



**accesso Technology Group plc**  
**(the 'Company')**

19 April 2021

Dear Shareholder

Our preference had been to welcome shareholders in person to our 2021 Annual General Meeting ('AGM'), particularly given the constraints we faced in 2020 due to the Covid-19 pandemic. However, at the date of this Notice of AGM, our Twyford office remains closed and due to international travel restrictions, some of our Board members would be unable to travel to the meeting.

As we are unable to offer our shareholders a Covid secure location for the meeting, our AGM will be held at our Company Secretary's home office. The Board will ensure a quorum is present and we ask our shareholders to not attend in person.

As was the case last year, given this restricted attendance the AGM will be purely functional and address just the formal resolutions detailed in the notice of meeting necessary to enable the Board to conduct the business and affairs of the Company.

There will be no discussion and no opportunity for questions at the meeting. If shareholders have questions, they should be emailed to [investor.relations@accesso.com](mailto:investor.relations@accesso.com) in advance of the AGM. You will receive a written response and, if there are common themes raised by a number of shareholders, we may publish an AGM questions and answers section on the Company's website

Voting on all resolutions at the meeting will be conducted by poll vote and we strongly encourage you to complete and return a form of proxy to ensure your votes are included. You will need to appoint the 'Chairman of the meeting' as your proxy as no other person will be able to attend the AGM on your behalf this year. Please follow the instructions on the Form of Proxy and return your vote either in hard copy or a scanned copy can be emailed to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com) by 1.45 p.m. on Friday 14 May.

We regret the need to restrict attendance once again this year, as ordinarily the AGM provides an important and valued opportunity for the Board to engage with shareholders. Dependent on how the Covid-19 situation develops, we will consider convening a further shareholder meeting later in the year.

In the meantime, the Board would like to thank you for your continued support, co-operation and understanding at this time and urge you again to submit a form of proxy to ensure your votes are counted.

A handwritten signature in black ink that reads "Bill Russell".

**Bill Russell**  
**Non-Executive Chairman**

**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 7 Clifton Terrace, Cliftonville, Dorking Surrey, RH4 2JG on Tuesday 18 May 2021 at 1.45 p.m. to consider the following resolutions, of which 1 to 10 will be proposed as ordinary resolutions and 11 to 13 as special resolutions:

- Resolution 1:** To receive the audited financial statements of the Company for the year ended 31 December 2020 and to receive the Directors’ Report and the Auditors’ Report thereon.
- Resolution 2:** To re-appoint Fern MacDonald, appointed during the year, as a Director.
- Resolution 3:** To re-appoint Jody Madden, appointed during the year, as a Director.
- Resolution 4:** To re-appoint Steve Brown, who retires and offers himself for re-appointment as a Director.
- Resolution 5:** To re-appoint Andrew Malpass, who retires and offers himself for re-appointment, as a Director.
- Resolution 6:** To re-appoint William Russell, who retires and offers himself for re-appointment, as a Director.
- Resolution 7:** To re-appoint Karen Slatford, who retires and offers herself for re-appointment, as a Director.
- Resolution 8:** To re-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:**
- (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 £137,388.64, being equivalent to one-third of the Company’s issued share capital; and,
  - (ii) up to a further aggregate nominal amount of £137,388.64 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 2022 (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 11:** THAT, in substitution for all existing powers and subject to the passing of Resolution 10 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 £20,608.30 being 5% of the Company's issued share capital, and shall expire at the next Annual General Meeting of the Company or 31 May 2022 (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 12:** THAT, in addition to the power granted by Resolution 11 and subject to the passing of Resolution 10 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 £20,608.30 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 2021 (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.

**Resolution 13** To adopt as the new Articles of Association of the Company, the Articles of Association set out in the document produced to the meeting and, for the purposes of identification, signed by the Chairman, so that the new Articles apply in substitution for and to the exclusion of the Company's existing Articles of Association.

**BY ORDER OF THE BOARD**



**Martha Bruce**  
**Company Secretary**  
**19 April 2021**

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

### **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. Whilst ordinarily lodging a form of proxy does not preclude a member from attending and voting at the meeting, due to Covid-19 restrictions, no additional members over and above the quorum requirement will be able to attend the Annual General Meeting ('AGM') on 18 May 2021. Members are therefore strongly encouraged to complete and return a form of proxy appointing the 'Chairman of the meeting' as their proxy to ensure their votes are included in the poll vote conducted on all resolutions.
2. To be valid, the completed and signed form of proxy must either be returned to the Company's Registrars, SLC Registrars, Elder House, St. Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS or a scanned copy be emailed to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com). Whichever means of return is used this must be done in sufficient time to ensure the form is received by 1.45 p.m. on Friday 14 May 2021.
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. As no additional members or their representatives will be able to attend the AGM on 18 May 2021, corporate members are strongly encouraged to complete and return a form of proxy appointing the 'Chairman of the meeting' as their proxy to ensure their votes are included in the poll vote.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to 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 14 May 2021. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to 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. Whilst copies of all Directors' Service Contracts for periods in excess of one year with the Company or any of its subsidiaries are ordinarily made available for inspection during normal business hours at the Company's registered office up to the date of the AGM and at the place of the AGM from 15 minutes before the start of the meeting until conclusion of the meeting, given the Covid-19 restrictions, copies will be made available as well as copies of the proposed new Articles of Association to members on receipt of a valid request made to [investor.relations@accesso.com](mailto:investor.relations@accesso.com).

