

**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 professional advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate adviser.**

If you have sold or otherwise transferred all of your ordinary shares in Accsys Technologies PLC, please forward this document and the accompanying 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 transmission to the purchaser or transferee.

Persons holding their ordinary shares in Accsys Technologies PLC through Euroclear Nederland B.V. ("Euroclear") via banks and brokers are not included in the Company's register of members - such ordinary shares are included in the register of members under the name of Euroclear. If anyone who holds their ordinary shares through Euroclear wishes to (i) attend the Annual General Meeting or (ii) to appoint a proxy to attend, speak and vote on their behalf or (iii) give voting instructions without attending the Meeting, they must instruct Euroclear accordingly. To do this, they are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. In all cases, the validity of the instruction will be conditional upon ownership of the shares at 9.00am (UK time) on 17 August 2009.

Anyone holding their shares through Euroclear attending the Annual General Meeting may be asked to identify themselves at the Annual General Meeting using a valid passport, identity card or driving licence.



**ACCSYS TECHNOLOGIES PLC**  
*(Incorporated in England and Wales with registered no. 5534340)*

## **NOTICE OF 2009 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at the Company's offices at Kensington Centre, 66 Hammersmith Road, London W14 8UD on Wednesday, 19 August 2009 at 9.00 a.m. (UK time), is set out on pages 4 to 6 of this document. A form of proxy is also attached at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company's Registrars, SLC Registrars Limited, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the Meeting, being 9.00 a.m. (UK time) on Monday, 17 August 2009.

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# ACCSYS TECHNOLOGIES PLC

(Incorporated in England and Wales with registered no. 5534340)

*Directors:*

Willy Paterson-Brown (*Chairman*)  
Kevin Wood (*Chief Financial Officer*)  
Gordon Campbell\*  
Timothy Paterson-Brown\*  
Lord Sanderson of Bowden\*  
Thomas Priday\*  
Paul Clegg\*

(\* *Non-Executive Director*)

*Registered Office:*

Kensington Centre  
66 Hammersmith Road  
London  
W14 8UD

22 July 2009

Dear Shareholder,

## 2009 ANNUAL GENERAL MEETING

I am writing to give you details of the resolutions to be proposed at this year's Annual General Meeting to be held at 9.00 a.m. (UK time) on Wednesday, 19 August 2009 at the Company's offices at Kensington Centre, 66 Hammersmith Road, London W14 8UD, and which are set out in the notice of Annual General Meeting on pages 4 to 6 of this document.

Shareholders should read the contents of this document in conjunction with the audited financial statements of the Company for the financial year ended 31 March 2009, together with the reports of the Directors and auditors thereon (all together, the "**2009 Financial Statements**") enclosed with this document.

### ANNUAL GENERAL MEETING

The following resolutions will be proposed at this year's Annual General Meeting:-

#### Resolutions nos. 1 - 6 - 'Ordinary Business'

Resolutions nos. 1 - 6 to be proposed at the Meeting are all 'ordinary business' of the Annual General Meeting and will each be proposed as an ordinary resolution as follows:-

- (i) the receipt and adoption of the audited financial statements of the Company for the financial year ended 31 March 2009 (*resolution no. 1*);
- (ii) the re-election of Willy Paterson-Brown and Gordon Campbell, who retire by rotation as Directors under article 97 of the Company's articles of association and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting (*resolutions no. 2 and 3*);
- (iii) the re-election of Paul Clegg who has been appointed by the Board since the last Annual General Meeting, retires as a Director under article 103 of the Company's articles of association and, being eligible, offers himself for re-election as a Director (*resolution no. 4*);
- (iv) the re-appointment of BDO Stoy Hayward LLP as auditors of the Company (*resolution no. 5*); and
- (v) the authorisation of the Directors to determine the auditors' remuneration (*resolution no. 6*).

#### Re-election of Directors

Willy Paterson-Brown acts as Executive Chairman of the Company through a consultancy services agreement dated 1 October 2007.

Gordon Campbell and Paul Clegg act as Non-Executive Directors of the Company and have letters of appointment dated 18 June 2008 and 18 June 2009 respectively with the Company.

Further information about these Directors may be found in my Chairman's Statement at pages 1 and 2 of the enclosed 2009 Financial Statements.

### **Resolutions nos. 7 - 9 – 'Special Business'**

Resolutions nos. 7 - 9 comprise three items of 'special business' of the Meeting - of which resolution no. 7 is proposed as an ordinary resolution and resolution nos. 8 and 9 are to be proposed as special resolutions - as follows:-

#### ***Resolution no. 7 – Renewal of Authority for Directors to allot shares generally***

Resolution no. 7 will also be proposed as an ordinary resolution to give the Directors a general authority, in accordance with section 80 of the Companies Act 1985, to allot all the authorised but unissued and uncommitted shares in the Company – 93,629,698 ordinary shares, representing approximately 37.45% of the Company's authorised ordinary share capital as at the date of this document. This authority replaces the similar authority given to the Directors at last year's Annual General Meeting and will expire at the conclusion of next year's Annual General Meeting or 15 months after the passing of the resolution (whichever is the earlier). The Directors have no present intention of exercising such authority, but it will give them flexibility should appropriate business opportunities arise.

