

**Notice of the 2017  
Annual General Meeting**

31 May 2017



**This document is important and requires your immediate attention**

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK or another appropriately authorised independent financial adviser who specialises in advising in connection with dealing in shares and other securities if you are in a territory outside the UK.

If you have sold or transferred all of your shares in the company, please send this document together with the accompanying documents immediately 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. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

## Directors:

Dr. Clifford Mark Gross (*Executive Chairman*)  
Maurice James Malcolm Groat (*Finance Director*)  
Robert William Payne (*Non-Executive Director*)  
Dr. Robert Clell Miller (*Non-Executive Director*)

8 May 2017

Dear Shareholder,

**Notice of Annual General Meeting**

We are pleased to be writing to you with details of the Annual General Meeting (“**AGM**”) of Tekcapital Plc (the “**Company**”) which will be held at 5 Fleet Place, London EC4M 7RD on Wednesday 31 May 2017 at 10.00 a.m.

The formal notice of the AGM is set out on page 4 of this document.

**Explanation of the Resolutions**

Resolutions 1 to 8 are 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.

Resolution 9 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.

**Resolution 1: Approval of Annual Report and Accounts**

Resolution 1 proposes that the Company’s annual accounts for the year ended 30 November 2016, together with the directors’ report and auditor’s report on these accounts be received, considered and adopted (“**Annual Report and Accounts**”). The Company’s Annual Report and Accounts will be posted to shareholders on 9 May 2017 and will be available online at [tekcapital.com](http://tekcapital.com) for download and printing from such date.

**Resolutions 2 to 5: Re-election of directors**

Resolutions 2 to 5 deal with the re-election of directors, who shall each retire as directors in accordance with the Articles of Association and, being eligible, offer themselves for re-election as directors of the Company.

Biographical details for each of the directors are available online at [tekcapital.com](http://tekcapital.com).

**Resolutions 6 and 7: Re-appointment and remuneration of auditor**

Resolution 6 relates to the re-appointment of HW Fisher & Company as the Company’s auditor to hold office until the next annual general meeting of the Company whilst resolution 7 will be proposed to authorise the directors to set the auditor’s remuneration.

**Resolution 8: Allotment of share capital**

Resolution 8 grants the directors general authority to allot ordinary shares in the capital of the Company or to grant rights to subscribe for, or to convert any security into, such shares in the Company up to an aggregate nominal amount of £127,964, representing approximately 75 per cent. of the Company’s current issued ordinary share capital.

### **Resolution 9: Disapplication of statutory pre-emption rights**

Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time. The directors believe that there may be circumstances when it is in the best interests of the Company to allot new ordinary shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006.

Accordingly, resolution 9 grants the directors general authority to allot equity securities and to sell treasury shares for cash (a) in connection with a rights issue (as defined in Article 5.5 of the Company's Articles of Association); and (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £51,185, representing approximately 30 per cent. of the Company's current issued ordinary share capital, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

### **Form of Proxy**

A Form of Proxy for the AGM is also enclosed. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions thereon so as to arrive as soon as possible at the offices of the Company's registrar, Computershare Investor Services plc, no later than 10.00 a.m. on Friday 26 May 2017. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the AGM, if you so wish.

### **Recommendation**

Your directors believe that the proposals set out in this letter are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of all the resolutions proposed, as they intend to do in respect of their own holdings.

Yours sincerely

**Dr. Clifford Mark Gross**

*Chairman*

Tekcapital Plc

## Notice of the 2017 Annual General Meeting

Notice is hereby given that the Annual General Meeting (“**AGM**”) of Tekcapital Plc (the “**Company**”) will be held at 5 Fleet Place, London EC4M 7RD on Wednesday 31 May 2017 at 10.00 a.m. for the following purposes:

### Ordinary Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as **ordinary resolutions**:

- 1 To receive and adopt the Annual Report and Accounts for the financial year ended 30 November 2016.
- 2 To re-elect Dr. Clifford Mark Gross as a director of the Company.
- 3 To re-elect Mr Maurice James Malcolm Groat as a director of the Company.
- 4 To re-elect Mr Robert William Payne as a director of the Company.
- 5 To re-elect Dr. Robert Clell Miller as a director of the Company.
- 6 To re-appoint HW Fisher & Company as auditor of the Company until the conclusion of the next annual general meeting at which the accounts are laid.
- 7 To authorise the directors of the Company to set the auditor’s remuneration.

### Special Business

To consider and, if thought fit, to pass the following resolutions which, in the case of resolution 8 will be proposed as an **ordinary resolution** and resolution 9 will be proposed as a **special resolution**:

- 8 THAT the authority and power conferred upon the directors to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with Article 5.2 of the Company’s Articles of Association shall apply until the earlier of the conclusion of the Company’s next AGM or the date falling 15 months from the date of the passing of this resolution and for that period the Section 551 Amount (as defined in Article 5.5) shall be £127,964 (approximately 75 per cent. of the Company’s current issued ordinary share capital). All previous authorities pursuant to Article 5.2 are revoked, subject to Article 5.4.
- 9 THAT, subject to the passing of resolution 8, the directors be and are conferred the authority and power to allot equity securities and to sell treasury shares in accordance with Article 5.3 of the Company’s Articles of Association:
  - (a) in connection with a rights issue (as defined in Article 5.5); and
  - (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £51,185 (approximately 30 per cent. of the Company’s current issued ordinary share capital).

The authority granted by this resolution 9 shall apply until the earlier of the conclusion of the Company’s next AGM or the date falling 15 months from the date of the passing of this resolution. All previous authorities pursuant to Article 5.3 are revoked, subject to Article 5.4.

By order of the Board

**Alexander Maxwell Hamilton Inglis**

*Company Secretary*

8 May 2017

**Tekcapital Plc**

5 Fleet Place, London EC4M 7RD

Reg No. 08873361

## Notes

### Entitlement to attend and vote

- 1 Only those members registered on the Company's register of members at 6.00 p.m. on Friday 26 May 2017 shall be entitled to attend and vote at the AGM.

### Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a Form of Proxy with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
- 3 A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrar of 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 AGM.

### Appointment of proxy using hard copy form of proxy

- 6 The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
- 7 To appoint a proxy using the Form of Proxy, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
  - (c) received by Computershare Investor Services plc no later than 10.00 a.m. on Friday 26 May 2017.
- 8 In the case of a member 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.
- 9 Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

### Appointment of proxy by joint members

- 10 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).

### Changing proxy instructions

- 11 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 12 Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
- 13 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.

### **Termination of proxy appointments**

- 14 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services plc no later than 10.00 a.m. on Friday 26 May 2017.
- 15 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- 16 Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

- 17 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Issued shares and total voting rights**

- 18 As at 5 May 2017, the Company's issued share capital comprised 42,654,707 ordinary shares of £0.004 each. Each ordinary share carries the right to one vote at a general meeting of the Company therefore, the total number of voting rights in the Company on 5 May 2017 is 42,654,707.

### **Questions at the AGM**

- 19 Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the AGM unless: (a) answering the question would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

### **Communication**

- 20 You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the letter with which this Notice of Meeting was enclosed and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

### **Inspection of documents**

- 21 The following will be available for inspection at the place of the meeting prior to and during the AGM:
- (a) copies of service contracts of executive directors; and
  - (b) copies of letters of appointment of non-executive directors.



