

accesso Technology Group plc
("accesso" or the "Company")
Registered number 3959429

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on Tuesday 23 May 2017 at 10.00 a.m. for the following purposes:

Ordinary Business

- Resolution 1:** To receive the audited financial statements of the Company for the year ended 31 December 2016 and to receive the Directors' Report and the Auditors' Report thereon.
- Resolution 2:** To re-appoint Karen Slatford, appointed during the year, as a Director.
- Resolution 3:** To re-appoint Tom Burnet, who retires and offers himself for re-appointment, as a Director.
- Resolution 4:** To re-appoint John Alder, who retires and offers himself for re-appointment, as a Director.
- Resolution 5:** To re-appoint Steve Brown, who retires and offers himself for re-appointment, as a Director.
- Resolution 6:** To re-appoint David Gammon, who retires and offers himself for re-appointment, as a Director.
- Resolution 7:** To re-appoint John Weston, who retires and offers himself for re-appointment, as a Director.
- Resolution 8:** To appoint KPMG LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
- Resolution 9:** To authorise the Directors to determine the remuneration of the Auditor.
- Resolution 10:** To approve the accesso Technology Group plc Company Share Option Plan 2017 (the "CSOP"), the principal terms of which are summarised in the Explanatory notes to the resolutions below, and to authorise the Directors of the Company to do all such things as may be necessary to carry the CSOP into effect.
- Resolution 11:** To approve an employee benefit trust ("EBT") as an employees' share scheme, the principal terms of which are summarised in the Explanatory notes to the resolutions below, and to authorise the Directors of the Company to do all such things as may be necessary to carry the EBT into effect.
- Resolution 12:** To approve amendments to the rules of the accesso Technology Group 2014 Long Term Incentive Plan (the "LTIP") to:
- (i) provide that the number of ordinary shares of the Company ("Shares") issued or that are capable of being issued under the LTIP or any option or award granted under any other share or option plan operated by the Company, in a ten year period, may not exceed such number as represents 15% of the ordinary share capital of the Company in issue on that date, but excluding (a) any Shares issued or that are capable of being issued pursuant to awards granted under the LTIP (or under any

other share or option plan operated by the Company) prior to 31 December 2008, and (b) any Shares subject to awards that have been released, lapsed or have otherwise become incapable of exercise;

- (ii) increase the maximum market value of Shares in respect of which an LTIP award can be granted to any one individual to 150% of his or her salary, or 200% of his or her salary in exceptional circumstances and/or where necessary to recruit or retain an employee;
- (iii) include provisions relating to the adjustment of awards in the event of a misstatement of the accounts of the Company or misconduct on the part of an award holder ("Malus and Clawback");
- (iv) provide for the grant of awards other than a conditional right to acquire Shares (specifically, options, cash awards and phantom options);
- (v) include provisions relating to the grant of awards to United States based employees to ensure compliance with or exemption under United States of America tax laws, specifically s.409A of the United States Internal Revenue Code;
- (vi) take account of recent changes to share dealing regulations, specifically Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "Market Abuse Regulation"); and
- (vii) certain other minor amendments to assist with the interpretation and administration of the LTIP,

as further discussed in the Explanatory notes to the resolutions below, and to authorise the Directors of the Company to do all such things as may be necessary or desirable to carry the amendments to the LTIP into effect.

Resolution 13: To approve the amendments to the rules of the accesso Technology Group 2011 Share Option Scheme for Directors and Employees of the Lo-Q, Inc. (the "SOS") to:

