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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action that you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your registered holding of Ordinary Shares please forward this document and the enclosed Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document should be read in conjunction with the accompanying Form of Proxy and the Notice of General Meeting set out at the end of this document. You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company to Shareholders which is set out in this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting.

The Directors, whose names appear on page 5 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the importance of such information. Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the offices of Tekmar Group plc, from the date of this document to the date of Admission. In accordance with AIM Rule 26 a copy of this document will also be available on the Company's website [www.tekmar.co.uk](http://www.tekmar.co.uk) from the date of this document.

The Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. It is expected that admission to trading on AIM and dealings in the Consideration Shares will commence on or around 18<sup>th</sup> September 2018.

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# **Tekmar Group plc**

*(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11383143)*

## **Proposed acquisition of Subsea Innovation Ltd**

### **Notice of General Meeting**

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Grant Thornton UK LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company as nominated adviser in connection to the transaction referred to herein, and will not be responsible to any other person for providing

the protections afforded to customers of Grant Thornton or advising any other person in connection with the transaction referred to herein. Grant Thornton's responsibilities as the Company's nominated adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers will be owed solely to London Stock Exchange and not to the Company, the Directors or to any other person in respect of such person's reliance on any part of this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Grant Thornton by the FSMA or the regulatory regime established under it, Grant Thornton does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by Grant Thornton with respect to the accuracy or completeness of this document or any part of it.

Joh. Berenberg, Gossler & Co. KG, a firm which is authorised by the German Federal Financial Supervisory Authority and subject to limited regulation in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company as Broker in connection with the transaction referred to herein, and will not be responsible to any other person for providing the protections afforded to customers of Berenberg or advising any other person in connection with the transaction. Apart from the responsibilities and liabilities, if any, which may be imposed on Berenberg by the FSMA or the regulatory regime established under it, Berenberg does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by Berenberg with respect to the accuracy or completeness of this document or any part of it.

Notice of a General Meeting of the Company to be held on 12 September 2018 at 9.30am at the Ramsey Suite, Redworth Hall Hotel, Redworth, County Durham, DL5 6NL, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should also be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Equiniti Limited, by not later than 9.30am on 10<sup>th</sup> September 2018 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting) (excluding non-working days). Completion and return of the Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish. For further details on proxy appointments, see the notes to the Notice of General Meeting and the Form of Proxy.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document should be read in its entirety. The Consideration Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") and, subject to certain exceptions, may not be offered or sold or subscribed, directly or indirectly, within the United States, Canada, Japan, South Africa or Australia or to or by any US Person (as such term is defined in Regulation S promulgated under the Securities Act) or any national, resident or citizen of Canada, Japan, South Africa or Australia or any corporation, partnership or other entity created or organised under the laws thereof.

This document includes "forward looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business, strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements and therefore undue reliance should not be placed on such forward-looking statements. Such forward looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in future. These forward-looking statements speak only as at the date of this document. The Company, the

Directors, Grant Thornton and Berenberg expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

No statement in this Announcement is intended to be a profit forecast or estimate, and no statement in this Announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

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## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Alasdair MacDonald, <i>Independent Non-Executive Chairman</i> James Ritchie-Bland, <i>Chief Executive Officer</i> Susan Hurst, <i>Chief Financial Officer</i> Christopher Gill, <i>Independent Non-Executive Director</i> Julian Brown, <i>Independent Non-Executive Director</i>
<b>Company Secretary</b>	Susan Hurst
<b>Registered Office</b>	Unit 1 Park 2000 Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR
<b>Nominated Adviser</b>	Grant Thornton UK LLP 30 Finsbury Square London EC2P 2YU
<b>Broker</b>	Joh. Berenberg, Gossler & Co. KG, London Branch and Broker 60 Threadneedle Street London EC2R 8HP
<b>Solicitors to the Company</b>	Square One Law Anson House Fleming Business Centre Burdon Terrace Newcastle upon Tyne NE2 3AE
<b>Registrar</b>	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA
<b>PR advisers to the Company</b>	Belvedere Communications Enterprise House 1-2 Hatfields London SE1 9PG

