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If you have sold or otherwise transferred all of your ordinary shares in Accsys Technologies PLC (the "Company"), 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) appoint the chair as proxy to attend, speak and vote on their behalf or (ii) give voting instructions without attending the Annual General 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 two options they prefer. In all cases, the validity of the instruction will be conditional upon ownership of the shares at 6.30 pm (BST) on 18 September 2023.



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

Notice of 2023 Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of Link Group, 6th Floor, 65 Gresham Street, London, EC2V 7NQ on Wednesday, 20 September 2023 at 12.00 pm (BST), is set out on pages 06 to 14 of this document. A form of proxy is also attached at the end of this document for use at the Annual General Meeting. Forms of proxy should be completed, signed, dated and returned to the Company's registrars, Link Group, by post at FREEPOST SAS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK or by sending a completed, signed and dated scanned version of the proxy form by email to touk-proxyqueries@linkgroup.co.uk as soon as possible and in any event so as to be received not later than 48 hours before (excluding days which are not working days) the time fixed for the Annual General Meeting, being 12.00 pm (BST) on Monday, 18 September 2023.

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LETTER FROM THE CHAIR OF THE COMPANY

Accsys Technologies PLC
(registered in England and Wales with registered no: 5534340)

17 August 2023

Dear Shareholder,

2023 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 12.00 pm (BST) on Wednesday, 20 September 2023 at the offices of Link Group, 6th Floor, 65 Gresham Street, London, EC2V 7NQ. These resolutions are set out in the Notice of Annual General Meeting on pages 06 to 08 of this document.

Shareholders should read the contents of this document in conjunction with the Annual Report and Accounts of the Company for the financial year ended 31 March 2023 ("2023 Annual Report and Accounts"), a copy of which can be obtained from the Company's website at www.accsysplc.com/investors/reports-results/.

Annual General Meeting

The resolutions set out below will be proposed at this year's Annual General Meeting. Resolutions 1 to 12 are to be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 15 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 1-12

Resolutions 1-12 to be proposed at the Annual General Meeting will each be proposed as an ordinary resolution as follows:-

- 1) the receipt of the audited financial statements of the Company for the financial year ended 31 March 2023 (resolution no. 1);
- 2) the approval of the Directors' Remuneration Report (excluding the Remuneration Policy) for the financial year ended 31 March 2023 (resolution no. 2);
- 3) the reappointment of Stephen Odell who retires as a Director under article 80 of the Company's articles of association and, being eligible, offers himself for reappointment as a Director at the Annual General Meeting (resolution no. 3);
- 4) the reappointment of Trudy Schoolenberg who retires as a Director under article 80 of the Company's articles of association and, being eligible, offers herself for reappointment as a Director at the Annual General Meeting (resolution no. 4);
- 5) the reappointment of Louis Eperjesi who retires as a Director under article 80 of the Company's articles of association and, being eligible, offers himself for reappointment as a Director at the Annual General Meeting (resolution no. 5);
- 6) the appointment of Roland Waibel who has been appointed by the Board since the last Annual General Meeting, and retires himself as a Director under article 80 of the Company's articles of association and, being eligible, offers himself for appointment as a Director (resolution no. 6);

- 7) the appointment of Jelena Arsic van Os who has been appointed by the Board since the last Annual General Meeting and retires as a director under article 80 of the Company's articles of association and, being eligible offers herself for reappointment as a Director (resolution no.7);
- 8) the appointment of Steven Salo who has been appointed by the Board since the last Annual General Meeting and retires as a director under article 80 of the Company's articles of association and, being eligible, offers himself for reappointment as a Director (resolution no. 8);
- 9) the reappointment of PricewaterhouseCoopers LLP as auditor of the Company (resolution no. 9);
- 10) to authorise the Directors to determine the auditor's remuneration (resolution no. 10);
- 11) the renewal of authority for Directors to allot shares generally (resolution no. 11); and
- 12) the approval of the Accsys 2023 Long Term Incentive Plan (resolution no. 12).