- (i) provide that the number of ordinary shares of the Company ("Shares") issued or that are capable of being issued under the SOS or any option or award granted under any other share or option plan operated by the Company, in a ten year period, may not exceed such number as represents 15% of the ordinary share capital of the Company in issue on that date, but excluding (a) any Shares issued or that are capable of being issued pursuant to options or awards granted under SOS (or any share or option plan operated by the Company) prior to 31 December 2008, and (b) any Shares subject to awards that have been released, lapsed or have otherwise become incapable of exercise;
- (ii) subject to the overall limitations set forth in paragraph (i) immediately above, increase the maximum number of Shares in respect of which an option may be issued under the SOS as an "Incentive Stock Option" within the meaning of the section 422 of the United States Internal Revenue Code from 1,000,000 Shares to 2,500,000 Shares;
- (iii) expand the scope of Group members whose employees are eligible to be granted options under the SOS from Lo-Q, Inc. to any subsidiary corporation of the Company;
- (iv) extend the term of the SOS to the 10th anniversary of the earlier of (i) the date the SOS is approved by shareholders, or (ii) the date the SOS

is adopted by Board, such that subject to the limitations on the number of Shares available to be issued pursuant to the SOS as set forth in paragraphs (i) and (ii) immediately above, options may be issued until such date and may be exercisable for up to 10 years from the date of grant;

- (v) approve for US state securities law purposes a schedule to the SOS containing certain terms and conditions applicable only to residents of the State of California;
- (vi) include provisions relating to the adjustment of options in the event of a misstatement of the accounts of the Company or misconduct on the part of an option holder ("Malus and Clawback");
- (vii) take account of recent changes to share dealing regulations, specifically Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "Market Abuse Regulation"); and
- (viii) certain other minor amendments to assist with the interpretation and administration of the SOS,

as further discussed in the Explanatory notes to the resolutions below, and to authorise the Directors of the Company to do all such things as may be necessary to carry the amendments of the SOS into effect.

Special Business

Resolution 14: To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT in substitution for all existing authorities the Directors be given power under Section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (‘Rights’)

- (i) up to an aggregate nominal amount of £74,551.60, being equivalent to one-third of the Company’s issued share capital; and,
- (ii) up to a further aggregate nominal amount of £74,551.60 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 31 May 2018 (whichever is sooner) unless any offer or agreement is made before the end of that period in which case the

Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this resolution had not expired.”

Resolution 15: To consider and, if thought fit, pass the following resolution as a special resolution: **“THAT**, in substitution for all existing powers and subject to the passing of Resolution 14, the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if the pre-emption provisions of Section 561 of the Act did not apply to such allotment. The power shall be limited to:-

- (i) the allotment of equity securities to any person up to an aggregate nominal amount of £11,182.74 being 5% of the Company’s issued share capital, and
- (ii) the allotment of equity securities up to an aggregate nominal amount of £11,182.74 being 5% of the Company’s issued share capital only for the purpose of financing (or refinancing if the authority is used within 6 months of the original transaction) an acquisition or other specified capital investment announced at the same time or before the allotment of equity securities

and shall expire at the next Annual General Meeting of the Company or 31 May 2018 (whichever is the sooner) unless any offer or agreement is made before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.”

Registered Office:
Unit 5
The Pavilions
Ruscombe Park
Twyford
Berkshire RG10 9NN

BY ORDER OF THE BOARD

Martha Bruce
Company Secretary
26 April 2017

Your attention is drawn to the Notes below

Procedural Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. A form of proxy is enclosed. Appointment of a proxy will not preclude a member from attending the meeting and voting in person.
2. To be valid, the completed and signed form of proxy must be returned to the Company’s Registrars, SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ by 10.00 a.m. on Friday 19 May 2017. Lodging a form of proxy does not preclude a member from attending and voting at the meeting.

3. Any corporation which is a member may 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 shares.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at the close of business on Friday 19 May 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
6. Copies of all Directors' Service Contracts for periods in excess of one year with the Company or any of its subsidiaries are available for inspection during normal business hours at the Company's registered office up to the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting from 15 minutes before the start of the meeting until conclusion of the meeting

Explanatory notes to the resolutions

Resolution 1: Annual Report and Accounts

The Directors must lay before shareholders the audited financial statements of the Company for the year ended 31 December 2016 and the Directors' Report and the Auditors' Report thereon.

Resolution 2

Article 116 of the Articles of Association states that any Director appointed by the Board shall hold office until the next Annual General Meeting. Karen Slatford was appointed as a Non-Executive Director by the Board on 24 May 2016 and, accordingly, in Resolution 2 Karen Slatford is offering herself for re-appointment as a Director at the Annual General Meeting. Biographical details for Karen Slatford are set out on page 11 of the audited financial statements of the Company for the year ended 31 December 2016.

