company's future growth and prospects will depend on its ability to manage this growth, and, if this is not successfully managed, the Company's objectives may not be fulfilled. The value of an investment in the Company is dependent upon the Company achieving the aims set out in this document. There can be no guarantee that the Company will achieve the level of success that the Board expects.

## **Use of net proceeds and potential requirement for further investment**

The use of net proceeds from the Transaction set out in this document is based on management's current expectations. Whilst there are some restrictions on the Company's use of net proceeds, it is possible that the Company may deviate from this. Investors will not have the opportunity to evaluate the economic, financial or other information on which the Board bases its decisions on how to use the net proceeds of the Transaction. The failure of the Company's management to apply these funds effectively could harm investor confidence and cause the price of the Ordinary Shares to decline.

In addition, any future expansion, activity and/or business development may require additional capital, whether from equity or debt sources. There can be no guarantee that the necessary funds will be available on a timely basis, on favourable terms, or at all, or that such funds if raised, would be sufficient. If additional funds are raised by issuing equity securities or convertible securities, dilution to the then existing shareholdings may result. Debt funding may require assets of the Company to be secured in favour of the lender, which security may be exercised if the Company were to be unable to comply with the terms of the relevant debt facility agreement. The level and timing of future expenditure will depend on a number of factors, many of which are outside the Company's control. If the Company is not able to obtain additional capital on acceptable terms, or at all, it may be forced to curtail or abandon any planned acquisition opportunities, expansion, activity and/or business development. The above could have a material adverse effect on the Company.

## **10. GENERAL MEETING**

A notice convening the General Meeting for 10.00 a.m. on 22 June 2018 at the offices of N+1 Singer, One Bartholomew Lane, London, EC2N 2AX, is set out at the end of this document. The business to be considered at the General Meeting is set out in the Notice.

The Company is proposing that Shareholders pass the Special Resolution in order (i) to grant the Directors authority, under section 551 of the Act, to allot Ordinary Shares in connection with the Transaction up to an aggregate nominal amount of £687,500 (being equal for up to 275,000,000 New Ordinary Shares), being the maximum required for the purposes of issuing the New Ordinary Shares, and (ii) to disapply the pre-emption rights conferred by the Act in connection with the allotment pursuant to the Transaction of the New Ordinary Shares.

The authorities to be granted to the Directors by the Special Resolution will be in addition to the authority to allot shares given at the Company's annual general meeting held on 4 May 2018 and will only be used in connection with the Transaction. The authorities to be granted pursuant to the Special Resolution shall expire on 31 December 2018 (unless previously revoked or varied by the Company in a general meeting).

Pursuant to resolutions passed at the Company's last annual general meeting on 4 May 2018, the Directors currently have authority to allot equity securities up to an aggregate nominal value of £151,137, representing one third of the Company's existing issued share capital at the date of the resolution, on a pre-emptive basis.

## **11. ACTION TO BE TAKEN**

A Form of Proxy for use at the General Meeting is enclosed with this document. Whether or not you intend to attend the General Meeting, you are requested to return the duly completed Form of Proxy to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA as soon as possible and in any event, so as to be valid, to arrive before 10.00 a.m. on 20 June 2018.

Submission of the Form of Proxy does not affect your ability to attend the General Meeting and vote in person, if you wish.

In the event that Shareholders do not approve the Special Resolution or the Transaction does not proceed for any other reason, pursuant of current commercial objectives would require the Company to seek financing from alternative sources, which the Board believes may be difficult to secure and, even if secured, are likely to be on terms significantly detrimental to existing Shareholders. It is therefore of the utmost importance that Shareholders vote in favour of the Special Resolution.

## **12. RECOMMENDATION**

The Directors consider that the Transaction is in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Special Resolution, as they intend to do in respect of their own direct holdings of Ordinary Shares, which in aggregate represent 4.4 per cent. of the Ordinary Shares in issue at 4 June 2018, being the latest practicable date prior to the publication of this document.

The Transaction is conditional, *inter alia*, upon the passing of the Special Resolution at the General Meeting. Shareholders should be aware that if the Special Resolution is not approved at the General Meeting, the Placing and the PrimaryBid Offer will not proceed.

