
Tekmar Group plc

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

Notice of Annual General Meeting

LETTER FROM THE CHAIRMAN

Dear Shareholder

Please find enclosed the notice of this year's Annual General Meeting ("the **AGM**") for shareholders of Tekmar Group plc (the **Company**) which will be held at Unit 1 Park 2000 Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR on 30 September 2020 at 10.00 am ("the **Notice**").

As a shareholder you are normally entitled to attend, ask questions and vote on various company matters at the AGM. However, due to the ongoing COVID-19 pandemic, the format of the AGM will be different this year in light of ongoing government restrictions on travel and social distancing. As a result you will not be permitted to attend the AGM in person but you will still be able to ensure your votes are counted by submitting your proxy in advance. You should appoint the Chairman of the meeting as your proxy and give your instructions on how you wish the Chairman to vote on the proposed resolutions. Information on how to appoint your proxy can be found in the Notes accompanying the Notice. The proposed resolutions will be put to a vote on a poll so that every vote is recognised.

The Board will ensure that as a minimum two directors who are also shareholders will attend the AGM in person so that a valid meeting is held.

The Company is taking these precautionary measures to safeguard the health of its shareholders and employees and to make the AGM as safe and efficient as possible in the present circumstances. We would still like to understand any matters of concern to you as shareholders. We remind you that you may contact the Company throughout the year by emailing investors@tekmar.co.uk.

Should any arrangements for the AGM change, we will make an announcement via the Regulatory New Service.

Yours faithfully

Alasdair Macdonald

Chairman

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

26 August 2020

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 30 September 2020 at 10.00 am at:

Unit 1, Park 2000, Millennium Way, Aycliffe Business Park, Newton Aycliffe, County Durham, DL5 6AR

A proxy form for use in relation to the meeting is enclosed. As it is not possible 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 on 28 September 2020

Due to the ongoing COVID-19 pandemic, the Company requests that shareholders vote at the Annual General Meeting by way of proxy as **they will not be able to attend in person and any person seeking to attend the Annual General Meeting will be refused entry. 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

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Date of notice	26 August 2020
Latest time for receipt of proxy forms	10.00 am on 28 September 2020
Annual General Meeting	10.00 am on 30 September 2020

NOTICE OF ANNUAL GENERAL MEETING 2020

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 30 September 2020 to consider and, if thought fit, pass the resolutions below.

Resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolutions 5 to 6 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive the Company's accounts for the accounting period ended 31 March 2020 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. 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:
 - 4.1 up to an aggregate nominal amount of £170,872; and
 - 4.2 up to an additional aggregate nominal amount of £170,872 in connection with an offer by way of rights issue:
 - 4.2.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 4.2.2 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

5. That, subject to the passing of resolution 4 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 4 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:
- 5.1 the allotment of equity securities in connection with an offer of equity securities:
- 5.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings;
- 5.1.2 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

- 5.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 5.1 of this resolution) to any person up to an aggregate nominal amount of £25,630,

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 30 December 2021, 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).
6. That, subject to the passing of resolution 4 and pursuant to sections 570 and 573 of the Act, the directors be authorised (in addition to any authority granted under resolution 5) to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 4 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:
- 6.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £25,630; and
- 6.2 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 30 December 2021, 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)

26 August 2020

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 2020.

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

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 £341,744 (representing approximately two thirds of the existing share capital as at the date of this notice), but subject to the proviso that half of such sum (being ordinary shares with an aggregate nominal value of £170,872) 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 5

This supplements the Directors' authority to allot shares in the Company proposed by resolution 4 and seeks to renew the authority that was conferred on the Directors by a special resolution passed on 21 August 2019. 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 5 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 £25,630 (representing 5% of the Company's issued share capital as at the date of this notice), 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 6

This supplements the Directors' authority to allot shares in the Company proposed by resolution 4 and seeks to renew the authority that was conferred on the Directors by a special resolution passed on 21 August 2019. If passed, resolution 6 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 £25,630 (representing 5% of the Company's issued share capital as at Wednesday 26 August 2020), 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 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 28 September 2020, or, if this meeting is adjourned, at 6.30 pm two business days prior to the adjourned meeting, shall be entitled to 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 vote at the meeting.

Appointment of proxy

2. If you are a shareholder who is entitled to vote at the meeting, you are entitled to appoint the chair of the meeting to exercise all or any of your rights to vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. 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.

4. 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

5. 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).

Appointment of proxy through CREST

6. CREST members who wish to appoint the chair of the meeting as proxy 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.

7. 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.

8. 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.

9. 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.

Termination of proxy appointments

10. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

11. As at Wednesday 26 August 2020 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 51,261,685 Ordinary Shares, carrying one vote per share. Therefore, the total voting rights in the Company as at Wednesday 26th August 2020 (being the latest practicable date prior to the posting of this document) were 51,261,685.

Communication

12. Except as provided above, shareholders who have general queries about the business of the meeting should send them in advance to investors@tekmar.co.uk and we will respond to your query directly.