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Announcement of the Acquisition	21 August 2018
Publication and posting of this document and Form of Proxy	21 August 2018
Latest time and date for receipt of completed Forms of Proxy	9.30am on 10 September 2018
General Meeting	9.30am on 12 September 2018
Announcement of result of General Meeting via Regulatory Information Service	14 September 2018
Admission and dealings in the Consideration Shares to commence on AIM	8:00 a.m. on 18 September 2018
Completion of the Acquisition	14 September 2018

Certain of the events in the above timetable are conditional upon, inter alia, the approval of the Resolutions to be proposed at the General Meeting.

Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service. References to time in this document are to London time.

## DEFINITIONS

“Act”	the UK Companies Act 2006, as amended
“AIM”	the market of that name operated by London Stock Exchange
“AIM Rules”	the AIM Rules for Companies, which sets out the rules and responsibilities for companies listed on AIM, as amended from time to time
“Articles”	the articles of association of the Company (as amended from time to time)
“Company” or “Tekmar” or “Group”	Tekmar Group plc, a public limited company incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11383143
“Disclosure Guidance and Transparency Rules”	the Disclosure Guidance and Transparency Rules issued by the Financial Conduct Authority
“Form of Proxy”	the accompanying form of proxy for use by Shareholders in relation to the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company to be held at 9.30am on 12 September 2018 2018 at Ramsey Suite, Redworth Hall Hotel, Redworth, County Durham DL5 6NL notice of which is set out at the end of this document
“Grant Thornton”	Grant Thornton UK LLP, nominated adviser to the Company
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of General Meeting, set out at the end of this document
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company
“Registrar”	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA
“Relevant Period”	each of the 12 month periods ending on:  31 August 2019;  30 September 2019;  31 October 2019;  30 November 2019;  31 December 2019;  31 January 2020;  28 February 2020;

31 March 2020

“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“\$”	the lawful currency of the United States
“£”	the lawful currency of the United Kingdom

*Directors:*  
Julian Brown  
Christopher Gill  
Susan Hurst  
Alasdair MacDonald  
James Ritchie-Bland

*Company Secretary:*  
Susan Hurst



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Dear shareholder

## **Proposed Acquisition of Subsea Innovation Ltd Notice of General Meeting**

### **1. Introduction**

The Company announced on 21<sup>st</sup> August 2018 that it has signed a sale and purchase agreement for the acquisition of Subsea Innovation Ltd (“Subsea Innovation”) for a maximum consideration of approximately £4 million (the “Proposed Acquisition”) from its founder Gary Ritchie-Bland (the “Seller”). The Proposed Acquisition is subject to shareholder approval.

The Proposed Acquisition constitutes the Group’s first transaction since its successful AIM admission in June 2018, launching the Group’s strategy to acquire offshore energy businesses which have a clear technology focus, have complementary customer bases and can leverage Group support. Subsea Innovation, which currently operates in the global oil and gas market, will bring world-class engineering in the design, development and manufacture of back deck equipment and subsea pipeline repair clamps (“EPRC”) to Tekmar’s portfolio, along with a blue chip client list and a skilled engineering team.

The Proposed Acquisition includes the purchase of a high specification 40,000 sq ft manufacturing and office facility and its fixtures and fittings, which, combined, amount to approximately £3 million in fixed assets. This property will become Tekmar Group plc’s headquarters and provide additional land for future expansion. Subject to grant and local planning approval, this site would provide the opportunity to reduce overheads across the Group and improve working practices by consolidating multiple manufacturing sites and offices into one location.

The purpose of this letter is to provide you with further details of the resolutions to be proposed at a General Meeting of the Company (the “Resolutions”) and to explain why the board of directors of the Company believes they are in the best interests of the Company and its members as a whole. The Board recommends that you vote in favour of the Resolutions, as further set out in the Notice of General Meeting.