Directors' Remuneration Report

As with previous years, this year's Remuneration Report is prepared under the UK regime for the reporting of executive pay which has applied to UK companies fully listed on the UK stock exchange from October 2013. Although Accsys is admitted to trading on AIM in the UK, its cross-listing on Euronext Amsterdam in the Netherlands and our UK incorporated status means that it comes within the definition of a "quoted company" under the UK Companies Act 2006 (the "Act").

Accordingly, and exceptionally amongst AIM companies, Accsys is therefore required to comply with the regime for the reporting and approval of directors' remuneration by UK quoted companies, including:

1. a binding vote on the directors' remuneration policy not less than once every three years; and
2. an advisory (non-binding) vote on the remainder of the Remuneration Report, which includes the implementation of its remuneration policy for the year ended 31 March 2023.

Accsys' remuneration policy was last approved by shareholders at the Annual General Meeting in September 2021 following a comprehensive review of its remuneration framework, and engagement with major investors. The Board continues to believe that the remuneration policy implemented is appropriate and the remuneration structure and mechanisms align with Accsys' business strategy, reflects best practice and supports the attraction and retention of talent as Accsys continues to grow in size and complexity.

Accsys remains committed to pay at appropriate, but not excessive, levels and to reflect market practice amongst AIM companies.

Re-appointment and appointment of Directors

As previously announced, Steven Salo was appointed as Chief Financial Officer of the Company with effect from 1 April 2023, Jelena Arsic van Os was appointed as Chief Executive Officer with effect from 1 July 2023 and Roland Waibel was appointed as a Non-Executive Director with effect from 1 August 2023.

In accordance with the Company's articles of association and in line with market practice, each of the Directors offer themselves for reappointment at the Annual General Meeting, save for Jelena, Steven and Roland who have joined the Board for the first time since last year's Annual General Meeting and are accordingly seeking appointment by shareholders for the first time at the Annual General Meeting.

Jelena, Steven and Roland have only recently been appointed to the Board and have therefore not yet been subject to an annual performance evaluation. I confirm, as Chair of the Company, that the performance of each of the other Directors of the Company has been evaluated. Each Director continues to be effective and continues to demonstrate commitment to their respective roles, and they each therefore offer themselves up for reappointment at the Annual General Meeting.

Further information about each Director seeking reappointment and appointment can be found at pages 74 and 75 of the 2023 Annual Report and Accounts. Jelena and Roland were appointed after the date of the 2023 Annual Report and Accounts, so their biographical details can be found on the Company's website at www.accsysplc.com/.

LETTER FROM THE CHAIR OF THE COMPANY continued

As the Company announced in May 2023, as they reach the end of their nine-year terms, Sue Farr and Sean Christie will step down from the Board at the conclusion of this year's Annual General Meeting. On behalf of the Board, I would like to thank Sue and Sean for their considerable contribution to Accsys over the last nine years and for the support and guidance they have given to newer members of the Board including myself. Alexander Wessels will also step down at the conclusion of this year's General Meeting. I would like to thank Alexander for his input to Accsys over the last three years where his extensive experience has been invaluable.

The re-appointment of PricewaterhouseCoopers LLP as auditor of the Company

The Company is proposing to appoint PricewaterhouseCoopers LLP as its statutory auditor for the financial year ending 31 March 2024. As previously described in the Company's last notice of Annual General Meeting, the Company initiated a tender process in respect of the audit for the year ending 31 March 2024. Based on a number of factors, including capability and cost, the Audit Committee determined that it would be in the best interests of the Company to re-appoint PricewaterhouseCoopers LLP for another year.

Renewal of Authority for Directors to allot shares generally

Resolution 11 will be proposed as an ordinary resolution to give the Directors a general authority, in accordance with section 551 of the Act, to allot shares. Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to €3,668,586 (representing 73,371,713 ordinary shares of €0.05 each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at the date of this document.