Resolutions 3 to 7

In accordance with recommended best practice and the principles of the UK Corporate Governance Code, in Resolutions 3 to 7 each of the Directors are retiring and offering themselves for re-appointment as Directors at the Annual General Meeting. Biographical information and details of the roles fulfilled by each Director are set out on pages 10 and 11 of the audited financial statements of the Company for the year ended 31 December 2016.

Resolutions 8 and 9: Reappointment and remuneration of auditors

The Company is required to appoint an Auditor at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. Resolution 8 proposes the appointment of KPMG LLP as Auditor to the Company. Resolution 9 authorises the Directors to agree the Auditors' remuneration.

Resolution 10: Adoption of new share option arrangement

Resolution 10 seeks shareholder approval to adopt a company share option plan under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 as an employees' share scheme. It is no longer possible for the Company to grant tax advantaged EMI awards to United Kingdom employees under the Company's existing tax advantaged option plan. It is therefore proposed that the Company should adopt a new United Kingdom tax advantaged company share option plan, the 'accesso Technology Group plc Company Share Option Plan 2017' (the "CSOP"), to offer employees resident for tax purposes in the United Kingdom tax efficient share options. The CSOP also offers the Company the flexibility to grant non-tax advantaged options.

Although not strictly a requirement under the AIM Rules, the Board considers that it is appropriate to seek shareholder approval for the implementation of the CSOP. Resolution 10 is to be proposed at the AGM to approve the CSOP and the principal features of the CSOP are summarised below.

Summary of the principal features of the CSOP

The CSOP provides for the grant of options and provided certain conditions are satisfied, such options may qualify for favourable tax treatment. The CSOP complies with the requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003.

(a) Eligibility

All executive directors who are required to work not less than 25 hours per week for the Company and any of its subsidiaries from time to time (the "**Group**") and all employees of the Group are eligible to participate in the CSOP ("**eligible employees**").

(b) Grant of options

Options may be granted to eligible employees selected by the Remuneration Committee in its absolute discretion during the periods of 42 days from the adoption date, the date of an announcement, the day on which an eligible employee's employment with the Group begins, the day on which changes to the legislation affecting the tax treatment of the CSOP are proposed or made or any other period of 42 days from the date of an event which, in the opinion of the Remuneration Committee, is an exceptional event relating to or affecting the Group.

If the Company is prevented from granting options under the CSOP as a result of the application of statute, order or regulation then options may be granted within 42 days beginning with the date on which such restriction is removed. Options may be granted on terms that their exercise will be subject to the satisfaction of objective performance criteria. Options may also be granted on terms that their exercise will be subject to the option holder paying any employer's national insurance contributions due pursuant to the exercise.

Options may be granted by the trustee of an employee benefit trust. No options may be granted more than 10 years after the adoption of the CSOP.

The CSOP also provides for the grant of non-tax advantaged options. This enables options to be granted under the same terms as the tax-advantaged CSOP but without complying with the particular requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003. The provisions of the CSOP that do not apply to the non-tax advantaged options include the £30,000 limit and the need to comply with the provisions of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003.

(c) Exercise price

The price at which an option holder may acquire ordinary shares on the exercise of an option shall be determined by the Remuneration Committee, but shall not be less than the greater of the market value of an ordinary share at the time of grant and its nominal value.

(d) Scheme limits

The number of ordinary shares over which options may be granted under the CSOP on any date shall be limited so that the total number of ordinary shares issued and issuable pursuant to options granted in any ten-year period under the CSOP, or any option or award granted under any other share or option plan operated by the Company, may not exceed such number as represents 15% of the ordinary share capital of the Company in issue on that date, but excluding (a) any Shares issued or that are capable of being issued pursuant to options or awards granted under any share or option plan operated by the Company prior to 31 December 2008, and (b) any Shares subject to awards that have been released, lapsed or have otherwise become incapable of exercise.