### **2. Background**

Subsea Innovation is an innovation leader in the design, manufacture and supply of complex engineered equipment and technology used in the installation of subsea equipment for the offshore oil and gas market. Its products include large equipment handling systems, which operate on the back of installation vessels; including cable, pipeline and SURF (subsea umbilical riser and flowline); pipeline repair clamps, which protect major oil and gas pipelines, and equipment for the construction of offshore oil and gas projects.

The business is headquartered in Darlington in a facility which includes a manufacturing centre accredited to ISO 9001, ISO 14001, OHSAS 18001 and ISO/TS 29001; HSQE centre, business administration and product testing. The site also includes land for development and expansion.

Subsea Innovation employs 27 skilled staff, including a highly experienced management team, all of whom will remain with the business post acquisition.

The addition of Subsea Innovation's engineering team will add 16 specialist engineers to aid the development of new products for Group companies; in addition to adding long standing relationships with key EPC clients such as Technip FMC, Saipem and Subsea7 and oil and gas operators including the likes of BP, Shell and Total.

Subsea Innovation and Tekmar have shared heritage. In 2011, Tekmar Subsea Limited, originally founded by two commercial divers in 1985, divided to form two new entities Tekmar Energy Limited and Subsea Innovation Ltd.

Given the heritage, focus on engineering excellence, complementary products and shared markets and Subsea Innovation's track record in the delivery of back deck deployment equipment, the Board of Tekmar believes the Proposed Acquisition is an excellent commercial, cultural and technical fit.

Subsea Innovation's past three year trading was recorded as £11.3 million turnover £0.4 million profit in 2015, £5.9 million turnover (£0.83 million) profit in 2016, £2.0 million turnover (£1.3 million) profit in 2017. Current year management accounts for 2018 show turnover at £4 million and £0.3 million profit with strong projections for 2019.

Although all management are remaining, none of the directors of Subsea Innovation will be joining the board of Tekmar.

Subsea Innovation is wholly owned by its founder Gary Ritchie-Bland, the father of James Ritchie-Bland, CEO of Tekmar Group. Whilst the Proposed Acquisition is not a related party transaction under the AIM Rules, it constitutes a substantial property transaction for the purposes of section 190 of the Companies Act 2006. In addition, any loan from the Company to Subsea Innovation would constitute a loan to a person connected to a director of the Company for the purposes of section 200 of the Companies Act 2006 and any guarantee to be given by the Company in relation to the liabilities of Subsea Innovation would constitute a guarantee in connection with a loan or quasi-loan to a person connected to a director of the Company for the purposes of section 200 of the Companies Act 2006. Accordingly the Proposed Acquisition needs to be approved by shareholders at a General Meeting of the Company.

Although supportive, having declared his interest in this matter, James Ritchie has not taken part in the Board's recommendation to vote in favour of the Acquisition. Other than James Ritchie-Bland, the directors of Tekmar believe that the Proposed Acquisition is in the best interests of the Company and shareholders as a whole and are unanimously recommending that the Company's shareholders vote in favour of the resolution to be proposed at the General Meeting.

### **3. Consideration and issue of equity**

The total consideration of up to £4 million will be satisfied through approximately £2 million in cash and £1 million through the issue of 645,161 new ordinary shares in Tekmar (the "Consideration Shares") to the Seller on completion. The initial cash consideration of £2million will be subject to an adjustment in that it will be:

- (a) increased by certain cash items in Subsea Innovation;
- (b) reduced by certain indebtedness of Subsea Innovation; and
- (c) increased by the amount the working capital exceeds a target figure agreed by the parties or reduced by an amount of any shortfall in working capital below the target figure.

An earn-out consideration of £1 million in cash will be payable based on the profits before tax of Subsea Innovation being not less than £500,000 prior to 31 March 2020. The profits before tax shall be tested over each Relevant Period. The earn-out consideration shall become payable following expiry of the first Relevant Period in which the profits before tax of Subsea Innovation

are at least £500,000. No earn-out consideration is payable if the profits before tax of Subsea Innovation are not £500,000 in any of the Relevant Periods.