In line with guidance issued by the Investment Association, paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to €7,337,171 (representing 146,743,426 ordinary shares of €0.05 each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two thirds of the issued ordinary share capital of the Company as at the date of this document.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the conclusion of next year's Annual General Meeting or 15 months after the passing of the resolution (whichever is earlier).

This authority replaces the authority to allot shares generally as given to the Directors at last year's Annual General Meeting.

Approval of the Accsys 2023 Long Term Incentive Plan

Shareholders will be asked to approve the Accsys 2023 Long Term Incentive Plan (the "2023 LTIP").

Our existing 2013 Long Term Incentive Plan was approved by shareholders at the 2013 AGM and will reach the end of its 10-year life later in 2023. The 2023 LTIP is a replacement for the 2013 plan. The 2023 LTIP was adopted by the Board on 19 July 2023 and awards under it were granted on 27 July 2023, conditional upon approval of the 2023 LTIP by shareholders. The 2023 LTIP has been prepared taking into account current best practice and the need for flexibility over its intended ten year life. The way in which the 2023 LTIP is operated will be consistent with the Company's Directors' Remuneration Policy from time to time in the case of awards granted to the Company's Executive Directors.

In line with the 2013 plan and best practice, the 2023 LTIP includes the standard overall '10% in 10 years' dilution limit on the use of new issue shares and treasury shares for all of the Company's share plans. However, and again in line with the 2013 plan, the 2023 LTIP does not include the '5% in 10 years' limit for 'discretionary plans'. We believe this approach remains appropriate and aligned with the interests of shareholders and have set out the reasons for this in Appendix I.

A summary of the principal terms of the 2023 LTIP is set out in Appendix I. The rules of the 2023 LTIP are available for inspection at the Company's registered office during normal business hours on any weekday 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 Annual General Meeting.

Resolutions 13–15

Resolutions 13 to 15 are to be proposed as special resolutions as follows:-

Resolution 13 – Renewal of Authority for Directors to allot shares for cash disapplying statutory pre-emption rights

Resolution 13 will be proposed as a special resolution to authorise the Directors to allot ordinary shares 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 561 of the Companies Act 2006 or otherwise up to a maximum aggregate nominal value of €1,100,576 (representing approximately 10% of the Company's issued ordinary share capital at the date prior to the printing of this document). The Directors acknowledge the increased limits set out in the Pre-Emption Group's most recent Statement of Principles published in November 2022. Having considered it, the Directors regard it appropriate to seek the same authority as last year. The Directors will keep emerging market practice under review but consider that the limit will still enable the Directors, at their discretion, to allot a limited number of equity securities for cash and also provide the Directors with sufficient flexibility to take advantage of business opportunities as they arise. 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).

Resolution 14 – Authority to purchase own ordinary shares

It is proposed by this special resolution 14 that the Company be authorised to purchase up to 22,011,514 of its own ordinary shares in the market, representing approximately 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 the highest of (i) 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 and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out. 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 2,890,275 ordinary shares in the Company under the Company's existing Share Option Schemes and Long-Term Incentive Plan were outstanding as at the date of this document representing approximately 1.31% of the Company's issued share capital at that date and which would represent 1.46% of the Company's issued share capital if the proposed authority being sought at the 2023 Annual General Meeting to buy back 22,011,514 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 14.

Resolution 15 – Notice period for calling a general meeting

Resolution 15 will also be proposed as a special resolution. Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (Annual General Meetings will continue to be held on at least 21 clear days' notice).

Resolution 15 seeks approval for a shorter notice period of 14 days. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

LETTER FROM THE CHAIR OF THE COMPANY continued

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, sign, date and return the form of proxy so as to reach the Company's registrars, Link Group, by post at FREEPOST SAS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK or by sending a completed, signed and dated scanned version of the proxy form by email to touk-proxyqueries@linkgroup.co.uk as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting (excluding days which are not working days), being 12.00 pm (BST) on Monday, 18 September 2023.