The maximum total market value of Shares over which options may be granted to any employee during any financial year of the Company under the CSOP is 150% of his or her salary, provided that in exceptional circumstances and/or where necessary to recruit or retain an employee, options may be granted to an employee over Shares with a market value of up to 200% of his or her salary.

No option may be granted to an eligible employee which would result in the aggregate exercise prices of ordinary shares comprised in all outstanding options granted to him under the CSOP when aggregated with all outstanding options held under any other share option scheme established by the Company or any associated company exceeding £30,000 or such other amount as provided for by any applicable legislation.

(e) Exercise of Options

Options will normally only be exercisable by an option holder who is still an eligible employee of the Group after the third anniversary of its date of grant and before the tenth anniversary of its date of grant. Options will normally lapse on cessation of employment save in the circumstances set out below.

Earlier exercise is permitted if the option holder dies or leaves employment through injury, disability, redundancy or retirement, a relevant transfer occurs within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006, the company by which the Option Holder is employed ceases to be under the control of the Company or any other circumstances approved by the Remuneration Committee acting fairly and reasonably. In such circumstances options may be exercised notwithstanding that fewer than three years have passed and notwithstanding that the performance conditions have not been satisfied. If the option holder leaves in other circumstances then the Remuneration Committee may, acting fairly and reasonably, allow the option to be exercised early and may, acting on the recommendation of the Remuneration Committee, waive any performance conditions attaching to such award. Early exercise is also permitted in the event of a takeover,

reconstruction or voluntary winding-up of the Company; however, the Remuneration Committee shall in such circumstances determine the extent to which options may be exercised taking account of the Company's performance up to that time.

If any performance conditions attaching to an option have not been satisfied at the end of the performance period then the option will lapse on the normal vesting date.

(f) Manner of exercise

Within 30 days of the receipt of a notice of exercise of an option, together with a payment for the aggregate exercise price and a payment for any income tax and employee national insurance contributions due, the ordinary shares in respect of which the option has been exercised must be issued by the Company or the Company must procure their transfer (which for the purposes of the CSOP includes the transfer of shares out of treasury) to the option holder and shall issue a definitive certificate in respect of the ordinary shares allotted or transferred. Ordinary shares issued or transferred by the Company on the exercise of options will rank *pari passu* with existing ordinary shares.

(g) Exchange of options on change of control

If any company obtains control of the Company as a result of a takeover offer or the sanctioning of a scheme of arrangement under section 899 of the 2006 Act or if a company has become bound or entitled to acquire all the Ordinary Shares under sections 979 to 982 or 983 to 985 of the 2006 Act, an option holder may, by agreement with that other company, seek the release of his options in return for the grant of equivalent options over shares in that other company.

(h) Variation of share capital

In the event of the variation of the share capital of the Company by way of a capitalisation issue or rights issue, or upon any consolidation, subdivision or reduction or otherwise of the Company's capital, that affects or may affect the value of options under the CSOP, the number of ordinary shares the subject of an option and/or the exercise price may be adjusted by the Remuneration Committee in such manner as the Remuneration Committee in its absolute discretion considers to be fair and appropriate provided that the exercise price per share remains at least equal to the nominal value of an ordinary share and the total market value of shares subject to options remains substantially the same. If the exercise price would otherwise fall below the nominal value, the Company may capitalise reserves to the extent it is lawful to pay up additional shares for allotment to option holders.

(i) Amendments and general

No rights under an option may be transferred by an option holder to any other person. In the event of an option holder's death the deceased option holder's option may be exercised within 12 months of the date of death. Options granted under the CSOP shall not be pensionable.

