

This Document is Important and Requires your Immediate Attention

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial advisor.

If you have recently sold or transferred all of your shares in the Company, 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.

NOTICE OF ANNUAL GENERAL MEETING

Microsaic Systems plc (the "Company")
(Registered in England and Wales with company number 03568010)

GMS House,
Boundary Road,
Woking,
Surrey, GU21 5BX

20 May 2021

Dear Shareholder

I am pleased to write to you with details of the Annual General Meeting ("AGM" or "Meeting") of the Company which will be held at the Company's registered office at GMS House, Boundary Road, Woking, Surrey, GU21 5BX on Thursday 17 June 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing 7 resolutions ("Resolutions") of which Resolutions 1 to 5 (inclusive) shall be proposed as ordinary resolutions and Resolutions 6 and 7 shall be proposed as special resolutions. This document includes explanatory comments on the proposed Resolutions, formal notice of the Company's AGM and notes regarding the AGM and proxy voting.

Important Information in relation to Coronavirus (COVID-19)

The board of the Company ("Board") greatly values the opportunity to meet the Company's shareholders in person. However, the Board considers the safety and wellbeing of both its shareholders and employees to be of paramount importance and, with this in mind, Shareholders are reminded that in view of the ongoing COVID-19 pandemic and the UK Government's responses, which currently include restrictions on indoor gatherings of people, shareholders are urged not to attend the AGM in person and, instead, should exercise their right to submit their votes by proxy in advance of the deadline at 10.00 a.m. on 15 June 2021. If shareholders do turn up to the meeting, they will be refused admission. These measures are being implemented in order to ensure that the health and safety of our key stakeholders are protected.

The Chairman of the Meeting and one other person will attend the AGM thus fulfilling the quorum requirements of the Company's articles of association ("Articles") of two persons entitled to vote upon the business to be transacted at the AGM being present at such meeting in person or by proxy. Accordingly, other shareholders and proxies for shareholders should not and, in any event, will not be permitted to attend the AGM and shareholders are instead urged to submit proxy votes.

The Board always welcomes questions from shareholders at the AGM. This year, shareholders should submit their questions directly to the Company in advance of the Meeting. Shareholders should submit questions up until 10.00 a.m. on Tuesday 15 June 2021 by emailing them to info@microsaic.com. The Company will publish relevant questions received, together with answers, on the Company's website as soon as practicable after the deadline for receipt. The questions may be grouped into generic classes as the directors of the Company ("Directors") deem appropriate and answers will not include any price-sensitive information that has not previously been made public in a Regulatory News Service announcement ("RNS").

There will also be the opportunity to raise questions with key members of the Board in a live Q&A session to be held immediately after the AGM. Details of how to join the Q&A session will be published in a RNS at least 72 hours before the date and time of the AGM.

The current situation around the COVID-19 pandemic may change due to the UK government issuing new guidelines and the Company may therefore make further announcements by way of a RNS and on its website in relation to these matters.

Appointment of a Proxy

Shareholders can vote on the AGM resolutions without being physically present by appointing the Chairman of the Meeting as their proxy to attend the AGM and vote on their behalf. A hard copy form of proxy ("Form of Proxy") is enclosed for use at the AGM. The Company recommends that shareholders complete, sign and return a Form of Proxy to the Company's registrars Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. Forms of Proxy must be returned so as to be received by Neville Registrars Limited by 10.00 a.m. on Tuesday 15 June 2021. Further details as to how to complete and return a Form of Proxy are set out in the notes to the Notice of AGM at the end of this document and on the Form of Proxy itself.

If you hold your shares through a nominee service, please contact the relevant nominee service provider regarding the process for appointing a proxy and voting on the Resolutions to be approved at the AGM. The deadline for doing so will depend on your nominee service provider but is likely to be before Tuesday 15 June 2021.

Voting on resolutions at and results of the AGM

At the AGM, instead of the usual practice of each Resolution being voted on initially by a show of hands, the Chairman of the Meeting shall exercise his right to demand a poll on each Resolution which shall be taken immediately. This will enable those votes cast by those shareholders of the Company who have submitted a Form of Proxy to be recorded and used as the basis for determining whether or not a Resolution has been passed at the AGM. Results of the votes cast on each Resolution will be disclosed in the RNS that follows the AGM confirming the outcome of the Meeting.

Explanatory comments on the resolutions to be proposed at the AGM

These comments provide additional explanation of the Resolutions to be considered at the AGM of the Company to be held at the Company's registered office at GMS House, Boundary Road, Woking, Surrey, GU21 5BX, on Thursday 17 June 2021 at 10.00 a.m.

