

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 21 May 2019 at 10.00 a.m. to consider the following resolutions, of which 1 to 11 will be proposed as ordinary resolutions and 12 and 13 as special resolutions:

- Resolution 1:** To receive the audited financial statements of the Company for the year ended 31 December 2018 and to receive the Directors’ Report and the Auditors’ Report thereon.
- Resolution 2:** To re-appoint Andrew Malpass, appointed during the year, as a Director.
- Resolution 3:** To re-appoint William Russell, appointed during the year, as a Director.
- Resolution 4:** To re-appoint Tom Burnet, who retires and offers himself for re-appointment, as a Director.
- Resolution 5:** To re-appoint John Alder, 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 Paul Noland, who retires and offers himself for re-appointment, as a Director.
- Resolution 8:** To re-appoint Karen Slatford, who retires and offers herself for re-appointment, as a Director.
- Resolution 9:** To re-appoint KPMG LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
- Resolution 10:** To authorise the Directors to determine the remuneration of the Auditor.

Resolution 11: To consider and, if thought fit, pass the following resolution as an ordinary resolution:

- (i) **“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’) up to an aggregate nominal amount of £91,390.21, being equivalent to one-third of the Company’s issued share capital; and,
- (ii) up to a further aggregate nominal amount of £91,390.21 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 2020 (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.”

Special resolutions

Resolution 12: 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 11 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 to any person or sale of treasury shares up to an aggregate nominal amount of £13,708.53 being 5% of the Company’s issued share capital, and shall expire at the next Annual General Meeting of the Company or 31 May 2020 (whichever is 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.”

Resolution 13: To consider and, if thought fit, pass the following resolution as a special resolution: **“THAT**, in addition to the power granted by Resolution 12 and subject to the passing of Resolution 11 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 or sale of treasury shares up to an aggregate nominal amount of £13,708.53 being 5% of the Company's issued share capital, and
- (ii) use 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 2020 (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."

BY ORDER OF THE BOARD



Martha Bruce
Company Secretary
23 April 2019

Registered Office:

Unit 5
The Pavilions
Ruscombe Park
Twyford
Berkshire RG10 9NN

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, Elder House, St. Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS by 10.00 a.m. on Friday 17 May 2019. 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 6.30 p.m. on Friday 17 May 2019. 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 2018 and the Directors' Report and the Auditors' Report thereon.

Resolutions 2 and 3

Article 116 of the Articles of Association states that any Director appointed by the Board shall hold office until the next Annual General Meeting. Andrew Malpass was appointed as a Non-Executive Director by the Board on 26 June 2018 and William Russell was appointed as Non-executive Chairman by the Board on 1 March 2019. Accordingly, in Resolutions 2 and 3 Andrew Malpass and William Russell are offering themselves for re-appointment as Directors at the Annual General Meeting.

Resolutions 4 to 8

In accordance with recommended best practice, in Resolutions 4 to 8 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 23 and 24 of the audited financial statements of the Company for the year ended 31 December 2018.

Resolutions 9 and 10 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 9 proposes the re-appointment of KPMG LLP as Auditor to the Company. Resolution 10 authorises the Directors to agree the Auditors' remuneration.

Resolution 11 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 £91,390.21 being the equivalent of one-third of the Company's issued ordinary share capital as at 16 April 2019 (the last practicable date prior to the publication of this Notice). This is in accordance with The Investment Association Share Capital Management 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.

Resolution 12 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 will give the Directors authority, in certain circumstances, to allot ordinary shares pursuant to the authority granted under resolution 11, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing shareholding.

This authority would be limited to allotment or sales:

(a) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of such securities or as the Directors otherwise consider necessary; and

(b) otherwise up to a maximum nominal value of £13,708.53 (representing 1,370,853 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 16 April 2019 (the last practicable date prior to the publication of this Notice).

Resolution 13 Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

Resolution 13 is proposed as a separate resolution, in accordance with a recommendation of the Pre-Emption Group and the Investment Association Guidelines, to authorise the Directors to allot an additional quantity of shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal amount of £13,708.53, representing a further 5% of the Company's issued share capital. The additional authority in this resolution may be used only in connection with the financing (or refinancing) of an acquisition or specified capital investment. In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that they intend to use the authority sought in this resolution only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue, and will provide shareholders with information regarding the transaction if the authority is used.

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 21 May 2019 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.

Resolutions

		Vote			
		For	Against	Discretionary	Withheld
1	To receive the Annual Report and Financial Statements for the year ended 31 December 2018				
2	To re-appoint Andrew Malpass as a Director				
3	To re-appoint William Russell as a Director				
4	To re-appoint Tom Burnet as a Director				
5	To re-appoint John Alder as a Director				
6	To re-appoint David Gammon as a Director				
7	To re-appoint Paul Noland as a Director				
8	To re-appoint Karen Slatford as a Director				
9	To re-appoint KPMG LLP as Auditor				
10	To authorise the Directors to determine the Auditor's remuneration				
11	To renew the Directors' authority to allot securities				
12	To waive shareholders' rights of pre-emption on allotment of securities				
13	To waive shareholders' rights of pre-emption in connection with an acquisition or specified capital investment.				

Signed this _____ day of _____ 2019

.....
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, Elder House, St. Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS no later than 10.00 a.m. on Friday 17 May 2019. 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 17 May 2019 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.