#### ***Resolution no. 8 – Renewal of Authority for Directors to allot shares for cash disapplying statutory pre-emption rights***

Resolution no. 8 will also be proposed as a special resolution to authorise the Directors to allot ordinary shares for cash or sell ordinary shares out of treasury for cash (otherwise than *pro rata* to existing shareholdings) in connection with a rights issue, open offer or any other pre-emptive offer in favour of the holders of ordinary shares which is made not strictly in accordance with section 89 of the Companies Act 1985 or otherwise up to a maximum aggregate nominal value of €234,555.45 (representing approximately 15% of the Company's issued ordinary share capital at the date prior to the printing of this document). This authority replaces the resolution passed at last year's Annual General Meeting and will expire at the conclusion of next year's Annual General Meeting or 15 months after the passing of the resolution (whichever is the earlier). The resolution will enable the Directors, at their discretion, to allot a limited number of equity securities for cash and also provide the Directors with greater flexibility to take advantage of business opportunities as they arise.

#### ***Resolution no. 9 - Authority to purchase own ordinary shares***

It is proposed by a special resolution (no. 9) that the Company be authorised to purchase up to 15,637,030 of its own ordinary shares in the market, representing 10% of the current issued ordinary share capital of the Company, at a price at not less than the nominal value of the ordinary shares and not more than 5% above the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days before the purchase is made. The authority would be given for the period ending on the date of next year's Annual General Meeting or 15 months after the passing of the resolution (whichever is the earlier) and it is anticipated that a resolution for the renewal of such authority will be proposed at each future Annual General Meeting.

Whilst the Directors have no present intention of making such purchases, it is considered prudent to have this authority so as to be able to act at short notice if circumstances change. The authority would however only be exercised if the Directors believe that to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally.

Options over an aggregate of 11,656,000 ordinary shares in the Company under the Company's existing Share Option Scheme were outstanding as at the date of this document representing 7.45% of the Company's issued share capital at that date and which would represent 8.28% of the Company's issued share capital if the proposed authority being sought at the 2009 Annual General Meeting to buy back 15,637,030 ordinary shares was exercised in full.

Warrants over a further aggregate number of 3,120,000 ordinary shares in the Company were outstanding as at the date of this document, representing 2.00% of the Company's issued share capital at that date and which would represent 2.22% of the Company's issued share capital if the proposed authority being sought at the 2009 Annual General Meeting to buy back 15,637,030 ordinary shares was exercised in full.

The resolution will also permit the Company to purchase its own shares to hold as 'treasury shares'. As at the date of this document the Company did not hold any of its ordinary shares as treasury shares.

The Directors would consider holding as treasury shares any shares which the Company purchases pursuant to the authority proposed to be granted by resolution no. 9.

**Action to be taken in respect of Annual General Meeting**

Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting. Whether or not you intend to be present at the Meeting, you are requested to complete and return the form of proxy so as to reach the Company's Registrars, SLC Registrars Limited, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD as soon as possible and in any event not later than 48 hours before the time appointed for the Meeting, being 9.00 a.m. (UK time) on Monday, 17 August 2009.

Completion and return of a form of proxy will not however prevent you from attending at the Meeting and voting in person if you should wish to do so.

**RECOMMENDATION**

**Your Directors are unanimously in favour of resolutions nos. 1 – 9 (inclusive) to be proposed at this year's Annual General Meeting, which they consider to be in the best interests of the shareholders of the Company as a whole. Accordingly, your Directors unanimously recommend shareholders to vote in favour of those resolutions at the Annual General Meeting, as they intend to do in respect of their own beneficial shareholdings ordinary shares.**

Yours faithfully

A handwritten signature in blue ink, appearing to read 'W.P.B.', followed by a period.

**Willy Paterson-Brown**  
*Chairman*

# ACCSYS TECHNOLOGIES PLC

*(registered in England and Wales with registered no: 5534340)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the fourth **ANNUAL GENERAL MEETING** of the Company will be held at the Company's offices at Kensington Centre, 66 Hammersmith Road, London W14 8UD on Wednesday, 19 August 2009 at 9.00 a.m. (UK time) at which the following resolutions will be proposed, in the case of resolutions nos. 1 - 6 (inclusive) and resolution no. 7 as ordinary resolutions and, in the case of resolutions nos. 8 and 9, as special resolutions:-

### ***As Ordinary Business:-***

1. **THAT** the audited financial statements of the Company for the financial year ended 31 March 2009 together with the reports of the Directors and auditors thereon be received and adopted.
2. **THAT** Willy Paterson-Brown be re-elected as a Director.
3. **THAT** Gordon Campbell be re-elected as a Director.
4. **THAT** Paul Clegg be re-elected as a Director.
5. **THAT** BDO Stoy Hayward LLP be re-appointed as independent auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company before which accounts of the Company are laid.
6. **THAT** the Directors be authorised to determine the remuneration of the independent auditors.

