
ACCSYS TECHNOLOGIES PLC

(Incorporated and 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 10:00 a.m. on 25 May 2021 at Brettenham House, 19 Lancaster Place, London, WC2E 7EN for the purpose of considering and, if thought fit, passing the following Resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

ORDINARY RESOLUTION

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 an aggregate nominal amount of €1,121,212.15 in connection with the Issue (as defined in the circular published by the Company on 6 May 2021 (the “**Circular**”). This authority shall expire on the earlier of the conclusion of the Company’s next annual general meeting or 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.

SPECIAL RESOLUTION

2. 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 Issue (as defined in the Circular) up to an aggregate nominal value of €1,121,212.15. Subject to the continuance of the authority conferred by Resolution 1, this power shall expire on the earlier of the conclusion of the Company’s next annual general meeting or 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.

BY ORDER OF THE BOARD

Angus Dodwell
Company Secretary

6 May 2021

Registered Office:
Brettenham House
19 Lancaster Place
London WC2E 7EN

IMPORTANT NOTICE REGARDING COVID-19, ATTENDANCE AT THE GENERAL MEETING AND APPOINTMENT OF PROXIES

The Company is closely monitoring developments relating to the ongoing outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. In order to ensure the safety of all attendees and compliance with Government guidelines on social distancing and other safety measures, the total number of people permitted to attend the General Meeting will be 15 (including Directors, the Company Secretary and a limited number of the Company's advisers). No guests will be permitted and there will be no refreshments served at the General Meeting.

Given the continued social distancing and other safety measures imposed by the Government as a result of COVID-19, we strongly advise that you do NOT attend the General Meeting in person, but instead appoint the Chairman of the meeting as proxy to vote on your behalf.

Should you wish to attend, to comply with the Company's pre-registration requirements, we ask that you notify the Company in advance by email, addressed to egm2021@accsysplc.com, by no later than 10:00 a.m. on 21 May 2021. **Please note that the main entrance of Brettenham House may be closed at the time of the General Meeting; access to the General Meeting will therefore be via the rear entrance at 2-19 Savoy Street, London WC2E 7EN.**

Although this is strongly discouraged for your safety and security, should you decide to attend and vote in person, please bring with you appropriate proof of identity which will enable us to authenticate your right to attend, speak and vote at the General Meeting and help us register your attendance. You will be asked to comply with all COVID-19 Government and venue guidelines, including use of a face covering whilst inside the venue, use of hand sanitizer and observing social distancing. The Directors will also be wearing face coverings unless they are addressing attendees during the General Meeting. We ask that you do not arrive any earlier than 15 minutes prior to the start of the General Meeting, observe social distancing measures whilst attending and bring your own water bottle if required. Admission is dependent on, amongst other things, our receipt of the attendance notification referred to above.

Notwithstanding our advice that you do not attend the General Meeting in person, shareholder engagement remains important to us and we therefore encourage shareholders to submit any questions that they may otherwise have wished to raise in person at the General Meeting to the Company in advance of the General Meeting by email, addressed to: egm2021@accsysplc.com. We shall endeavour to respond to any questions as swiftly as possible.

We will keep you updated should the plans for the General Meeting change in light of future developments. The safety and security of our shareholders and colleagues remains our priority. The situation is constantly changing and the Government may implement further guidance or legislation relating to, or affecting, the holding of the General Meeting and any change to the location, time or date of the General Meeting, or the manner in which it will be conducted, will be communicated to shareholders in accordance with the articles of association of the Company and by stock exchange announcement.

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 Circular.

Given the continued social distancing and other safety measures imposed by the Government as a result of COVID-19, we strongly advise that you do NOT attend the General Meeting in person, but instead appoint the Chairman of the meeting as proxy to vote on your behalf.

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. (BST) on 21 May 2021, 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 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 Shareholder Helpline, on 0371 384 2050 or +44 371 384 2050, who will be able to advise you on how to do this. The Shareholder Helpline is open between 8:30 a.m. and 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales).
3. 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 post to c/o Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or by email to proxy@slcregistrars.com, in each case by 10:00 a.m. on 21 May 2021, 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. Please note, however, that given the continued social distancing and other safety measures imposed by the Government as a result of COVID-19, we strongly advise that you do NOT attend the General Meeting in person.
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 weekends and public holidays in England and Wales) 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 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 power 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 4 May 2021 (being the Last Practicable Date prior to the publication of this Notice of General Meeting), the Company’s issued share capital comprised 169,324,264 Ordinary Shares. The Company does not hold any shares in treasury. 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 4 May 2021 was 169,324,264.

Euroclear Shares

17. Persons holding Ordinary Shares through 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 or (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 ABN AMRO in its capacity as Subscription Agent accordingly. To do this, they are advised to contact their Intermediary as soon as possible and advise it 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. (CEST) on 21 May 2021.

Questions at the General Meeting

18. Any member attending the General Meeting has the right to ask questions. Whilst we are strongly advising members not to attend the General Meeting in person, shareholder engagement remains important to us and we therefore encourage members to submit any questions that they may otherwise have wished to raise in person at the General Meeting to the Company by email, addressed to: egm2021@accsysplc.com. We shall endeavour to respond to any questions as swiftly as possible. The Company reserves the right not to answer any question raised at the General Meeting or submitted in line with the above instructions 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, can be found at www.accsysplc.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. Resolution 1 is proposed as an ordinary resolution. This means that for this resolution to be passed, a majority of votes cast must be in favour of the resolution. Resolution 2 is proposed as a special resolution. This means that for this resolution 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 1 (Chairman’s Letter) of the Circular.

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23. The General Meeting will be held at 10:00 a.m. on 25 May 2021. Shareholders who arrive late to the General Meeting may be refused admission.
 24. The Company may process personal data of attendees at the General Meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.accsysplc.com/privacy-policy-cookies/.
 25. Except as provided above, shareholders who have general queries about the General Meeting should contact the Shareholder Helpline, on 0371 384 2050 or +44 371 384 2050. The Shareholder Helpline is open between 8:30 a.m. and 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales). 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.