The issue price of the Consideration Shares is £1.55 per share, which is calculated by reference to the closing mid-market price at which an ordinary share in the capital of Tekmar has traded on AIM, as derived from the AIM Appendix of the Daily Official List, on the Business Day immediately prior to the date of the agreement, being 17<sup>th</sup> August 2018.

The Consideration Shares will rank pari passu with existing ordinary shares and will be subject to a lock-in period of 24 months followed by orderly market provisions for 12 months. Application will be made for the Consideration Shares to be admitted to trading on AIM at 8.00 a.m. on or around 18 September 2018.

Under the terms of the Share Purchase Agreement, the Company is obliged to procure the satisfaction of certain indebtedness of Subsea Innovation, including a mortgage owed to HSBC Bank plc and repayment to Gary Richie-Bland of sums owed to him by Subsea Innovation. It is envisaged that on completion of the acquisition of Subsea Innovation, the Company will put in place a loan to Subsea Innovation to allow it to do so. The loan will be at commercial interest rates and repayable on demand by the Company.

In addition, it was a requirement of HSBC Bank plc (the current bankers of Subsea Innovation), that on completion the Company enters into a guarantee to cover liabilities owed by Subsea Innovation to HSBC Bank plc pursuant to its overdraft facility (which is up to a maximum amount of £500,000), any business card facilities (up to a maximum of £80,000) and any liabilities owed pursuant to an Omnibus Counter-Indemnity (up to a maximum amount of £360,000) (Guarantee).

#### **4. General Meeting**

Following this letter you will find a notice convening a General Meeting of the Company to be held on 12 September 2018 at 9.30am at The Ramsey Suite, Redworth Hall Hotel, Redworth, County Durham DL5 6NL. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions. The Resolutions are set out in full in the Notice of General Meeting.

The first three Resolutions in relation to the acquisition are proposed as ordinary resolutions which, in order to be passed, must be approved by shareholders representing a simple majority of the total voting rights of shareholders who, being entitled to vote, do so in person or by proxy at the General Meeting.

#### **Authority to use Electronic Communications**

The Company wishes to use electronic communications when corresponding with its shareholders and therefore is proposing a resolution to approve this. The fourth resolution is proposed as an ordinary resolution which, in order to be passed, must be approved by shareholders representing a simple majority of the total voting rights of shareholders who, being entitled to vote, do so in person or by proxy at the General Meeting

#### **Notice required of general meetings pursuant to section 307A of the Companies Act 2006**

The Company proposes a resolution to reduce the period of notice required of a general meeting to not less than 14 days.

Section 307A of the Companies Act 2006 provides that a general meeting of a traded company may be called by notice of at least 14 days where a special resolution reducing the period of notice has been passed at a general meeting held since the preceding annual general meeting or, in the case of a company which has not yet held an annual general meeting, at a general meeting of the company.

The fifth Resolution is proposed as a special resolution which, in order to be passed, must be approved by shareholders representing a 75% of the total voting rights of shareholders who, being entitled to vote, do so in person or by proxy at the General Meeting.

## **5. Action to be taken by Shareholders**

Enclosed with this document is a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received as soon as possible and, in any event, not later than 9.30am on 10 September 2018. If you complete and return the Form of Proxy, you may still attend and vote at the General Meeting should you wish to do so. Shareholders who hold their ordinary Shares through a nominee should instruct their nominees to submit a Form of Proxy on their behalf.

## **6. Recommendation**

The independent directors of Tekmar believe that the Proposed Acquisition is in the best interests of the Company and shareholders as a whole and are unanimously recommending that the Company's shareholders vote in favour of the resolution to be proposed at the General Meeting. The directors of Tekmar intend to vote in favour of the resolution in respect of their own beneficial holdings of Ordinary Shares, representing 1,762,930 Ordinary Shares, being 3.5 per cent of the Group's total voting rights.