### ***As Special Business:-***

#### **ORDINARY RESOLUTION**

7. **THAT** the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (and in substitution for any existing authority to allot relevant securities) to allot a further nominal amount of €936,296.98 of relevant securities (within the meaning of section 80(2) of that Act) of the Company, provided that this authority shall expire on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, the date being 15 months after the passing of this resolution (unless and to the extent that such authority is renewed or extended prior to such date) but so that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for any previous authorities granted in this regard by the Company.

#### **SPECIAL RESOLUTIONS**

8. **THAT** the Directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) of the Company for cash pursuant to the general authority conferred on the Directors pursuant to resolution no. 7 of the notice of Meeting of which this resolution forms part as if section 89(1) of that Act did not apply to such allotment and to sell relevant shares (within the meaning of section 94 of that Act) if, immediately before the sale, such shares are held by the Company as treasury shares (as defined in section 162A of that Act) ("**treasury shares**") for cash as if section 89(1) of that Act did not apply to such sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:-

- (a) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares (or, as appropriate, the number of ordinary shares which such other persons are for those purposes deemed to hold), subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory body or any stock exchange in any territory;
- (b) (other than pursuant to sub-paragraph 8(a) above) up to an aggregate nominal amount of €234,555.45;

and such power shall expire on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, the date being 15 months after the passing of this resolution, but so 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 to be sold (as the case may be) after such expiry and the Directors may allot equity securities or sell treasury shares (as the case may be) in pursuance of such offer or agreement as if the power conferred hereby had not expired. This power shall be in substitution for any previous powers granted in this regard by the Company.

9. **THAT** the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Companies Act 1985) on the London Stock Exchange of ordinary shares of €0.01 each in the capital of the Company ("**ordinary shares**") provided that:-

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 15,637,030 ordinary shares;
- (b) the minimum price which shall be paid for the ordinary shares is €0.01 for each share, and the maximum price (exclusive of expenses) which may be paid for such shares is 5 per cent above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 5 business days before the purchase is made;
- (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 or fifteen months after the date of passing of this resolution (whichever is the earlier); and

the Company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract.

*Registered Office:*

Kensington Centre  
66 Hammersmith Road  
London  
W14 8UD

22 July 2009

By Order of the Board:

Adrian Wyn-Griffiths  
*Company Secretary*

## Notes:-

1. Any member of the Company entitled to attend and vote at this Meeting may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.
2. For the convenience of members who may be unable to attend the Meeting, a form of proxy is enclosed which to be valid should be completed and returned, along with any power of attorney or other authority under which it is signed, to the Company's Registrars, SLC Registrars Limited, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD not less than 48 hours before the time fixed for the Meeting, being 9.00 a.m. (UK time) on Monday, 17 August 2009. The fact that members may have completed forms of proxy will not prevent them from attending and voting at the Meeting in person should they afterwards decide to do so.
3. 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 Annual 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.
4. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1 and 2 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
5. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, only those members who have been entered on the Company's register of members by 9.00am (UK time) on 17 August 2009, being 48 hours prior to the time fixed for the meeting or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting, shall be entitled to attend and vote at the Meeting and only in respect of the number of ordinary shares in the Company registered in their name at that time. Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.
6. As at the close of business on the date of this document, the Company's issued ordinary share capital comprised 156,370,302 ordinary shares of €0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at the date of this document is 156,370,302.
7. Persons holding their ordinary shares of €0.01 each in the Company through Euroclear Nederland B.V. ("**Euroclear**") via banks and brokers are not included in the Company's register of members - such ordinary shares are included in the register of members under the name of Euroclear. If anyone who holds their ordinary shares through Euroclear wishes to (i) attend the Annual General Meeting or (ii) to appoint one or more proxies to attend, speak and vote on their behalf or (iii) give voting instructions without attending the Meeting, they must instruct Euroclear accordingly. To do this, they are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. In all cases, the validity of the instruction will be conditional upon ownership of the shares at 9.00am (UK time) on 17 August 2009.
8. The register of Directors' interests in the share capital of the Company and its subsidiaries, together with copies of the service contracts, consultancy deeds and engagement letters of all the Directors of the Company will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this document until the close of the Annual General Meeting, and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting.
9. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.