

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your ordinary shares in Arcontech Group PLC, you should pass this document, together with the accompanying form of proxy and other documents enclosed herein, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

## **ARCONTECH GROUP PLC NOTICE OF ANNUAL GENERAL MEETING**

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

Notice of the annual general meeting which has been convened for 10.00am on 27 September 2018 at the offices of the Company at 1<sup>st</sup> Floor, 11-21 Paul Street, London EC2A 4JU is set out at pages 4 and 5 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon, so as to be received by the Company's registrar Link Asset Services as soon as possible and in any event not later than 10.00am on 25 September 2018.

**ARCONTECH GROUP PLC**  
(Incorporated and registered in England and Wales under company number 4062416)

**Registered Office**

1<sup>st</sup> Floor  
11-21 Paul Street  
London  
EC2A 4JU

31 August 2018

To the Holders of Arcontech Group PLC Shares

Dear Shareholder,

**Notice of Annual General Meeting**

I am pleased to be writing to you with details of our annual general meeting (**AGM**) which we are holding at the Company's offices at 1<sup>st</sup> Floor, 11-21 Paul Street, London EC2A 4JU at 10.00am on 27 September 2018. The formal notice of the AGM is set out on pages 4 and 5 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the proxy form enclosed with this notice and return it to the Company's registrars, Link Asset Services PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, as soon as possible. They must receive it by not later than 10.00am on 25 September 2018.

Explanatory notes on all the business to be considered at this year's AGM can be found on pages 6 to 7.

To further reduce our environmental impact, we will be removing paper from the voting process for future meetings in favour of a quicker and more secure method of voting online via our registrars' website. You will however be able to request a paper proxy if you wish from our registrars at the appropriate time.

**Dividend**

I am pleased to announce your Board proposes, subject to the approval of an ordinary resolution of shareholders at the AGM, to pay a dividend of 1.3 pence per share for the year ended 30 June 2018, to those shareholders on the register as at the close of business on 7 September 2018, with an ex-dividend date of 6 September 2018. If approved at the AGM, the dividend will be paid on 4 October 2018.

**Buy back of shares**

A special resolution is proposed to grant the Company authority to purchase its own ordinary shares in the market. The Directors will seek authority, to expire on 30 September 2019 or at the end of the annual general meeting in 2019 whichever is earlier, for the Company to purchase its own ordinary shares in the market up to a maximum of 1,321,051 ordinary shares having an aggregate nominal value of £165,131, being 10 per cent of the existing ordinary share capital in issue as at 29 August 2018 (being the latest practicable date prior to the publication of the AGM notice). The terms of this authority and its effect are described in the explanatory notes to the resolutions at the end of the AGM notice.

**Recommendation**

The board considers that all of the resolutions are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the board unanimously recommends that you vote in favour of all resolutions.

Yours Sincerely

**Richard Last**  
Chairman

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice of AGM posted to Shareholders	31 August 2018
Shares become ex-dividend	6 September 2018
Record date for dividend	7 September 2018
Latest time and date for receipt of Forms of Proxy	10.00am on 25 September 2018
Annual general meeting	10.00am on 27 September 2018
Payment of dividend	4 October 2018

# Notice of Annual General Meeting

ARCONTECH GROUP PLC  
Company Number 4062416

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Arcontech Group PLC (the "**Company**") will be held at the Company's offices, 1<sup>st</sup> Floor, 11-21 Paul Street, London EC2A 4JU at 10.00am on 27 September 2018 to consider, and if thought fit, pass the Ordinary and Special Resolutions specified below. Resolutions 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 and 9 as Special Resolutions:

## Ordinary Business

That the following resolutions be considered as Ordinary Resolutions:

1. **THAT** the audited financial statements of the Company for the financial year ended 30 June 2018 together with the reports on those financial statements of (i) the directors of the Company (the "**Directors**") and (ii) the auditors of the Company (the "**Auditors**") be received and adopted.
2. **THAT** a final dividend of 1.3 pence per ordinary share in respect of the financial year of the Company ended 30 June 2018, be declared and be paid on 4 October 2018 to ordinary shareholders whose names appear in the register of members at the close of business on 7 September 2018.
3. **THAT** Nexia Smith & Williamson be reappointed as Auditors to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company, and that the Directors be authorised to determine their remuneration.
4. **THAT** Michael Levy, who retires by rotation under Article 106 of the Company's articles of association, be re-elected a director of the Company.
5. **THAT** Richard Last, who retires having been in office for more than 10 years, be re-elected a director of the Company.
6. **THAT** Louise Barton, who retires having been in office for more than 10 years, be re-elected a director of the Company.