Resolution 1 – Receiving the Annual Report and Accounts

The Company is required by its articles of association ("Articles") and by the Companies Act 2006 to lay the audited accounts together with the Directors' and Auditors' Reports ("Annual Report") before its shareholders each year at the AGM. A copy of the Annual Report is included in the pack of information for the AGM.

Resolution 2 – Approving the re-appointment of the auditors and the auditors' remuneration

The Company is required to re-appoint auditors at each general meeting at which accounts are laid before shareholders, who then hold office until the conclusion of the next such meeting. This Resolution concerns the re-appointment of Saffery Champness LLP, recommended by the Directors, as auditors to the Company. Whilst resolving to reappoint Saffery Champness LLP as auditors to the Company, the resolution also authorises the Board to fix the auditors' remuneration.

Resolutions 3 and 4 – Re-election of Mr Gerard Brandon and Mr Nigel Burton

All Directors have been appointed or reappointed at one of the two previous annual general meetings held by the Company except for Gerard Brandon and Nigel Burton who were appointed at the General Meeting of the Company on 4 February 2021. Article 82.1(b) of the Articles state that if at any AGM of the Company any Director who has not been appointed or re-appointed at either of the two previous annual general meetings of the Company shall retire. Biographies of the Directors are contained in the Annual Report and on the Company's website.

Resolution 5 – Power to allot equity securities

This Resolution concerns the general authority of the Directors to allot up to one third of the Company's existing issued share capital. If given, the authority granted by this will expire at the earlier of the conclusion of the Company's 2022 annual general meeting and the date falling 15 months following the passing of this Resolution.

The passing of resolutions 3 and 4 at the February 2021 general meeting provided authority for the Company to issue new shares arising from the exercise of warrants and options issued at the time of the fundraising, and the Company has entered into the contractual arrangements which may give rise to such issuance in the future. Therefore, any new shares to be issued pursuant to the warrants and options will be covered by resolutions 3 and 4, passed at the February 2021 general meeting.

Resolution 6 – Power to allot equity securities for cash

Section 570 of the Act provides that any issue of equity capital for cash made by the Company other than to existing shareholders on a pro-rata basis requires the consent of shareholders of the Company, unless the Company has previously obtained the authority of the shareholders under section 570 of the Act. This Resolution is for that purpose.

With the exception of the AGM in 2020, previous authorities have been to dis-apply pre-emption rights to be able to issue up to five per cent. of the Company's issued share capital for cash for general corporate purposes and up to five per cent. of the Company's issued share capital for cash for acquisitions or specified capital investments. As an AIM-quoted company, the Company is not obliged to follow the Pre-Emption Group guidelines, and the Directors believe that it would be better to have a larger authority to provide greater flexibility and reduce the costs involved should there be a need to raise further cash.

Sub-paragraph (i) of this Resolution 6 authorises the Directors to issue equity securities for cash other than on a strictly pro rata basis (for example, in a placing of shares by way of a rights issue or pursuant to an open offer) when they consider that it is expedient to do so.

Sub-paragraph (ii) of Resolution 6 also allows Directors to issue shares and/or equity securities up to an aggregate nominal amount of £151,909 (representing 25 per cent. of the Company's issued ordinary share capital as at the date of this document) without restriction.

The 25 per cent. cash authority is in addition to the continuing authorities to allot shares in satisfaction of the valid exercise of warrants and options issued in February 2021.

Resolution 7-Adoption of new articles of association

The Articles of the Company do not, at present, fully permit the Company to hold hybrid or virtual annual and general meetings. The temporary measures contained in the Corporate Insolvency and Governance Act 2020 have now expired and therefore the Company considers it prudent to amend its existing Articles and adopt the new articles of association to ensure that hybrid or virtual meetings can validly occur in the future. A copy of the proposed articles in a clean and comparison format showing the composite changes is included in the pack of information for the AGM.

Recommendation

The Board considers the Resolutions to be approved by the Company's shareholders at the AGM are likely to promote the success of the Company and are in the best interests of the Company and its shareholders. The Directors unanimously recommend that shareholders vote in favour of each of the Resolutions to be considered and voted on at the AGM, as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully
Gerard Brandon
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting ("Meeting" or "AGM") of Microsaic Systems plc ("Company") will be held at the Company's registered office at GMS House, Boundary Road, Woking, Surrey, GU21 5BX on Thursday 17 June 2021 at 10.00 a.m. to consider and if thought fit pass the following resolutions ("Resolutions"): Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and Resolutions 6 and 7 will be proposed as special resolutions:

Ordinary resolutions

1. THAT, the audited accounts of the Company for the year ended 31 December 2020, 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 LLP be and are hereby reappointed as auditors to the Company, and that the Board be authorised to fix the remuneration of the auditors;
3. THAT, Gerard Brandon be and hereby is re-appointed as a Director of the Company, following his retirement pursuant to Article 81.1(c) of the Company's articles of association ("Articles");
4. THAT, Nigel Burton be and hereby is re-appointed as a Director of the Company, following his retirement pursuant to Article 81.1(c) of the Articles;
5. THAT, the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 ("Act"), to exercise all the powers of the Company to allot equity securities (as defined by section 560 of the Act) up to an aggregate nominal value of £202,545 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 a 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 AGM 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

6. THAT, subject to and conditional on the passing of Resolution 5, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities of the Company for cash, pursuant to the authority conferred on them by Resolution 5, and/or to sell treasury shares (as detailed in section 560(3) of the Act) for cash, in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue, open or other offers of equity securities in favour of holders of ordinary shares in the capital of the Company on the register of members at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interest of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of the ordinary shares in the Company held or deemed to be held by them on such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, treasury shares or legal or practical problems arising under the laws of any territory or the requirements of any other regulatory body or stock exchange by virtue of shares being represented by depository receipts or any other matter whatever; and/or

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate nominal value of £151,909 representing 25 per cent. of the Company's issued share capital at the date of this document, for general corporate purposes, and shall (unless renewed, varied or extended by the Company in a 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 AGM 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 or treasury shares sold after such expiry, and the Directors may allot such equity securities or sell treasury shares 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.

7. THAT, the draft articles of association presented to the meeting and initialled by the chairman be adopted with effect from the close of the annual general meeting in substitution for the existing articles of association.

By order of the Board

Bevan Metcalf
Company Secretary
20 May 2021

Registered Office
GMS House
Boundary Road
Woking
Surrey
GU21 5BX

Notes to the Notice of AGM:

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, or such longer interval not exceeding an hour as the Chairman in his absolute discretion thinks fit 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. As mentioned previously, the Chairman of the Meeting and one other person will attend the AGM thus fulfilling the quorum requirement of the Company's Articles. In light of the current restrictions on gatherings of people and rules around social distancing due to the COVID-19 pandemic, shareholders should not attend the AGM. Shareholders who intend to attend the AGM in breach of these measures will not be permitted to attend the Meeting. If restrictions on gatherings and social distancing are relaxed or lifted by the UK Government prior to the date of the AGM, the Company will notify shareholders of any resulting change which may affect their ability to attend the AGM by way of a RNS and/or on the Company's website.

Website address

2. Information regarding the Meeting, including information required by section 311A of the Companies Act 2006, is available from www.microsaic.com.

Entitlement to attend and vote

3. Only those holders of ordinary shares of 0.01 pence each in the capital of the Company registered on the Company's register of members at 6.00 p.m. on Tuesday 15 June 2021 shall be entitled to attend and vote at the Meeting. In light of the current restrictions on gatherings of people and rules around social distancing due to the COVID-19 pandemic, shareholders should not attend the AGM. Shareholders who intend to attend the AGM in breach of these measures will not be permitted to join 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"). The Board encourages all shareholders to exercise their votes by appointing the Chairman of the Meeting as their proxy rather than another person who will not be permitted to attend the Meeting given the current restrictions in place due to the COVID-19 pandemic. 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. Although 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, at the current time shareholders other than those forming the quorum will not be permitted to attend the Meeting. 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. As previously stated, in light of the COVID-19 pandemic, the Board encourages all shareholders to exercise their votes by appointing the Chairman of the Meeting as their proxy rather than another person who will not be permitted to attend the Meeting. 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 "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 the Chairman of the Meeting to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 4 to 5 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles and the relevant provisions 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.

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, Steelpark Road, Halesowen, West Midlands B62 8HD no later than at 10.00 a.m. on Tuesday 15 June 2021 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 in the reply paid envelope. 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). Forms of proxy may be sent by email to info@nevilleregistrars.co.uk.

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, Steelpark Road, Halesowen, West Midlands B62 8HD.

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, of itself, 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. However, as outlined above, given the current restrictions in place due to the COVID-19 pandemic, shareholders and persons other than the Chairman of the Meeting and the other person chosen to form a quorum at the AGM will not be permitted entry to the Meeting.

Issued shares and total voting rights

9. The total number of ordinary 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 6,076,365,146 shares.

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.

Given the COVID-19 pandemic and the restrictions as to attendance at the AGM, it is proposed that instead of the usual practice of each resolution being voted on initially by a show of hands, the Chairman of the Meeting shall exercise his right to demand a poll on each resolution that shall be taken immediately. This will enable those votes cast by those members who have submitted a Form of Proxy to be recorded and used as the basis for determining whether or not a resolution has been passed at the AGM.

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, Steelpark Road, Halesowen, West Midlands B62 8HD.

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.