The CSOP may be amended by the Remuneration Committee in any way provided, in summary, that:

- (a) no amendment may be made to a key feature of the CSOP if, as a result of the amendment, the CSOP would no longer meet the requirements of Schedule 4 to ITEPA;
- (b) no material amendment may apply to Options granted before the amendment was made without the consent of the option holder;

- (c) while the Company is subject to any requirement, or bound by any agreement, that this should be the case, no amendment may be made without the prior approval of the Company in general meeting if it would:
- (i) make the terms on which options may be granted materially more generous: or
 - (ii) increase any of the limits relating to the number or value of shares that can be issued under the CSOP; or
 - (iii) to expand the class of potential option holders,
- unless it is a minor amendment to benefit the administration of the CSOP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for the Company.
- (d) The Remuneration Committee may also amend the CSOP to comply with or take account of relevant overseas legal, taxation or securities laws.

Resolution 11: Adopt an employee benefit trust

Resolution 11 seeks shareholder approval to adopt an employee benefit trust ("**EBT**") as an employees' share scheme. It is proposed that the EBT operates alongside the Company's other employee shares schemes/plans and provides an alternative method for the Company of satisfying awards under such shares schemes/plans.

Summary of the principal features of the proposed accesso Technology Group Employee Benefit Trust

(a) **Constitution**

The EBT will be a discretionary trust constituted by a trust deed between the Company and an independent off-shore professional trustee company (the "**Trustees**"). The EBT will be constituted as an employees' share scheme within the meaning of section 1166 of the 2006 Act, with the purpose of encouraging and facilitating the holding of shares by bona fide employees and former employees of the Company (which, for these purposes includes executive directors) and its subsidiaries and certain of their relatives or for their benefit.

(b) **Power and funding**

The Trustees will have full discretion with regard to the application of the trust fund. Whilst under the terms of the trust deed they are required to consult with a liaison committee appointed by the Company (which shall comprise members of the Remuneration Committee, as constituted from time to time) in certain circumstances, the views expressed by the liaison committee are in no respect binding upon them.

The Trustees have the power to acquire ordinary shares in the Company and any ordinary shares so acquired may be used for the purposes of any employees' share scheme/plan operated by the Company.

The EBT may be funded by way of loan or gift to acquire ordinary shares in the Company either by market purchase or by subscription.

(c) **Limits to Holdings and Dividend Waiver**

Any Shares issued to the EBT in order to satisfy options or awards will be treated as counting towards the dilution limits that apply to the Company's share schemes/plans. For the avoidance of doubt, any ordinary shares acquired by the EBT in the market to satisfy options or awards will not count towards these limits. In addition, without prior shareholder approval,

the EBT will not, at any one time, hold more than five per cent. of the ordinary share capital of the Company.

Resolution 12: Amend the accesso Technology Group 2014 Long Term Incentive Plan

Resolution 12 seeks shareholder approval to amend the rules of the accesso Technology Group 2014 Long Term Incentive Plan (the 'LTIP'). The LTIP was adopted by shareholders of the Company on 27 May 2014 and provides for the grant of conditional share awards to eligible employees of the Company. Following consultation with the Company's advisors, it was considered necessary and desirable to make certain amendments to the LTIP to ensure that the LTIP remains an effective tool for incentivising employees of the Group.

The Company operates its share incentive schemes (including the LTIP) for the benefit of a wide class of employees and believes that this policy has been a contributory factor in the performance of the business. The 12% dilution limit contained in the rules of the LTIP is not considered appropriate as it does not provide the Company with sufficient flexibility to continue to operate its share option schemes on a broad basis as thought to be commercially necessary. The proposed amendment to the provisions of the LTIP relating to the maximum number of Shares that can be issued or that are capable of being issued pursuant to subsisting awards under the LTIP (or under any other share or option plan operated by the Company) provides that in a ten year period such awards may not exceed such number as represents 15% of the ordinary share capital of the Company in issue on that date, but excluding (a) any Shares issued or that are capable of being issued pursuant to awards granted under the LTIP (or under any other share or option plan operated by the Company) prior to 31 December 2008, and (b) any Shares subject to awards that have been released, lapsed or have otherwise become incapable of exercise. The rationale for the exclusion under (a) above is to exclude exercised options totalling 590,000 awarded to senior management at that time and before the Company adopted wider equity incentive arrangements. In the medium term, the Directors expect the dilution limit in the ten year period to trend back towards a 12% dilution limit in the coming years.