## Special Business

That the following resolution be considered as an Ordinary Resolution:

7. **THAT** in accordance with section 551 of the Companies Act 2006 ("**2006 Act**"), the Directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £410,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day falling fifteen months after the passing of this resolution or at the conclusion of the annual general meeting of the Company to be held in 2019 (whichever is earlier) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

**THAT** the following resolutions be considered as Special Resolutions:

8. **THAT** subject to the passing of Resolution 7 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 7 above and/or be and are hereby empowered pursuant to section 573 of the 2006 Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the 2006 Act) for cash, in each case for the duration of this authority, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided the power to allot equity securities and sell treasury shares shall:

## Notice of Annual General Meeting (continued)

- 8.1 in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of those securities) in proportion (as nearly as may be) to their respective holdings, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical difficulties in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 8.2 (otherwise than pursuant to sub-paragraph 8.1 above) be limited to the allotment of equity securities and sale of treasury shares up to an aggregate nominal amount of £410,000; and
- 8.3 expire on the day falling fifteen months after the passing of this resolution or at the conclusion of the annual general meeting of the Company to be held in 2019 (whichever is earlier) (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 or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
9. THAT the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of 12.5 pence each in the capital of the Company provided that:
- (i) the maximum number of shares which may be purchased is 1,321,051;
  - (ii) the minimum price which may be paid for each share is 12.5 pence;
  - (iii) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current bid as stipulated by the European Commission adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and
  - (iv) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2019, or on 30 September 2019, whichever is the earlier, (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

By Order of the Board

.....  
Michael Levy  
Secretary

Registered Office:  
1<sup>st</sup> Floor  
11-21 Paul Street  
London  
EC2A 4JU

31 August 2018

# Notice of Annual General Meeting (continued)

## EXPLANATORY NOTES TO EACH RESOLUTION

The following notes give an explanation of the proposed resolutions

### *Ordinary Resolutions*

Resolutions 1 to 7 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the relevant resolution.

#### **Report and Accounts (Resolution 1)**

The directors of the Company must present the accounts to the meeting.

#### **Dividend (Resolution 2)**

The Company proposes to pay a dividend of 1.3 pence per share to shareholders on the register of members at close of business on 7 September 2018.

#### **Reappointment and Remuneration of Auditors (Resolution 3)**

Resolution 3 proposes the reappointment of Nexia Smith & Williamson as Auditors of the Company and authorises the directors of the Company to fix their remuneration.

#### **Re-election of Director (Resolution 4)**

The Company's articles of association require that any Director who was elected, or last re-elected, a Director at or before the annual general meeting held in the third calendar year before the current year shall retire by rotation, subject to re-election by a simple majority of the members. Michael Levy is offering himself for re-election pursuant to the Company's articles of association.

#### **Re-election of Non-Executive Directors (Resolutions 5 and 6)**

Richard Last and Louise Barton, having been in office for more than 10 years, will now retire on an annual basis and are offering themselves for re-election.

#### **Authority to Allot Shares (Resolution 7)**

Directors may only allot shares if authorised to do so by shareholders. The authority granted at the last Annual General Meeting ("AGM") is due to expire at the conclusion of this year's AGM. Therefore, this resolution seeks to grant a new authority to allow authority to allow the Directors to allot shares until the conclusion of the next AGM or until 15 months from the date of this meeting, whichever is the earlier. The maximum amount of shares which the Directors would be able to allot without further authority from shareholders is 3,280,000. It is expected that this amount will be sufficient for the day to day running of the Company.

### *Special Resolutions*

Resolutions 8 and 9 are proposed as special resolutions. This means that for the resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolutions.

#### **Disapplication of Pre-emption Rights (Resolution 8)**

Under the requirements of the 2006 Act, ordinarily if the Directors wish to allot any of the unissued shares or sell any treasury shares (i.e. shares it has bought back in the market), they must first offer them to existing shareholders on a pro-rata basis in proportion to their shareholdings. There may be occasions however where the Directors will need the flexibility to finance business opportunities through the issue of shares or sale of treasury shares without a pre-emptive offer to existing shareholders. This resolution asks shareholders to waive the pre-emption rights on shares issued and treasury shares sold up to a maximum aggregate number of shares of 3,280,000. As with resolution 7, this authority will expire at the next AGM or within 15 months of the date of this meeting, whichever is earlier.

# Notice of Annual General Meeting (continued)

## Buy Back of Shares (Resolution 9)

A special resolution is proposed to grant the Company authority to purchase its own ordinary shares in the market. The Directors will seek authority, to expire on 30 September 2019 or at the end of the annual general meeting in 2019 whichever is earlier, for the Company to purchase its own ordinary shares in the market up to a maximum of 1,321,051 ordinary shares having an aggregate nominal value of £165,131, being 10 per cent of the existing ordinary share capital in issue as at 29 August 2018 (being the latest practicable date prior to the publication of this Notice).

The Company's exercise of this authority is subject to the upper and lower limits on the price payable stated in the resolution. As at 29 August 2018 (being the latest practicable date prior to the publication of this Notice), there were options outstanding to subscribe for 350,397 ordinary shares. If the outstanding options were fully exercised, they would represent 2.6 per cent of the 13,210,510 issued ordinary shares of the Company. If the buy back authority were exercised in full, that percentage would be 2.9 per cent of the reduced share capital of 11,889,459 shares.

The Directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain limits, to enable the Company to purchase its own ordinary shares. This authority would only be exercised if and when conditions are favourable, with a view to enhancing net asset value per share. Any shares purchased would be held as treasury shares which may, at the discretion of the Directors, be resold for cash, transferred in connection with an employee share scheme, or cancelled. No dividends will be paid on and no voting rights will be exercised in respect of treasury shares.

