

## **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 will be held at 11:00 a.m. on 21 February 2011 at Kensington Centre, 66 Hammersmith Road, London, W14 8UD 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 without prejudice to the authority conferred on them at the 2010 Annual General Meeting of the Company, 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 €2,000,000; provided that this authority shall expire on the date of the next Annual General Meeting of the Company to be held in 2011 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 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 resolutions 1 above, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution as if section 561 of the Act did not apply to any such allotment up to a nominal amount of €2,000,000, such power to expire on the date of the next Annual General Meeting of the Company to be held in 2011 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 (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Registered Office:

Kensington Centre  
66 Hammersmith Road  
London  
W14 8UD

By order of the Board

4 February 2011

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)1372 467308, who will be able to advise you on how to do this.
2. For the convenience of members who may be unable to attend the 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, SLC Registrars, by hand or by post at Thames House, Portsmouth Road, Esher, Surrey KT10 9AD or by sending a completed, signed and dated scanned version of the proxy form by email to [accsysproxy@davidvenus.com](mailto:accsysproxy@davidvenus.com) by 11:00 a.m. on 17 February 2011. The fact that members 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 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.
9. 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 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 of the Company.
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 close of business on 3 February 2011 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. If the Meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned Meeting shall be entitled to attend and vote at the Meeting.
12. As at 2 February (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 200,602,528 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at 2 February are 200,602,528.
13. Persons holding ordinary shares of €0.01 each in the Company through Euroclear Nederland B.V. ("Euroclear") via Admitted Institutions 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 (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 Meeting, they must instruct ABN AMRO Bank N.V. in its capacity as Dutch EGM Agent accordingly. To do this, they are advised to contact their Admitted Institution 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 8:00 a.m. on 4 February 2011.
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)1372 467308. 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 Act, can be found at [www.accsysplc.com](http://www.accsysplc.com).

**EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING**

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.

An explanation of the effect of each resolution, if passed, is set out in Part XII ("Additional Information") of this document. The Company has no intention to exercise the authorities granted pursuant to Resolutions 1 and 2 other than in connection with the Firm Placing and Placing and Open Offer.

The General Meeting will be held at 11:00 a.m. on 21 February 2011. Shareholders should ensure that they arrive at the Meeting a reasonable time in advance. Shareholders who arrive late to the General Meeting may be refused admission.