
Tekmar Group plc

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

Notice of Annual General Meeting

Notice of the Annual General Meeting of Tekmar Group plc to be held on 21 August 2019 at:

Unit 1, Park 2000, Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR at 10.00 am.

A proxy form for use in relation to the meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the proxy form in accordance with the instructions printed on it to:

Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
Lancing
West Sussex BN99 8LU

Please return the completed proxy form as soon as possible, but in any event no later than 10am 19 August 2019

The completion of a proxy form will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so.

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 in your own jurisdiction.

If you have sold or otherwise transferred all of your registered holding of Ordinary Shares in Tekmar Group plc, 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.

Notice of Meeting

CONTENTS AND KEY DATES

Contents	Page
Notice of Annual General Meeting	3
Explanatory Notes to the resolutions	6
Shareholder notes	8

Key Dates	
Date of notice	17 July 2019
Latest time for receipt of proxy forms	10am on 19 August 2019
Annual General Meeting	10am on 21 August 2019

NOTICE OF ANNUAL GENERAL MEETING 2019

Notice is hereby given that the Annual General Meeting of Tekmar Group plc ("the Company" will be held at Unit 1, Park 2000, Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR at 10.00 am on 21 August 2019 . You will be asked to consider and vote on the resolutions below.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive the Company's accounts for the accounting period ended 31 March 2019 together with the director's report and auditor's report on those accounts.
2. To reappoint KPMG LLP as auditor to the Company, from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company.
3. To authorise the directors to determine the remuneration of the auditor of the Company.
4. To re-elect as director Christopher John Gill, who retires in accordance with the Company's articles of association and who is eligible for re-election.
5. To re-elect as director Susan Ann Hurst, who retires in accordance with the Company's articles of association and who is eligible for re-election.
6. To re-elect as director Alasdair Macdonald, who retires in accordance with the Company's articles of association and who is eligible for re-election.
7. To re-elect as director James Thomas Ritchie-Bland, who retires in accordance with the Company's articles of association and who is eligible for re-election.
8. To re-elect as director Julian Andrew Brown, who retires in accordance with the Company's articles of association and who is eligible for re-election.
9. That, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:
 - 9.1 up to an aggregate nominal amount of £168,959; and
 - 9.2 up to an additional aggregate nominal amount of £168,959 in connection with an offer by way of rights issue:
 - 9.2.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 9.2.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory

body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, and provided that:

- (a) this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months after the passing of this resolution, or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require shares in the Company to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
- (b) this resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares in the Company (but shall not prejudice any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities).

Special Resolutions

10. That, subject to the passing of resolution 9 and pursuant to sections 570 and 573 of the Companies Act 2006 (**Act**), the directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 9 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

10.1 the allotment of equity securities in connection with an offer of equity securities:

10.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings;

10.1.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

10.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 10.1 of this resolution) to any person up to an aggregate nominal amount of £25,344,

and provided further that:

- (a) the authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 21 November 2020, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired; and
- (b) this resolution revoke and replace all unexercised powers previously granted to the directors to allot equity securities and/or or sell treasury shares as if section 561 of the Act did not apply (but shall not prejudice any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities).

11. That, subject to the passing of resolution 9 and pursuant to sections 570 and 573 of the Act, the directors be authorised (in addition to any authority granted under resolution 10) to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 9 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:
- 11.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £25,344; and
- 11.2 used only for the purpose of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice

and provided further that the authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after this resolution is passed or, if earlier, at the close of business on 21 November 2020, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

By order of the Board

Sue Hurst
Company Secretary

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

17 July 2019

Explanatory Notes to the Resolutions

Ordinary Resolutions

Resolution 1

The directors are required to lay the Company's accounts and reports before the Company in general meeting. The accounts for the accounting period and reports are contained within the Company's Annual Financial Report 2019.

Resolution 2

The Company is required to appoint its auditor at each annual general meeting at which its annual accounts and reports are presented to shareholders. This resolution seeks the reappointment of the Company's existing auditor KPMG LLP to hold office until the next such meeting.

Resolution 3

This resolution seeks to authorise the Director's to agree the remuneration of the auditor of the Company.

Resolution 4-8

The Company's articles of association require all Directors to retire at the first Annual General Meeting. Therefore all of the Directors retire and offer themselves for re-election. The Chairman confirms that, following performance evaluation, each of the Directors continues to be an effective member of the board, to make a positive contribution and to demonstrate commitment to his/her role. The board believes that the considerable and wide-ranging experience of the Directors will continue to be invaluable to the Company.

Resolution 9

This resolution seeks to give the directors authority under the provisions of section 551 of the Companies Act 2006 to allot ordinary shares in the Company up to a maximum nominal value of £337,918 (representing approximately two thirds of the existing share capital as at 16 July 2019), but subject to the proviso that half of such sum (being ordinary shares with an aggregate nominal value of £168,959) may only be allotted in connection with a rights issue or similar pre-emptive share issue. This authority is in line with the current guidelines issued by institutional investors' bodies and is sought for a maximum period of 15 months, or, if earlier, the date of the next Annual General Meeting.

Special Resolutions

Resolution 10

This supplements the Directors' authority to allot shares in the Company proposed by resolution 9 and seeks to renew the authority that was conferred on the Directors by a special resolution passed on 12 June 2018. Section 561 of the Companies Act 2006 requires a company proposing to allot equity securities (which includes selling shares held in treasury) for cash to offer them first to existing shareholders in proportion to their existing shareholdings. Equity securities includes ordinary shares but does not include shares issued under employee share schemes. If passed, resolution 10 will disapply the pre-emption requirement imposed under section 561 of the Companies Act 2006 for allotments by Directors in two cases:

- i. in connection with a rights (or similar) issue, where strict application of the principle in section 561 of the Companies Act 2006 could (for example) either result in fractional entitlements to

shares arising or require the issue of shares where this would be impractical because of local, legal or regulatory requirements in any given overseas jurisdiction; or

- ii. allotments of shares for cash up to a total nominal value of £25,344 (representing 5% of the Company's issued share capital as at 16 July 2019), which is in accordance with guidelines issued by institutional investors' bodies.

This authority is for a period of 15 months, or, if earlier, until the date of the next Annual General Meeting.

Resolution 11

This supplements the Directors' authority to allot shares in the Company proposed by resolution 9 and seeks to renew the authority that was conferred on the Directors by a special resolution passed on 12 June 2018. If passed, resolution 11 will disapply the pre-emption requirement imposed under section 561 of the Companies Act 2006 for allotments by directors of equity securities for cash for the purpose of financing or re-financing a transaction up to a total nominal value of £25,344 (representing 5% of the Company's issued share capital as at 17 July 2019), which is in accordance with guidelines issued by institutional investors' bodies. The transaction the allotment relates to is required to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group. This authority is for a period of 15 months, or, if earlier, until the date of the next Annual General Meeting.

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

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 19 August 2019, 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.

Appointment of proxies

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).

Appointment of proxy using the accompanying proxy form

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.

Appointment of proxy through CREST

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting 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.

Changing Proxy Instructions

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.

Termination of proxy appointments

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 Annual 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 Annual 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 16 July 2019 (being the last practicable date prior to the publication of this notice), the Company’s issued share capital consisted of 50,687,852 Ordinary Shares, carrying one vote per share. Therefore, the total voting rights in the Company as at 16 July 2019 (being the latest practicable date prior to the posting of this document) were 50,687,852.

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.