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

Recommendation

The Directors are unanimously in favour of resolutions 1 – 15 (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, the Directors unanimously recommend shareholders to vote in favour of those resolutions at the Annual General Meeting, as they intend to do in respect of any of their own beneficial holdings of ordinary shares over which they have voting control.

Yours faithfully,



Stephen Odell
Chair

Accsys Technologies PLC

NOTICE OF ANNUAL GENERAL MEETING

Accsys Technologies PLC
(registered in England and Wales with registered no: 5534340)

NOTICE IS HEREBY GIVEN that the eighteenth **ANNUAL GENERAL MEETING** of the Company will be held at its registrars' offices at 6th Floor, 65 Gresham Street, London, EC2V 7NQ on Wednesday, 20 September 2023 at 12.00 pm (BST) at which the following resolutions will be proposed, in the case of resolutions nos. 1-12 (inclusive) as ordinary resolutions and, in the case of resolutions 13 to 15, as special resolutions:-

ORDINARY RESOLUTIONS

1. **THAT** the audited financial statements of the Company for the financial year ended 31 March 2023 together with the reports of the Directors and auditor thereon (the "2023 Financial Statements") be received.
2. **THAT** the Directors' Remuneration Report for the financial year ended 31 March 2023, excluding the Directors' Remuneration Policy, set out on pages 93 to 107 of the Directors' Remuneration Report within the 2023 Financial Statements, be approved.
3. **THAT** Stephen Odell be reappointed as a Director.
4. **THAT** Trudy Schoolenberg be reappointed as a Director.
5. **THAT** Louis Eperjesi be reappointed as a Director.
6. **THAT** Roland Waibel be appointed as a Director.
7. **THAT** Jelena Arsic van Os be appointed as a Director.
8. **THAT** Steven Salo be appointed as a Director.
9. **THAT** PricewaterhouseCoopers LLP be re-appointed as independent auditor 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.
10. **THAT** the Directors be authorised to determine the remuneration of the independent auditor.
11. **THAT** 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:
 - (a) up to a nominal amount of €3,668,586 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of €7,337,171 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

provided that this authority shall expire on the date of the Annual General Meeting of the Company to be held in 2024 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 equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such period and the Directors may allot equity securities or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for any existing or previous authorities granted in this regard by the Company.

NOTICE OF ANNUAL GENERAL MEETING continued

12. THAT

- (a) the rules of the Accsys 2023 Long Term Incentive Plan (the “2023 LTIP”), in the form produced to the Meeting and initialled by the chair of the Meeting for the purposes of identification and the principal terms of which are summarised in Appendix I to this document, be and are hereby approved and the Directors be and are generally authorised to do all acts and things that they consider necessary or expedient to give effect to the 2023 LTIP; and
- (b) the Directors be and are hereby authorised to adopt further plans based on the 2023 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2023 LTIP.

SPECIAL RESOLUTIONS

13. **THAT** the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the general authority conferred on the Directors pursuant to resolution 11 of the notice of Annual General Meeting of which this resolution forms part and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of that Act did not apply to such allotment and/or sale, provided that this power shall be limited to the allotment of equity securities and/or 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 record dates, fractional entitlements or legal, regulatory 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; and

- (b) (other than pursuant to sub-paragraph 13(a) above) up to an aggregate nominal amount of €1,100,576

and such power shall expire on the date of the Annual General Meeting of the Company to be held in 2024 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 and/or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares 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.

14. **THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined by section 693(4) of the Act) of ordinary shares of €0.05 each in the capital of the Company (“ordinary shares”) provided that:-

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 22,011,514 ordinary shares;
- (b) the minimum price which shall be paid for the ordinary shares is €0.05 for each, and the maximum price (exclusive of expenses) which may be paid for such shares is the highest of (i) an amount equal to 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 and (ii) the higher of the price paid of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
- (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 2024 or 15 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 as if the power had not ended.

