

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 11:00 a.m. on 21 April 2017 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, 2 and 3 will be proposed as ordinary resolutions and Resolutions 4, 5 and 6 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 €1,016,199.30 in connection with the Firm Placing and Open Offer (as each is defined in the prospectus published by the Company on 29 March 2017). 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 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 €130,510.90 in connection with the grant of the BGF Additional Option (as defined in the prospectus published by the Company on 29 March 2017) and its exercise and up to a nominal amount of €71,914.20 in connection with the grant of the Volantis Additional Option (as defined in the prospectus published by the Company on 29 March 2017) and its exercise. 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.
3. 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 €1,497,268.50. This authority shall expire on the date of the annual general meeting of the Company to be held in 2017 or, if earlier, the date that is 15 months after 21 September 2016, being the date of the annual general meeting of the Company held in 2016 (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

4. 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 Companies Act 2006 (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 Open Offer up to an aggregate nominal value of €1,016,199.30. 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.

5. 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 Companies Act 2006 (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 for cash in connection with the grant and exercise of the BGF Additional Option and the Volantis Additional Option. Subject to the continuance of the authority conferred by Resolution 2, 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.
6. THAT subject to the passing of Resolution 3 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 Companies Act 2006 (the "Act") to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 3 above, as if section 561 of the Act did not apply to any such allotment. This power will be limited to the allotment of equity securities up to a nominal amount of €540,217.90. Subject to the continuance of the authority conferred by Resolution 3, this power shall expire on the date of the annual general meeting of the Company to be held in 2017 or, if earlier, the date that is 15 months after 21 September 2016, being the date of the annual general meeting of the Company held in 2016 (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.

Registered Office:

Brettenham House
19 Lancaster Place
London WC2E 7EN

By order of the Board

29 March 2017

Angus Dodwell
Company Secretary

Notes:

1. A shareholder may appoint more than one proxy in relation to the General Meeting provided that 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, 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.
2. 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 other authority under which it is signed, to the Company's registrars, SLC Registrars, by hand or by post at 42-50 Hershaw Road, Walton on Thames, Surrey, KT12 1RZ, United Kingdom or by sending a completed, signed and dated scanned version of the proxy form by email to accsysproxy@davidvenus.com by 11:00 a.m. on 19 April 2017. The fact that shareholders may have completed forms of proxy will not prevent them from attending and voting at the General Meeting in person should they afterwards decide to do so.
3. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
4. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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 or other such instrument will not prevent a shareholder 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.
9. 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.
10. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company at 6:00 p.m. on 19 April 2017 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at that time. If the General Meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not more than 48 hours before the time fixed for the adjourned General Meeting shall be entitled to attend and vote at the General Meeting.
12. As at 28 March 2017 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 90,643,585 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at 28 March 2017 are 90,643,585.
13. Persons holding ordinary shares of €0.05 each in the Company through Euroclear Nederland B.V. ("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 (i) to attend the General Meeting or (ii) to appoint one or more proxies to attend, speak and vote on their behalf or (iii) to give instructions without attending the General Meeting, they must instruct ABN AMRO 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 at 6:00 p.m. on 19 April 2017.
14. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
15. 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 nor give any financial, legal or tax advice.
16. Please note that you may not use any electronic address provided either in this notice of General Meeting or any related documents (including the prospectus) to communicate with the Company for any purposes other than those expressly stated.
17. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.accsysplc.com.

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

Resolutions 1, 2 and 3 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 4, 5 and 6 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.

An explanation of the effect of each Resolution, if passed, is set out in Part XII (Additional Information) of this document. The Directors have no present intention to exercise the authorities granted pursuant to the Resolutions other than in connection with the Firm Placing and Open Offer, the BGF Option and BGF Additional Option and the Volantis Option and Volantis Additional Option.

The General Meeting will be held at 11:00 a.m. on 21 April 2017. 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.