

# Notice of General Meeting

## ANGLE plc

**Directors:**

I F Griffiths (Finance Director)  
B Howlett (Non-Executive Director)  
A D W Newland (Chief Executive)  
G R Selvey (Chairman)

**Registered Office**

3 Frederick Sanger Road  
The Surrey Research Park  
Guildford  
GU2 7YD

31 October 2016

Dear Shareholder

**Notice of General Meeting**

At the 2016 Annual General Meeting of the Company held on 4 October 2016, Special Resolution 9 in relation to an approved level for the disapplication of statutory pre-emption rights was supported by the majority of shareholders but did not receive the necessary level of support (75%) to be passed at that time. A reduced level for the disapplication of statutory pre-emption rights at 10% has been discussed and agreed with institutional shareholders and the Board is seeking approval of this reduced level.

**Explanation: Disapplication of pre-emption rights**

Under section 561(1) of the Act, if the Directors wish to allot any of the unissued shares or grant rights over shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

Special Resolution 1 herein empowers the Directors to allot equity securities for cash other than in accordance with the statutory pre-emption rights up to a maximum nominal value of £748,157, representing approximately 10% of the Company's nominal value of the issued share capital at the date of this notice.

The authorities requested will expire at the 2017 Annual General Meeting or, if earlier, 31 October 2017.

You will find included with this document a Notice convening a General Meeting of the Company for 2:00 pm on Thursday 24 November 2016 at which the Special Resolution 1 will be proposed.

**Action to be taken**

A Form of Proxy for use at the General Meeting is enclosed. If you are a holder of shares in the Company you are advised to complete and return the form in accordance with the instructions printed on it so as to arrive at the Company's registrars, Capita Asset Services PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible, but in any event no later than 48 hours before the time fixed for the meeting. The return of the Form of Proxy does not preclude you from attending and voting at the General Meeting if you so wish. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

**Recommendation**

Your Directors consider the resolution to be proposed at the General Meeting to be in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend shareholders to vote in favour of the resolution to be proposed at the General Meeting.

Yours faithfully

**Garth Selvey**

Chairman

# Notice of General Meeting Continued

(Company number 4985171)

**Notice is hereby given** that a **General Meeting** of ANGLE plc ("**the Company**") will be held at 2:00 pm on Thursday 24 November 2016 at 3 Frederick Sanger Road, the Surrey Research Park, Guildford GU2 7YD for the purpose of considering and, if thought fit, passing the following special resolution:

## **SPECIAL BUSINESS**

1. **THAT**, the Directors be and they are hereby generally empowered, in substitution for all existing authorities, pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 passed at the Annual General Meeting on 4 October 2016 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register of members of the Company on a date fixed by the Directors in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto but SUBJECT to such exclusions, variations or other arrangements as the Directors may deem necessary or expedient to deal with:
    - i. fractional entitlements;
    - ii. directions from any holders of shares to deal in some other manner with their respective entitlements;
    - iii. legal or practical problems arising in any overseas territory;
    - iv. the requirements of any regulatory body or stock exchange; or
    - v. otherwise howsoever;
  - (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £748,157;

and the power hereby conferred shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 October 2017 or at the conclusion of the next Annual General Meeting of the Company (whichever first occurs) EXCEPT that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

## **Registered Office**

3 Frederick Sanger Road  
The Surrey Research Park  
Guildford  
GU2 7YD

By Order of the Board

**Ian F Griffiths**  
Company Secretary

Dated 31 October 2016

## **Notes:**

1. A member of the Company entitled to attend and vote at the General Meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company. The form of proxy for use by members is enclosed. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. The box on the Proxy Form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given.
2. To be valid, an appointment of proxy must be returned to the Company's Registrars at least 48 hours before the time of the meeting or any adjourned meeting by one of the following methods:
  - the form of proxy in hard copy duly executed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be deposited at the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Note 4 of this document.

Completion and return of the form of proxy will not preclude a member from attending and voting in person.

3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that, to be entitled to attend and vote at the meeting (and for the purpose of determining the number of votes they may cast), members must be entered on the Company's register of members at close of business on 22 November 2016. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by at least 48 hours before the time of the meeting or any adjourned 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 Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. EUI does not make available special procedures in CREST for any particular messages, therefore normal system timings and limitations will apply in relation to the input of CREST proxy instructions. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulations 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's registrars no later than at least 48 hours before the time of the meeting or any adjourned meeting.