15. **THAT** a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board:



Nick Hartigan
General Counsel and Company Secretary

17 August 2023

Registered Office:

4th Floor
3 Moorgate Place
London, EC2R 6EA

Registered in England
and Wales No. 5534340

NOTES

1. Any member of the Company entitled to attend and vote at this Annual 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.
2. For the convenience of members who may be unable to attend the Annual General Meeting, a form of proxy is enclosed which 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, Link Group, by post at FREEPOST SAS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK or by sending a completed, signed and dated scanned version of the proxy form by email to touk-proxyqueries@linkgroup.co.uk by 12.00 pm (BST) on Monday, 18 September 2023, being 48 hours (excluding days which are not working days) before the time fixed for the Annual General Meeting, or if the Annual 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. The fact that members may have completed forms of proxy, other such instrument or any CREST Proxy Instruction (as described in notes 3 to 6 below), will not prevent them from attending and voting at the Annual General Meeting in person should they afterwards decide to do so.
3. You can vote electronically by logging on to www.signalshares.com and following the instructions. To register for the share portal you will need your Investor Code, which can be found on your share certificate. To be valid your vote must be input by 12.00 pm (BST) on Monday, 18 September 2023, being 48 hours before the time appointed for the Meeting or not less than 48 hours if the meeting is adjourned prior to the time fixed for the adjourned meeting (not including weekends or public holidays).
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.
5. 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. 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 RA10) not later than 48 hours (excluding weekends and public holidays in England and Wales) before the time appointed for holding the Annual 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.
6. 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.
7. 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.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the 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 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.

9. 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.
10. 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 6.30 pm (BST) on 18 September 2023, or, if the Annual 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 Annual 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 Annual General Meeting.
11. As at the close of business on the date of this document, the Company's issued ordinary share capital comprised 220,115,139 ordinary shares of €0.05 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 220,115,139.
12. Persons holding their ordinary shares of €0.05 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) appoint one or more proxies to attend, speak and vote on their behalf or (iii) give voting instructions without attending the Annual General 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 6.30 pm (BST) on 18 September 2023.
13. Copies of the service contracts, consultancy deeds and engagement letters of all the Directors of the Company, and the New Articles 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 Annual General Meeting.
14. 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.
15. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
16. Any member attending the Annual 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 Annual General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Annual 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 Annual General Meeting that the question be answered.
17. A copy of this notice, and other information required by section 311A of the Act, can be found at www.accsysplc.com.
18. You may not use any electronic address provided in either this notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
19. Members attending the Annual General Meeting in person are requested to arrive in reasonable time. Any member arriving after the time the Annual General Meeting commences may be refused admission.

APPENDIX I

Summary of the Principal Terms of the Accsys 2023 Long Term Incentive Plan (Resolution 12)

1. Introduction

The Company has previously operated the Accsys Technologies 2013 Long Term Incentive Plan, which expires for the purposes of granting new awards later in 2023. It is proposed that the Accsys 2023 Long Term Incentive Plan (the “2023 LTIP”) will replace the existing plan.

2. Operation

The 2023 LTIP will be administered by the Board of Directors of the Company or by any duly authorised committee of it (the “Board”). Decisions in relation to any participation in the 2023 LTIP by the Company’s Executive Directors will always be taken by the Remuneration Committee.

3. Eligibility

Any employee of the Company or any of its subsidiaries is eligible to participate in the 2023 LTIP at the Board’s discretion.

4. Form of awards

Awards may be granted by the Board as:

- (a) conditional awards of ordinary shares in the Company (“Shares”);
- (b) options to acquire Shares for nil cost or for a per Share exercise price equal to the nominal value of a Share; or
- (c) cash-based awards relating to a number of “notional” Shares, although it is intended that awards will be granted in relation to Shares wherever practicable.

In this summary, the term “Option” refers to nil-cost options and nominal cost options.

Awards are not transferable except on death and will not form part of pensionable earnings.

