

### **Notice of Annual General Meeting**

Notice is hereby given that the thirteenth Annual General Meeting of Provexis plc (the 'Company') will be held at the offices of TLT LLP, 20 Gresham Street, London EC2V 7JE at 2:00pm on 3 October 2017 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 5 inclusive will be proposed as ordinary resolutions and resolutions numbered 6 to 9 inclusive will be proposed as special resolutions.

### **Ordinary Business**

1. That the annual financial statements of the Company for the year ended 31 March 2017 and the reports of the Directors and auditors thereon be received.
2. That Moore Stephens LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
3. That the Directors be authorised to agree the auditors' remuneration.
4. That Dawson Buck, who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director.

### **Special Business**

5. That the Directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company:

(a) to allot ordinary shares of 0.1 pence in the Company; and

(b) to grant rights to subscribe for or convert any security into ordinary shares of 0.1 pence each in the Company ('Rights'),

up to an aggregate nominal amount of £628,413 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever occurs first save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the Company or grant Rights in pursuance of such offer or agreement as if such authority had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

6. That, subject to the passing of resolution 5, and in accordance with section 570 of the Companies Act 2006, the Directors be and they are hereby generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 5, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities in connection with or pursuant to a rights issue, open offer or equivalent offer in favour of the holders of ordinary shares in which such holders are offered the right to participate in proportion (as nearly as may be) to their respective holdings or in accordance with the rights attached thereto but subject to such exclusion or other arrangements as the Directors consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any regulatory body or stock exchange in any territory; and

(b) the allotment (other than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £282,786;

and shall expire on the conclusion the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever occurs first (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This power is in substitution for all previous powers conferred on the Directors in accordance with section 570 of the Companies Act 2006 but without prejudice to any allotment of shares or offer or agreement which would or might require equity securities to be allotted already made or offered or agreed to be made pursuant to such powers.

**Special Business (continued)**

7. That:

- a) clause 4 of the Company's Articles of Association be deleted;
- b) subject to the provisions of sections 550 and 551 of the Companies Act 2006, there be no cap on the authorised share capital of the Company and no restriction on the number of new shares that the Company can issue; and
- c) all issues of shares undertaken by the Company pursuant to the authorities given at each of the annual general meetings of the Company held in 2013, 2014, 2015 and 2016 be, for the avoidance of any doubt, ratified notwithstanding any such issue being in excess of any amount of authorised share capital of the Company expressed in the Company's Articles of Association.

8. That a new clause 4 be inserted into the Company's Articles of Association as follows:

**'4. Limited Liability**

The liability of the members of the Company is limited to the amount, if any, unpaid on the shares in the Company held by them.'

9. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of 0.1 pence each in the capital of the Company ('ordinary shares') provided that:

- a) the maximum number of ordinary shares that may be purchased is 94,261,909 (representing 5% of the Company's issued ordinary share capital);
- b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.1 pence;
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company on the relevant investment exchange on which any such ordinary shares are traded for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased;
- d) the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting); and
- e) the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By order of the Board

**Ian Ford**  
Company Secretary  
7 September 2017

**Registered office**  
Prospect House  
58 Queens Road  
Reading  
Berkshire RG1 4RP

## **Notes concerning the Annual General Meeting**

### **Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - 1.1 6:30pm on 29 September 2017; or
  - 1.2 if the Annual General Meeting is adjourned, at 6:30pm two days before the time of any adjourned meeting,shall be entitled to attend and vote at the Annual General Meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but may only attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to the proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share and the proxy last delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that share, if the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you indicate on your proxy form that your proxy 'may abstain from voting at his or her discretion' or no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

### **Proxy form**

6. To appoint a proxy using the proxy form, the form must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;
  - 6.3 received by Equiniti Limited no later than 2:00pm on 29 September 2017 or, if the Annual General Meeting is adjourned or a poll is taken subsequent to the date of the meeting, not less than twenty four hours before the time appointed for the taking of the poll or forty eight hours before the time appointed for the adjourned meeting (excluding weekends and bank holidays); and
  - 6.4 in the case of a member which is a company, executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. 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 accompany the proxy form.

**Resolution 1 - Annual Financial Statements**

The Directors are obliged to lay the annual financial statements before the Company in general meeting.

**Resolution 2 - Appointment of Auditors**

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid. This resolution proposes the re-appointment of Moore Stephens LLP as auditors.

**Resolution 3 - Remuneration of Auditors**

This resolution authorises the Directors to agree the remuneration of Moore Stephens LLP as auditors of the Company.

**Resolution 4 - Retirement by rotation**

Under the provisions of the Company's Articles of Association, at every Annual General Meeting one-third of the Directors (or the number nearest to and less than one third) shall retire from office and may offer themselves for re-election. Dawson Buck, being eligible, offers himself for re-appointment.

Dawson Buck, the Company's Executive Chairman, was first appointed to the Board in 2005. Dawson has over twenty years' senior international experience within the electronic security, property, retail and IT industries. Dawson was a founder and the CEO of Automated Loss Prevention Ltd, which he led from its inception to its sale to the Sensormatic Electronic Corporation Inc in 1992. Until 2005 Dawson was Deputy Chief Executive of ANGLE plc.

**Resolution 5 - Authority to allot shares**

Under section 551 of the Companies Act 2006 (the 'Act'), the Directors of a company may only allot shares if authorised to do so by the company's articles or by a resolution of the company. This resolution, if passed, will renew the section 551 authority given on 30 September 2016.