Yours faithfully,

**Peter Grant**  
*Chairman*

## NOTICE OF GENERAL MEETING

# Microsaic Systems plc

(the “Company”)

Notice is hereby given that a General Meeting of the Company will be held at 10.00 a.m. on 22 June 2018 at the offices of N+1 Singer, One Bartholomew Lane, London, EC2N 2AX to consider and, if thought fit, pass the following resolution as a special resolution:

### SPECIAL RESOLUTION

1. THAT, in addition to and not in substitution for all other existing authorities and powers under sections 551 and 570 of the Companies Act 2006 (the “**Act**”) granted to the directors of the Company (the “**Directors**”) at the Company’s Annual General Meeting on 4 May 2018:
  - (i) the Directors be and hereby are generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £687,500, being 275,000,000 ordinary shares of 0.25p each (“**Ordinary Shares**”), in connection with the proposed allotment of New Ordinary Shares to certain institutional and other investors (the “**Transaction**”) as further described in the circular posted to the holders of Ordinary Shares on 6 June 2018 of which this notice forms part, provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on 31 December 2018, save that the Company may make offers and enter into agreements prior to such date which would, or might, require shares in the Company to be allotted after the date on which the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority conferred hereby had not expired; and
  - (ii) the Directors be and hereby are given power, in accordance with section 570 of the Act, to exercise all powers of the Company to allot equity securities for cash under the authority given by sub-paragraph (i) above as if section 561 of the Act did not apply to any such allotment, provided that such power be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £687,500, being 275,000,000 Ordinary Shares, in connection with the Transaction, provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on 31 December 2018, save that the Company may make offers and enter into agreements prior to such date which would, or might, require equity securities to be allotted after the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Andrew Holmes  
*Company Secretary*

6 June 2018

*Registered Office:*

GMS House  
Boundary Road  
Woking  
Surrey  
GU21 5BX

## **NOTES:**

### **Quorum**

1. The quorum for the meeting shall be two shareholders present in person or by proxy. If, within 15 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 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 6.00 p.m. on 20 June 2018 (or, in the case of any adjourned meeting, shareholders on the register of members of the Company at 6.00 p.m. on the day immediately preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote.

### **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" or "Against" a resolution.
7. 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 so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions and any proposal to adjourn the meeting) which may properly be conducted at the meeting.
8. 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 proxy using hard copy form**

9. 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 at Neville House, 18 Laurel Lane, Halesowen, B63 3DA by 10.00 a.m. on 20 June 2018 in respect of the meeting. Subject to paragraph 13 below, 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 before the rescheduled meeting.
10. 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). Please note that delivery using this service can take up to five business days.

### **Termination of proxy appointments**

11. 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 at Neville House, 18 Laurel Lane, Halesowen, B63 3DA, at least 48 hours before the commencement of the meeting (or any adjourned meeting).
12. 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.
13. 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.
14. 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.

### **CREST Procedures**

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 10.00 a.m. on 22 June 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
16. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Neville Registrars Limited (CREST Participant ID: 7RA11), no later than 10.00 a.m. on 20 June 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
17. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. 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.

### **Issued shares and total voting rights**

19. The total number of Shares in issue in the capital of the Company at the date of this notice is 181,365,146 ordinary shares of 0.25p each.
20. On a vote by a show of hands, every holder of Shares who (being an individual) is present by a person, by proxy or (being a corporation) 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 or (being a corporation) by a duly authorised representative shall have one vote for every Share held by him.

### **Communication**

21. 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):
  - 21.1 calling Neville Registrars Limited's shareholder helpline (lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales):
    - (a) from the UK: 0121 585 1131;
    - (b) from outside the UK: +44 (0) 121 585 1131; or
  - 21.2 in writing to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA.
22. You may not use any electronic address provided either:
  - 22.1 in this notice of meeting; or
  - 22.2 in any related documents (including the Form of Proxy for this meeting), to communicate with the Company for any purposes other than those expressly stated.