5. Grant of awards

Awards can ordinarily only be granted in the six weeks:

- (a) beginning with the day on which the 2023 LTIP was adopted by the Board;
- (b) beginning with the day on which the 2023 LTIP or a Directors’ Remuneration Policy is approved by shareholders; or
- (c) following the announcement by the Company of its results for any period.

However, the Board will have discretion to grant awards at other times if it determines that exceptional circumstances exist which justify the grant of awards. The Board will also have discretion to grant at other times if there were restrictions on grants being made during any other permitted period.

6. Performance conditions

Unless the Board determines otherwise, the vesting of awards will be subject to the satisfaction of a performance condition. The application of performance conditions to awards granted to the Company’s Executive Directors will be consistent with the Company’s Directors’ Remuneration Policy from time to time. Performance conditions will usually be assessed over a period of at least three years.

Any performance condition may be amended or substituted if the Board considers that an amended or substituted performance condition would be reasonable, more appropriate and would not be materially less difficult to satisfy.

7. Individual limit

Awards will not be granted to a participant under the 2023 LTIP which cause the overall quantum of awards granted to that person in respect of any financial year of the Company to exceed the maximum Long Term Incentive Plan awards level permitted for Executive Directors of the Company under the Company’s Directors’ Remuneration Policy from time to time. Awards granted to a new recruit in respect of remuneration forfeited in connection with joining the Company will not be subject to this limit.

8. Overall limit

The 2023 LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market other than into treasury.

The number of Shares which may be issued to satisfy awards granted in any 10 year period under the 2023 LTIP and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

9. Vesting, exercise and release of awards

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the performance period (or on such later date as the Board determines) to the extent that the performance conditions have been satisfied. Awards not subject to performance conditions will normally vest on the third anniversary of grant (or such other date as the Board determines).

The Board may adjust (including by reducing to nil) the extent to which an award would vest, if it considers that the vesting level is not appropriate, including if it materially deviates from the intention of the Company's Directors' Remuneration Policy from time to time, is unreflective of the underlying financial or non-financial performance of the participant or the Company over the vesting period, or the vesting level is not appropriate in the context of circumstances that were unexpected or unforeseen when the award was granted.

The Board may determine that a vested award is also subject to a "holding period" (a "Holding Period") during which Shares subject to the award will not be delivered to the participant and at the end of which the award will be "released" (i.e. the participant will be entitled to receive their Shares under the award). The Board will determine the length of the Holding Period (which will start on the date an award vests). The Holding Period for awards granted to the Company's Executive Directors will be consistent with the Company's Directors' Remuneration Policy from time to time.

Options will normally be exercisable from the point of vesting (or, where relevant, release) until the tenth anniversary of the grant date. At any time before the point at which an award has vested/been released, or Option has been exercised, the Board may decide to pay a participant a cash amount equal to the value of the Shares they would have otherwise received.

10. Dividend equivalent payments

The Board may decide to award dividend equivalents on vested Shares in respect of dividends paid over such period as the Board determines, ending no later than the date on which the award vests (or, if relevant, is released). Dividend equivalents may be paid in Shares or cash and may assume the reinvestment of the dividends in Shares.

11. Leavers – unvested awards

Unvested awards will usually lapse on the individual's cessation of office or employment in the Company's group except where cessation is as a result of the individual's death, ill health, injury or disability, where the participant's employing company or business is no longer part of the Company's group, or for any other reason that the Board determines ("Good Leavers").

If a participant dies, an unvested award will, unless the Board determines otherwise, vest and be released at the time of the participant's death to the extent that the Board determines. The Board will take into account the satisfaction of any performance condition and, unless it determines otherwise, the proportion of the performance or vesting period that has elapsed. A participant's personal representatives will normally have 12 months from the participant's death to exercise any vested and released Options.