Resolution 5 is an ordinary resolution which will allow the Directors to allot new shares up to a nominal value of £628,413 which is equivalent to one third of the total issued ordinary share capital of the Company as at the date of this Notice.

This authority will expire at the conclusion of the next Annual General Meeting or 15 months from the date of the resolution, whichever is the earlier.

**Resolution 6 - Disapplication of pre-emption rights**

If equity securities are to be allotted for cash, section 561 of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements.

Resolution 6 is a special resolution which, if passed, would allow the Directors, pursuant to section 570 of the Act, to allot shares for cash without first offering them to shareholders in accordance with that Act. This power is limited to allotments of equity securities for cash up to a maximum nominal amount of £282,786, which is equivalent to 15% of the total issued ordinary share capital of the Company as at the date of this Notice, and allotments of equity securities in connection with a rights issue or other offer to shareholders, subject to the Directors' ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer. This power will expire on the conclusion of the next Annual General Meeting or 15 months from the date of the resolution, whichever is the earlier. This renews the power given on 30 September 2016.

**Resolution 7 - Amendment to the Company's Articles of Association - authorised share capital**

Pursuant to the Companies Act 2006 (the '2006 Act'), there is no longer a requirement for a company to include its authorised share capital or any maximum amount of authorised share capital in its memorandum or articles of association, and directors may increase share capital by simply allotting new shares. At the time of adoption of the Company's Articles of Association in 2009, the provisions of the 2006 Act had not been fully implemented including the provisions relating to authorised share capital and the Company's Articles of Association included provisions which constituted such a restriction. Since then, the share capital of the Company has been altered both in connection with the demerger and capital reduction undertaken in 2013 and by subsequent issues of shares all approved by specific resolutions put to the members of the Company. The purpose of this special resolution is to remove the provisions which constitute such a restriction and to ratify, for the avoidance of any doubt, the issues of shares which have subsequently taken place.

**Resolution 8 - Amendment to the Company's Articles of Association - limited liability clause**

While the Company has always been and continues to be a company limited by shares, a specific provision previously contained in its memorandum of association specifically expressing such limited liability was not restated in the Company's Articles of Association at the time of the adoption of new articles of association in 2009 nor when the Company's Articles of Association were amended and updated in 2013. The new limited liability clause proposed in accordance with this Special Resolution 8 states, for the avoidance of doubt and in accordance with best practice, the nature of the limited liability of the members.

**Resolution 9 - Authority to purchase own shares**

The Companies Act 2006 permits a company to purchase its own shares provided the purchase has been authorised by the company in general meeting. To provide the Directors with flexibility for the forthcoming year this authority is being sought at the Annual General Meeting.

Resolution 9 is a special resolution which, if passed, would give the Company the authority to purchase its own issued ordinary shares at a price of not less than 0.1 pence per share and not more than 105% above the average of the middle market quotations for the Company's shares for the five dealing days before the purchase is made. The authority would be to purchase a maximum of 5% of the Company's issued share capital as at the date of this Notice and would expire at the end of the next Annual General Meeting or 15 months from the date of the resolution, whichever is the earlier.

The Directors would not make purchases unless they believed that the purchase was generally in the best interests of the shareholders and unless (except in the case of purchases intended to satisfy obligations under share schemes) the expected effect of the purchase would be to increase earnings per share of the remaining shares. Any shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors as being in the best interests of the shareholders at the time. The Directors have no present intention of making such purchases. This renews the power given on 30 September 2016.



**Proxy form for use at the Annual General Meeting of Provexis plc, to be held at the offices of TLT LLP, 20 Gresham Street, London EC2V 7JE at 2:00pm on 3 October 2017.**

I/We   
of   
a member/members of Provexis plc (the 'Company') hereby appoint the Chairman of the Meeting, or (see note 2)

Tick box if one of multiple proxy appointments  Number of shares (if not full voting entitlement) (see note 2)  
as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at the offices of TLT LLP, 20 Gresham Street, London EC2V 7JE at 2:00pm on 3 October 2017 and at any adjournment thereof.

Date..... 2017 Signature.....

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>Ordinary business</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. Receive the accounts of the Company for the year ended 31 March 2017 and the reports of the Directors and auditors thereon (ordinary resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-appoint Moore Stephens LLP as auditors of the Company (ordinary resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Authorise the Directors to agree the auditors' remuneration (ordinary resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Dawson Buck as Director (ordinary resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
 <b>Special business</b>			
5. Authority for the Directors to allot ordinary shares (ordinary resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authority for the Directors to allot equity securities for cash otherwise than on a pre-emptive basis (special resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amend the Company's Articles of Association - authorised share capital (special resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Amend the Company's Articles of Association - limited liability clause (special resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authority for the Company to make market purchases of its own shares (special resolution).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Notes**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person. You can only appoint a proxy using the procedures set out in these notes.
2. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint more than one proxy, you should photocopy the proxy form. Please indicate in the box below the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. If left blank your proxy will be deemed to be authorised 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 also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing BN99 6DA together in an envelope.
  - To appoint the Chairman as your sole proxy in respect of all your shares fill in any voting instructions and sign and date the proxy form, but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the meeting or' and insert the name of your proxy (who need not be a member of the Company). Then complete the rest of the proxy form.
3. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish for a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be completed and signed and sent or delivered to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing BN99 6DA so as to be received no later than 48 hours (excluding weekends and bank holidays) before the time fixed for holding the meeting. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your appointment, see the notes to the notice of meeting.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulation 2001, only persons entered on the register of members of the Company at 6:30pm on 29 September 2017, or if the meeting is adjourned, at 6:30pm two days (excluding weekends and bank holidays) before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.



