

**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 2, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on Tuesday 19 May 2015 at 10.30 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 2014 and to receive the Directors’ Report and the Auditors’ Report thereon.
- Resolution 2:** To re-elect as a Director, Mr John Pix Weston, who retires by rotation and offers himself for re-election.
- Resolution 3:** To re-elect as a Director, Mr John Alder, who retires by rotation and offers himself for re-election.
- Resolution 4:** To re-appoint BDO LLP as Auditors of the Company until the conclusion of the next Annual General Meeting.
- Resolution 5:** To authorise the Directors to determine the remuneration of the Auditors.

**Special Business**

- Resolution 6:** 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 £73,098.25; and,
- (ii) up to a further aggregate nominal amount of £73,098.25 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 30 May 2016 (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 7:** 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 7, 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 the allotment of equity securities up to an aggregate nominal amount of £21,930 being 10% of the Company’s issued share capital and shall expire at the next Annual General Meeting of the Company or 30 May 2016 (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 2  
The Pavilions  
Ruscombe Park  
Twyford  
Berkshire RG10 9NN

BY ORDER OF THE BOARD

**Martha Bruce**  
**Company Secretary**  
**17 April 2015**

**Your attention is drawn to the Notes below**

**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 10.30 a.m. on Friday 15 May 2015. 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 15 May 2014. 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 AGM 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 accounts of the Company for the year ended 31 December 2014, the report of the directors and the report of the auditors of the Company on these accounts.

#### **Resolutions 2 to 3 Directors**

Article 111 of the Articles of Association requires that at each annual general meeting one-third of the directors, or if the number of directors is not three or a multiple of three, the number of directors nearest to but not exceeding one third shall retire by rotation.

Resolution 2 proposes the re-election of John Pix Weston who was appointed as a director on 1 May 2011 as one of the directors retiring by rotation at this annual general meeting.

Resolution 3 proposed the re-election of John Alder who was appointed as a director on 3 August 2009 as the other director retiring by rotation at this annual general meeting.

Biographical details of the directors offering themselves for re-election are included in the last page of this notice.

The Board of Directors considers the performance of each of the Directors standing for re-election at the Annual General Meeting to be fully effective and they each demonstrate the commitment and behaviours expected of an accessory director. The Board of Directors also concluded that the non-executive director standing for re-election is independent in terms of the criteria set out in the UK Corporate Governance Code.

#### **Resolution 4 and 5 Reappointment and remuneration of auditors**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. Resolution 4 proposes the reappointment of BDO LLP as auditors to the Company. Resolution 5 authorises the directors to agree the auditors' remuneration.

#### **Resolution 6 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 £73,098.25 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 7 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 shares of up to an aggregate nominal amount of £21,930 otherwise than on a pro-rata basis. This represents 10% of the Company's issued share capital at the date of this notice and is within 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 of 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.**

***Details of the Directors offering themselves for re-election:-***

***John Pix Weston, Non-executive Chairman***

*John Weston is the former Chief Executive of British Aerospace and BAE Systems where he served from 1970 to 2002, when it was a £12.5 billion business employing more than 120,000.*

*Today in addition to serving as Chairman for the premiere technology solutions provider to the attractions and leisure industry, he chairs several other companies: MB Aerospace, a supplier of machined engine components to the aero-engine industry ; Fibercore, a specialist supplier of fiber optics; Windar, a manufacturer of laser wind sensing devices; and is also a non-executive director at Torotrak plc, developers in the commercial application of gearless traction drive technology.*

*Weston joined accesso in May 2011 and serves as a member of the Company's audit and remuneration committees.*

***John Alder, Chief Financial Officer***

*John Alder is a qualified Chartered Accountant and was appointed Chief Financial Officer of accesso in August 2009. He qualified with Coopers and Lybrand (a predecessor firm of PricewaterhouseCoopers) and subsequently spent six years as Finance Director of a subsidiary of AutoLogic Holdings plc, Europe's largest listed automotive logistics company.*

*Prior to joining accesso, Alder spent 4 years as Interim Group Finance Director and European Controller of private equity backed Palletways Group Limited, supporting the Continental European development of Europe's largest and fastest growing palletised freight network business.*

**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 19 May 2015 and at any adjournment thereof.

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

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

**Resolutions**

**For      Against      Discretionary      Vote  
Withheld**

1	To receive the report and accounts for the year ended 31 December 2014				
2	To re-elect John Pix Weston as a director				
3	To re-elect John Alder as a director				
4	To re-appoint BDO LLP as auditors				
5	To authorise the directors to determine the auditors remuneration				
6	To renew the directors' authority to allot securities				
7	To waive shareholders' rights of pre-emption on allotment of securities				

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

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

**Printed 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 10.30 a.m. on Friday 15 May 2015. 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 6.00 p.m. on Friday 15 May 2015 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.