## Notes:

1. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the register of members of the Company at the close of business two days before the meeting or any adjournment thereof, shall be entitled to attend, speak or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the relevant register of securities later than this shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
2. Information regarding the meeting, including the information required by section 311A of the 2006 Act, can be found at the Company's website [www.arcontech.com](http://www.arcontech.com), including information on the number of shares and voting rights.
3. Any member who is entitled to attend and vote at this meeting is entitled to appoint one or more persons as proxies to attend, speak and vote on their behalf at the meeting or any adjournment of it. A proxy need not be a member of the Company. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.
4. A form of proxy is provided with this notice. 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. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holders name and number of shares in relation to which they authorised to act as your proxy. Please also indicate if the proxy is one of multiple instructions being given.
5. All forms must be signed and should be returned together in the same envelope. To be valid, a form of proxy together with any power of attorney or other authority under which it is executed or a copy thereof certified notarially or in accordance with the Power of Attorney Act 1971 or as the Directors shall accept must be lodged at the Company's registrars – Link Asset Services PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, so as to arrive not later than 48 hours before the start of the meeting. Completion of the form of proxy will not affect the right of a member to attend, speak and vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and

## Notice of Annual General Meeting (continued)

those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) by 10.00 am on 25 September 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable their CREST sponsors or voting system providers are referred, in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. The register of Directors' share interests will be available for inspection at the meeting convened by this notice, as will the Directors' service contracts.
8. Any corporate entity which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and seniority shall be determined by the order in which their names stand on the register of members of the Company.
10. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## ARCONTECH GROUP PLC

I/We

of

being (a) member(s) of the above-named Company hereby appoint the Chairman of the meeting OR (Note 3)

(Name of Proxy) .....

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting to be held at 10:00am on 27 September 2018 and at any adjournment thereof.

Dated ..... 2018

Signature(s).....

	For	Against	Withheld
1. Ordinary resolution - To receive and adopt the Report of the Directors and the Audited Financial Statements of the Company for the year ended 30 June 2018			
2. Ordinary resolution - Declaration of dividend			
3. Ordinary resolution - To reappoint Nexia Smith & Williamson as Auditors of the Company and to authorise the Directors to fix their remuneration			
4. Ordinary resolution - To re-elect Michael Levy as a Director			
5. Ordinary resolution - To re-elect Richard Last as a Director			
6. Ordinary resolution - To re-elect Louise Barton as a Director			
7. Ordinary resolution - Directors' authority to allot shares			
8. Special resolution - Disapplication of pre-emption rights			
9. Special resolution - Authority to buy back shares in the market			

### Notes

1. Please indicate with an "X" in the appropriate boxes how you wish your proxy to vote. Unless otherwise directed the proxy will vote or abstain as he or she thinks fit.
2. If you do not indicate how you wish your proxy to vote, your proxy will exercise his/her discretion as to whether, and if so how, he/she votes. Your proxy may also vote or abstain from voting as he/she thinks fit on any other business which may properly come before the meeting including on any permissible amendment to the resolutions set out in the notice of meeting.
3. You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the Chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint someone else other than the Chairman as proxy please delete the words "the Chairman of the meeting" and insert the name of the person whom you wish to appoint in the space provided. The Chairman of the meeting will act as your proxy, whether or not such deletion is made, if no other name is inserted.
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. To appoint more than one proxy, copy this form as many times as needed and indicate on each form how many shares are allocated to each proxy appointment.
5. In the case of joint registered holders the signature of one holder on the form of proxy will be accepted by the vote of the senior who tenders a vote whether in person or by proxy to the exclusion of the votes of any joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of such joint holdings.
6. In the case of a corporation the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation.
7. Any alteration made to the form of proxy should be initialled.
8. To change your proxy instructions simply submit a new proxy appointment. Note that the cut-off time for receipt of proxy appointments (see below) also applies in relation to amended instructions; any amended

proxy appointment received after the cut-off time shall be disregarded. You may contact the Company Secretary of Arcontech Group PLC, 1<sup>st</sup> Floor, 11-21 Paul Street, London EC2A 4JU to obtain another proxy form. 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. To revoke a proxy instruction, you will need to inform the Company by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars – Link Asset Services PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by the cut-off time stated below. In the case of a member which is a corporation, the revocation must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of attorney) must be included in the revocation notice.

9. This form of proxy should be signed and dated.
10. Completion and return of the form of proxy will not affect the right of a member to attend and vote at the meeting.
11. We have included on the proxy form the ability for a vote to be withheld. A vote withheld is not a vote in law and will not be counted towards the calculation of the proportions of votes "for" or "against".

To be effective, this form of proxy, together with any power of attorney or any other authority (if any) under which it is executed, or a copy of such power of attorney or other authority, certified notarially, must be lodged at the Company's registrars – Link Asset Services PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not later than the close of business two days before the holding of the meeting or adjourned meeting at which it is to be used.