Unvested awards held by other Good Leavers will usually continue until the normal vesting date at which point the extent of vesting will be determined taking into account the satisfaction of any performance condition. The Board retains discretion to vest the award as soon as reasonably practicable following the date of cessation and to assess any performance condition accordingly. In either case, unless the Board decides otherwise, the level of vesting will also take into account the proportion of the performance or vesting period that has elapsed. If the award is subject to a Holding Period, that will ordinarily continue, although the Board retains discretion to release the Award earlier than originally anticipated. Options will normally be exercisable for six months after vesting (or, where relevant, release), or for such longer period as the Board permits.

APPENDIX I continued

12. Leavers – Holding Period

If a participant ceases to be an officer or employee in the Company's group during a Holding Period, their award will normally be released at the end of the Holding Period, unless the Board determines that it should be released as soon as reasonably practicable following their cessation of office or employment. However, if during a Holding Period a participant is dismissed for gross misconduct or in connection with fraud, their award will lapse immediately. Options will normally be exercisable for six months after release, or for such longer period as the Board permits.

If a participant ceases to be an officer or employee of the Company whilst holding a vested Option which is not (or is no longer) subject to a Holding Period, they will normally have six months, or such longer period as the Board permits, from their cessation of office or employment to exercise that Option, unless they are dismissed for gross misconduct or in connection with fraud, in which case their Option will lapse immediately.

13. Malus and clawback

If:

- there is a material misstatement of the Company's financial results;
- the Board forms the view that in assessing any performance condition and/or any other condition imposed on an award such assessment was based on an error or on inaccurate or misleading information;
- censure by a regulatory authority or any other serious damage to the reputation of any Group Member or a relevant business unit;
- an individual's actions amount to gross misconduct or fraud;

then up until the third anniversary of the vesting date, the Board may:

- reduce awards (to zero if appropriate) or impose additional conditions on the awards; and/or
- require that the participant has to either return some or all of the Shares acquired under their award or make a cash payment to the Company in respect of the Shares delivered.

14. Corporate events

In the event of a change of control of the Company, unvested awards will vest as determined by the Board, taking into account the extent to which any performance condition has been satisfied and, unless the Board determines otherwise, the proportion of the performance or vesting period that has elapsed at the date of the relevant event. Awards, to the extent vested, will then be released.

Alternatively, the Board may permit awards to be exchanged for awards over shares in the acquiring company. If the change of control is an internal reorganisation of the Company or if the Board so decides, participants will be required to exchange their awards (rather than awards vesting/being released as part of the transaction).

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that awards will vest taking into account the satisfaction of any performance condition and, unless the Board determines otherwise, the proportion of the performance period or vesting period that has elapsed at the date of the relevant event. Alternatively, awards may be exchanged for awards over shares in another relevant company.

15. Adjustment of awards

The Board may adjust the number of Shares under an award and/or any nominal exercise price and/or any performance condition applicable to an award in the event of a variation of the Company's share capital or any demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares.

16. Amendments

The Board may amend the 2023 LTIP at any time, provided that prior approval of the Company's shareholders will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares comprised in an award and the impact of any variation of capital.

However, any minor amendment to benefit the administration of the 2023 LTIP, to take account of legislative changes, or to obtain or maintain favourable tax, exchange control or regulatory treatment may be made by the Board without shareholder approval.

17. Termination of the 2023 LTIP

No Awards may be granted under the 2023 LTIP after the tenth anniversary of its approval by shareholders.

Note on Dilution Limit

Because of its dual-listing, unusually for a company admitted to AIM, Accsys' Remuneration Policy is put to a binding vote of its shareholders every three years. Whilst the Accsys Board is pleased to follow the governance level of a company listed on the Main Market, it also needs to ensure that it retains the agility and flexibility on remuneration matters appropriate for growing companies on AIM. On the important topic of long term incentivisation, the exclusion of the 5% in 10 years' limit means that Accsys can incentivise and retain employees who are key to delivery of long-term sustainable performance, including those below the Executive Director level and in other jurisdictions with different labour market conditions, whilst at the same time giving it the flexibility to settle awards in the most appropriate way taking into account all relevant considerations, including cash cost and dilution.



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