

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

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Accsys Technologies plc (the “**Company**”) will be held at 9:00 a.m. on 20 December 2019 at Brettenham House, 19 Lancaster Place, London, WC2E 7EN for the purpose of considering and, if thought fit, passing the following Resolutions of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolutions 3 and 4 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT, in addition to all existing authorities in such regard, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of €2,204,762 in connection with the Firm Placing and Placing and Open Offer (as each is defined in the prospectus published by the Company on 28 November 2019). This authority shall expire on the date that is six months after the date of this General Meeting (unless and to the extent that such authority is renewed or extended by the Company in general meeting 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 shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.
2. THAT, in addition to all existing authorities in such regard, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of €734,920. This authority shall expire on the date of the annual general meeting of the Company to be held in 2020 or, if earlier, the date that is 15 months after 30 September 2019, being the date of the annual general meeting of the Company held in 2019 (unless and to the extent that such authority is renewed or extended by the Company in general meeting 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 shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

3. THAT subject to the passing of Resolution 1 above, in addition to all other existing powers of the Directors which shall continue in full force and effect, the Directors be and are hereby given power pursuant to section 570 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 1 above, as if section 561 of the Act did not apply to any such allotment. This power shall be limited to the allotment of equity securities pursuant to the Firm Placing and Placing and Open Offer up to an aggregate nominal value of €2,204,762. Subject to the continuance of the authority conferred by Resolution 1, this power shall expire on the date that is six months after the date of this General Meeting (unless and to the extent that such authority is renewed or extended by special resolution 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 equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.
4. THAT subject to the passing of Resolution 2 above, in addition to all other existing powers of the Directors which shall continue in full force and effect, the Directors be and are hereby given power pursuant to section 570 of the Act to allot equity securities (as defined in the Act) for cash under the

authority given by Resolution 2 above, as if section 561 of the Act did not apply to any such allotment. This power shall be limited to the allotment of equity securities up to a nominal amount of €220,476. Subject to the continuance of the authority conferred by Resolution 2, this power shall expire on the date of the annual general meeting of the Company to be held in 2020 or, if earlier, the date that is 15 months after 30 September 2019, being the date of the annual general meeting of the Company held in 2019 (unless and to the extent that such authority is renewed or extended by special resolution 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 equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

By order of the Board

Angus Dodwell

Company Secretary

Registered Office:

Brettenham House

19 Lancaster Place

London WC2E 7EN

28 November 2019

NOTES TO THE NOTICE OF GENERAL MEETING

The following notes explain your general rights as a member and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf. Capitalised terms used in these notes which are not otherwise defined in the Notice of General Meeting shall have the meanings given to them in the prospectus published by the Company on 28 November 2019.

Right to attend and vote at the General Meeting

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members who have been entered on the Company's register of members by 6:30 p.m. (GMT) on 18 December 2019, or, if the General Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting excluding days which are not working days, shall be entitled to attend and vote at the General 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 General Meeting.

Proxy appointment

2. Any member of the Company entitled to attend and vote at the General Meeting may appoint one or more proxies to exercise all or any of his or her rights to attend, speak and vote at the meeting. Where more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. To appoint more than one proxy, please contact the Company's registrars, SLC Registrars, on +44 (0)1903 706150, who will be able to advise you on how to do this.
3. For the convenience of shareholders who may be unable to attend the General Meeting, a Form of Proxy is enclosed which, in order to be valid, should be completed, signed, dated and returned, along with any power of attorney or any other authority under which it is signed (or a duly certified copy of such power or authority), to the Company's registrars, SLC Registrars, by hand or by post at Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS, United Kingdom or by email to office@slcregistrars.com, in each case by 9:00 a.m. on 18 December 2019, being 48 hours (excluding days which are not working days) before the time fixed for the General Meeting, or if the General Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting excluding days which are not working days.
4. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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 General Meeting.
6. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in notes 9 to 12 below) will not prevent a member attending the General Meeting and voting in person if he/she wishes to do so.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
8. 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. If you appoint more than one proxy and the Forms of Proxy appointing those proxies would give those proxies the apparent right to exercise votes on your behalf in a general meeting over more shares than you hold, then each of those Forms of Proxy will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the General Meeting.

CREST members

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting 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 service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA01) not later than 48 hours (excluding bank holidays and weekends) before the time appointed for holding the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK does not make available special procedures in CREST for any particular message. 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(s) take(s)) 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 sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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.

Nominated Persons

13. 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.
14. The statements of the rights of shareholders in relation to the appointment of proxies in this notice do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders.

Corporate representatives

15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Total voting rights

16. As at the close of business on 27 November 2019 (being the Last Practicable Date prior to the publication of this notice), the Company’s issued ordinary share capital comprised 117,988,305 ordinary shares of €0.05 each. Each ordinary share carries the right to one vote at the General Meeting and therefore the total number of voting rights in the Company as at 27 November 2019 was 117,988,305.

Euroclear Shares

17. Persons holding ordinary shares of €0.05 each in the Company through the Dutch Central Institute for Giro Securities Transactions (*Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.*), trading as Euroclear Nederland (“**Euroclear Nederland**”) via intermediaries 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 Nederland. If anyone who holds their ordinary shares through Euroclear Nederland wishes to: (i) attend the General Meeting; (ii) appoint one or more proxies to attend, speak and vote on their behalf; or (iii) give instructions without attending the General Meeting, they must instruct NIBC Bank N.V. in its capacity as Subscription Agent accordingly. To do this, they are advised to contact their intermediary as soon as possible and advise them of which of the three options they prefer. In all cases, the validity of the instruction will be conditional upon ownership of the shares as at 6:00 p.m. (CET) on 18 December 2019. The registration for attending the meeting must be filed with NIBC Bank N.V. by no later than noon (CET) on 17 December 2019 by email to eas@nibc.com. The written statement of Admitted Institutions on the ownership of the ordinary shares as at 6:00 p.m. (CET) on 18 December 2019 must be submitted to NIBC Bank N.V. by email to eas@nibc.com by no later than 5:00 p.m. (CET) on 19 December 2019. Persons holding attendance rights may be represented at the meeting by a written proxy, provided that this proxy is submitted to NIBC Bank N.V. by email to eas@nibc.com by no later than noon (CET) on 17 December 2019.

Questions at the General Meeting

18. Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

Availability of documents and other information

19. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.acsysplc.com.
20. You may not use any electronic address provided in either 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.

Miscellaneous

21. Resolutions 1 and 2 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, a majority of votes cast must be in favour of the resolution. Resolutions 3 and 4 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.
22. An explanation of the effect of each Resolution, if passed, is set out in Part XI (Additional Information) of the prospectus published by the Company on 28 November 2019.
23. The General Meeting will be held at 9:00 a.m. on 20 December 2019. Shareholders should ensure that they arrive at the General Meeting a reasonable time in advance. Shareholders who arrive late to the General Meeting may be refused admission.
24. Except as provided above, shareholders who have general queries about the General Meeting should contact the Company’s registrars, SLC Registrars, on +44 (0)1903 706150. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on whether applicants should exercise their Open Offer Entitlements and/or Excess Open Offer Entitlements nor give any financial, legal or tax advice.