The proposed amendment to provide for approval of a California schedule to the LTIP is to allow the scheme to be in compliance with certain local securities laws of the State of California.

The proposed amendments to increase the maximum market value of Shares in respect of which an LTIP award can be granted to any one individual, to provide for Malus and Clawback and to address the Market Abuse Regulation are to bring the LTIP in line with current market practice.

In summary, the Malus and Clawback provisions will operate so that, in the event of the misconduct of the award holder and/or misstatement of the accounts of the Company, the Board can reduce the number of shares subject to an award (either before or after such award has vested) and/or require an award holder to transfer shares acquired by the award holder back to the Company (or at the Company's direction) and/or to pay the Company an amount equal to the amount of any or all of the proceeds the award holder realised on the disposal of any of the Shares acquired pursuant to the award.

The proposed amendments to provide for the grant of alternative awards under the LTIP are to provide greater flexibility to the Company when considering how best to incentivise employees. The terms of any alternative awards granted under the LTIP will be substantially similar to the terms relating conditional share awards.

Copies of the amended LTIP will be available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM.

Resolution 13: Amend the accesso Technology Group 2011 Share Option Scheme for Directors and Employees of Lo-Q, Inc.

Resolution 13 seeks shareholder approval to amend the rules of the accesso Technology Group 2011 Share Option Scheme for Directors and Employees of Lo-Q, Inc. (the "SOS"). The SOS was adopted by shareholders of the Company on 23 June 2011 and provides for the grant non-qualified stock options and incentive stock options to eligible employees (including executive directors) of Lo-Q, Inc., a US subsidiary of the Company. Following consultation with the Company's advisors, it was considered necessary and desirable to make certain amendments to the SOS to ensure that the SOS remains an effective tool for incentivising employees of US subsidiaries that are members of the Group.

The Company operates its share incentive schemes (including the SOS) for the benefit of a wide class of employees and believes that this policy has been a contributory factor in the performance of the business. The 12% dilution limit contained in the rules of the SOS is not considered appropriate as it does not provide the Company with sufficient flexibility to continue to operate its share option schemes on a broad basis as thought to be commercially necessary. The proposed amendment to the provisions of the SOS relating to the maximum number of Shares that can be issued or that are capable of being issued pursuant to subsisting options or awards under any share or option plan operated by the Company provides that in a ten year period such awards may not exceed such number as represents 15% of the ordinary share capital of the Company in issue on that date, but excluding (a) any Shares issued or that are capable of being issued pursuant to options or awards granted under any share or option plan operated by the Company prior to 31 December 2008, and (b) any Shares subject to awards that have been released, lapsed or have otherwise become incapable of exercise.

The proposed amendment to increase the number of Shares that may be issued as Incentive Stock Options to US participants is to reflect potential growth in the size of the US workforce and the extension of the term of the SOS.

The proposed amendment to expand the scope of Group members whose employees are eligible to be granted options under the SOS is to reflect that Group members may in the future include other US corporations.

The proposed amendment to extend the term of the SOS is to reflect a desire that an employee share scheme such as the SOS should continue to be available to provide long-term incentives.

The proposed amendment to provide for approval of a California schedule to the SOS is to allow the scheme to be in compliance with certain local securities laws of the State of California.

The proposed amendments to increase the maximum market value of Shares in respect of which a SOS option can be granted to any one individual, to provide for Malus and Clawback and to address the Market Abuse Regulation are to bring the SOS in line with current market practice.

In summary, the Malus and Clawback provisions will operate so that, in the event of the misconduct of the option holder and/or misstatement of the accounts of the Company the

Board can reduce the number of Shares subject to an option (either before or after such option has vested) and/or require an option holder to transfer Shares acquired by the option holder upon exercise back to the Company (or at the Company's direction) and/or to pay the Company an amount equal to the amount of any or all of the proceeds the option holder realised on the disposal of any of the Shares acquired pursuant to the option.

Copies of the amended SOS will be available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and English public holidays exempted) from the date of this Notice until the conclusion of the AGM.