### **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 2020 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. Fern MacDonald was appointed as Chief Financial Officer by the Board on 27 April 2020. Accordingly, in Resolution 2 Fern MacDonald is offering herself for re-appointment as a Director at the Annual General Meeting. Jody

Madden was appointed as a Non-Executive Director by the Board on 1 January 2021. Accordingly, in Resolution 3 Jody Madden is offering herself for re-appointment as a Director at the Annual General Meeting.

#### **Resolutions 4 to 7**

In accordance with recommended best practice, in Resolutions 4 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 17 and 18 of the audited financial statements of the Company for the year ended 31 December 2020.

#### **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 re-appointment of KPMG LLP as Auditor to the Company. Resolution 9 authorises the Directors to agree the Auditor's remuneration.

#### **Resolution 10 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 £137,388.64 being the equivalent of one-third of the Company's issued ordinary share capital as at 9 April 2021 (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 11 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 10, 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 £20,608.30 (representing 2,060,830 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 9 April 2021 (the last practicable date prior to the publication of this Notice).

## **Resolution 12 Disapplication of pre-emption rights in connection with an acquisition or specified capital investment**

Resolution 12 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 £20,608.30, 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.

## **Resolution 13 Articles of Association**

It is proposed to adopt new Articles of Association ('the new articles') principally in order to reflect developments in practice regarding general meetings. Due to the extent of the changes, the Company is proposing the adoption of new articles rather than amendments to the current Articles of Association adopted in 2011.

The new articles give the directors the power to convene a general meeting as a hybrid meeting, that is to provide facilities for shareholders to attend a meeting which is being held at a physical place, by electronic means as well (but not to convene a purely electronic meeting). The new articles set out how the other provisions of the articles apply in those circumstances, in particular the need to provide details of the facilities for the electronic meeting, the power of directors to make arrangements for participation at such meetings and that all resolutions put to members at the meeting, including procedural resolutions, are decided on a poll. Subject to approval of the new articles, the Board will consider for each general meeting the most appropriate means for holding the meeting, and believes it is appropriate to have the flexibility in the articles to allow shareholders to participate by electronic means where the Board determines this is necessary.

A copy of the Articles of Association together with a copy of the amended form of articles of association of the Company that are proposed to be adopted by Resolution 13 are available to members on receipt of a valid request to [investor.relations@accesso.com](mailto:investor.relations@accesso.com).

## **Voting Recommendation**

**The Board of Directors believes that all the proposed resolutions set out in the Notice of AGM 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.**

**Shareholders are urged to return their completed signed forms of proxy either by post or by email as instructed in Procedural Note 2 above. This will ensure their votes are counted in the poll vote that will be conducted on all resolutions at the AGM.**

**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 18 May 2021 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.

<b>Resolutions</b>		<b>For</b>	<b>Against</b>	<b>Discretionary</b>	<b>Vote Withheld</b>
1	To receive the Audited Financial Statements for the year ended 31 December 2020				
2	To re-appoint Fern MacDonald as a Director				
3	To re-appoint Jody Madden as a Director				
4	To re-appoint Steve Brown, as a Director				
5	To re-appoint Andrew Malpass as a Director				
6	To re-appoint William Russell as a Director				
7	To re-appoint Karen Slatford as a Director				
8	To re-appoint KPMG LLP as Auditor				
9	To authorise the Directors to determine the Auditor's remuneration				
10	To renew the Directors' authority to allot securities				
11	To waive shareholders' rights of pre-emption on allotment of securities				
12	To waive shareholders' rights of pre-emption in connection with an acquisition or specified capital investment.				
13	To adopt new Articles of Association				

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

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

**Print Name:** .....

**Explanatory Notes: Given restricted attendance at the AGM this year we strongly encourage all shareholders to complete and return a form of proxy to ensure their votes are counted in the poll vote that will be conducted on all resolutions at the AGM.**

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. **However, given restricted attendance at the AGM this year you should appoint the “Chairman of the meeting” as your proxy to vote on your behalf.** 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 the number of shares in relation to which the proxy is 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.
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.
4. The completed and signed form can either be sent in hard copy form to SLC Registrars, Elder House, St. Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS or be scanned and sent electronically to SLC Registrars by email at [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com). In either case the form must be received no later than 1.45 p.m. on Friday 14 May 2021. 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 when sent to SLC Registrars.
5. 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.
6. Only those shareholders registered on the register of members of the Company at 6.30 p.m. on Friday 14 May 2021 shall be entitled to 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 vote at the meeting
7. 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.
8. 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.
9. Whilst ordinarily the completion and return of this form will not preclude a member from attending the meeting and voting in person, due to Covid-19 attendance is restricted at the AGM this year and we ask shareholders to not attend in person.