

Notice of the 2015 Annual General Meeting

29 May 2015



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.



TEKCAPITAL PLC

Registered in England and Wales No. 08873361
Registered Office: 5 Fleet Place, London EC4M 7RD

Directors:

Dr. Clifford Mark Gross (*Executive Chairman*)
Maurice James Malcolm Groat (*Finance Director*)
Prof. Baroness Susan Adele Greenfield CBE (*Non-Executive Director*)
Robert William Payne (*Non-Executive Director*)
Jeffrey Isaac Davidoff Lewis (*Non-Executive Director*)
Carl Gustav Nisser (*Non-Executive Director*)

6 May 2015

Dear Shareholder,

Notice of Annual General Meeting

We are pleased to be writing to you with details of the first Annual General Meeting (“**AGM**”) of Tekcapital Plc (the “**Company**”) which will be held at 5 Fleet Place, London EC4M 7RD on Friday 29 May 2015 at 11.00 a.m.

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

The Company’s annual accounts for the year ended 30 November 2014, together with the directors’ report and auditor’s report on these accounts (“**Annual Report and Accounts**”) shall be circulated to shareholders before the date of the AGM. The Annual Report and Accounts will then be received, considered and adopted at a general meeting of the Company to be held in June, further details of such general meeting shall be provided in due course.

Explanation of the Resolutions

Resolutions 1 to 5 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 6 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.

Resolutions 1 and 2: Re-election of directors

Resolutions 1 to 2 deal with the re-election of directors, who shall 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.

Mr Jeffrey Lewis will retire from office by rotation at the conclusion of the AGM and will not seek re-election.

Resolution 3 and 4: Re-appointment and remuneration of auditor

Resolution 3 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 4 will be proposed to authorise the directors to set the auditor’s remuneration.

Resolution 5: Allotment of share capital

Resolution 5 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 £69,357, representing approximately 50 per cent. of the Company’s issued

ordinary share capital immediately following completion of the placing of new ordinary shares announced on 6 May 2015.

Resolution 6 – 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 6 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 £34,678, representing approximately 25 per cent. of the Company's issued ordinary share capital immediately following completion of the placing of new ordinary shares announced on 6 May 2015, 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 11.00 a.m. on Wednesday 27 May 2015.

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 2015 Annual General Meeting

Notice is hereby given that the first Annual General Meeting (“**AGM**”) of Tekcapital Plc (the “**Company**”) will be held at 5 Fleet Place, London EC4M 7RD on Friday 29 May 2015 at 11.00 a.m. for the following purposes:

Ordinary Business

1. To re-elect Dr Clifford Mark Gross as a director of the Company.
2. To re-elect Mr Maurice James Malcolm Groat as a director of the Company.
3. 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.
4. 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 5 will be proposed as an **ordinary resolution** and resolution 6 will be proposed as a **special resolution**:

5. 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 £69,357 (approximately 50 per cent. of the Company’s issued ordinary share capital immediately following completion of the placing of new ordinary shares announced on 6 May 2015). All previous authorities pursuant to Article 5.2 are revoked, subject to Article 5.4.
6. THAT, subject to the passing of resolution 5, 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 £34,678 (approximately 25 per cent. of the Company’s issued ordinary share capital immediately following completion of the placing of new ordinary shares announced on 6 May 2015).

The authority granted by this resolution 6 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

6 May 2015

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 Wednesday 27 May 2015 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 11.00 a.m. on Wednesday 27 May 2015.
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 11.00 a.m. on 27 May 2015.
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 2015, the Company's issued share capital comprised 23,928,539 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 2015 is 23,928,539.

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.