Resolution 14: Authority to allot shares

The authority sought by this resolution is for the Directors to be authorised to allot Ordinary Shares up to two-thirds of the Company's current issued share capital at the date of this notice. Paragraph (i) of the resolution will give the Directors a general authority to allot up to an aggregate nominal value of £74,551.60 being the equivalent of one-third of the Company's issued ordinary share capital at the date of this notice. This is in accordance with the ABI guidelines. In addition, the guidelines permit the authority to extend to a further third of the issued share capital, where any such shares allotted using this additional authority are in connection with a rights issue. Paragraph (ii) of the resolution proposes this additional authority be granted to the Directors.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources. Should the additional authority described in paragraph (ii) of the resolution be used, all Directors will stand for re-election at the next Annual General Meeting as required by the ABI.

Resolution 15: Disapplication of pre-emption rights

When shares are to be allotted for cash, Section 561 of the Companies Act 2006 provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution is seeking to authorise the Directors to allot up to 5% of the Company's issued share capital to any person and a further 5% of the Company's issued share capital only in connection with financing (or refinancing) an acquisition or other specific capital investment otherwise than on a pro-rata basis. This is in accordance with the Pre-Emption Group's Statement of Principles and guidelines issued by institutional investors for companies listed on AIM.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

Voting Recommendation

The Board of Directors believes that all the proposed resolutions set out in the Annual General Meeting notice are in the best interests of shareholders as a whole and the Company and unanimously recommends that members vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.

accesso Technology Group plc (the "Company")

Registered number 3959429

Form of Proxy

I/We, _____ of _____ being a member of accesso Technology Group plc hereby appoint the Chairman of the meeting or _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 23 May 2017 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made and, if applicable, refer to Explanatory Note 2.

Please indicate with an 'X' in the space below how you wish your votes to be cast.

Resolution	For	Against	Discretionary	Vote Withheld
1 To receive the Annual Report and Financial Statements for the year ended 31 December 2016				
2 To re-appoint Karen Slatford as a Director				
3 To re-appoint Tom Burnet as a Director				
4 To re-appoint John Alder as a Director				
5 To re-appoint Steve Brown as a Director				
6 To re-appoint David Gammon as a Director				
7 To re-appoint John Weston as a Director				
8 To appoint KPMG LLP as Auditor				
9 To authorise the Directors to determine the Auditor's remuneration				
10 To approve the accesso Technology Group plc Company Share Option Plan 2017				
11 To approve an employee benefit trust as an employees' share scheme				
12 To approve amendments to the rules of the accesso Technology Group 2014 Long Term Incentive Plan				

13 To approve the amendments to the rules of the accesso Technology Group 2011 Share Option Scheme for Directors and Employees of Lo-Q, Inc.

14 To renew the Directors' authority to allot securities

15 To waive shareholders' rights of pre-emption on allotment of securities

Signed this day of 2017

.....
Signature or common seal (please refer to Explanatory Note 3). (Any one joint holder may sign)

Print Name:

Explanatory Notes:

1. Every shareholder has the right to appoint some other person(s) of their choice who need not be a shareholder as his proxy, to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. To appoint a person other than the Chairman please insert the name of your chosen proxy holder in the space provided. Unless you authorise your proxy to act in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account), please specify next to their name the number of shares in relation to which they are authorised.
2. To appoint more than one proxy, you should photocopy this form and specify next to the proxy holder's name the number of shares in relation to which they are authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. To be valid this proxy form must, in the case of an individual, be signed by the holder or his/her attorney, or, in the case of a corporation, be either given under its common seal or signed on its behalf by an attorney or duly authorised officer, and lodged with SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ no later than 10.00 a.m. on Friday 19 May 2017. 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.
4. The 'Vote Withheld' box is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
5. Only those shareholders registered on the register of members of the Company at 6.30 p.m. on Friday 19 May 2017 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members thereafter will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. In the case of joint shareholders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
7. If in respect of any resolution you have not indicated as to how your proxy should vote, or you have marked as 'Discretionary', your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have the discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.