Yours sincerely

Alasdair MacDonald  
Chairman

21<sup>st</sup> August 2018

## Notice of General Meeting

Notice is hereby given that a General Meeting (**Meeting**) of Tekmar Group Plc (**Company**) will be held at The Ramsey Suite, Redworth Hall Hotel, Redworth, County Durham DL5 6NL on Wednesday 12 September 2018 at 09:30 am.

You will be asked to consider and, if thought fit, pass the following resolutions:

### ORDINARY RESOLUTION

1. *THAT, the proposed purchase by the Company of the entire issued share capital of Subsea Innovation Limited (CRN: 03110618) from Gary Ritchie-Bland, being a person connected with James Ritchie-Bland, a director of the Company, for a total consideration of up to £4 million which is comprised of:*

*(a) £2 million in cash (as adjusted to take into account cash, certain indebtedness and working capital requirements of Subsea Innovation Limited) (Cash Consideration); and*

*(b) the allotment of 645,161 of ordinary shares in the capital of the Company (having an aggregate value of £1 million); and*

*(c) earn-out consideration of £1 million which is conditional on the profits before tax of Subsea Innovation Limited reaching at last £500,000 in any of the 12 month periods ending on 31 August 2019, 30 September 2019, 31 October 2019, 30 November 2019, 31 December 2019, 31 January 2020, 28 February 2020 or 31 March 2020,*

*be and is approved for the purposes of section 190 of the Companies Act 2006.*

2. *THAT, to the extent that the Cash Consideration is reduced below £2 million and the Company is required to advance a loan to Subsea Innovation Limited to satisfy any of its indebtedness, the provision of such loan be and is hereby approved for the purposes of section 200 of the Companies Act 2006.*

3. *THAT, in connection with the proposed acquisition by the Company of the entire issued share capital of Subsea Innovation Limited (CRN: 03110618) from Gary Ritchie-Bland, to the extent that the Company is required to provide a guarantee to HSBC Bank plc in respect of liabilities owed to HSBC Bank plc by Subsea Innovation Limited (CRN: 03110618), the provision of such guarantee be and is hereby approved for the purposes of section 200 of the Companies Act 2006.*

4. *THAT the Company may use electronic communications and in particular may send or supply any document or information to Shareholders by sending them by email or by making them available on a website to Shareholders who do not elect to receive them in hard copy and this Resolution will supersede any provision in the Company's articles of association to the extent that it is inconsistent with this Resolution.*

### SPECIAL RESOLUTION

5. *THAT, pursuant to section 307A of the Companies Act 2006, the required period of notice of a general meeting of the Company be reduced to not less than 14 days.*

By order of the Board

Susan Hurst  
Company Secretary

Tekmar Group Plc, Unit 1 Park 2000 Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR (CRN: 11383143)

21<sup>st</sup> August 2018

## Notes to the Notice of General Meeting

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Company's register of members at 6.30 pm on Monday 10 September 2018, or, if this meeting is adjourned, at 6.30 pm two business days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. 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 that shareholder. To appoint more than one proxy, you may copy the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

5. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

6. A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and deposited at the office of the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion of a Form of Proxy does not preclude a member from attending and voting in person at the meeting if they so wish.

7. 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 on Wednesday 12 September 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.

8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate 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 Registrars, Equiniti Limited (CREST Participant ID: RA19), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. 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.

9. 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.

10. 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.

11. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

12. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars Equiniti, on 0371 384 2030 (UK only) or +44 (0)121 415 7047 (from outside the UK). Lines are open from 8.30am to 5.30pm, Monday to Friday (UK time), excluding public holidays in England and Wales.

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

14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

15. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

16. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

17. Any member attending the General Meeting is entitled to ask any question relating to the business being dealt with at the General Meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered

18. As at 20<sup>th</sup> August 2018 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 50,000,000 Ordinary Shares, carrying one vote

per share. Therefore, the total voting rights in the Company as at 20<sup>th</sup> August 2018 (being the latest practicable date prior to the posting of this document) were 50,000,000.

## **Communication**

19. Except as provided above, shareholders who have general queries about the meeting should contact the Company Secretary by post to Tekmar Group plc, Unit 1 Park 2000, Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.