

Notice of Annual General Meeting



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NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Futura Medical plc (the “**Company**”) will be held at the offices of Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN at 4.30pm 13th June 2018 at which the following matters will be dealt with:

To consider, and if thought fit pass, the following Ordinary Resolutions:

1. To receive and adopt the Annual Report and Accounts for the year ended 31st December 2017 together with the reports of the Directors and the auditors thereon, including the disclosure exemptions conferred by FRS 101 on the financial statements of Futura Medical plc.
2. That Angela Hildreth be and is hereby appointed as a Director of the Company.
3. That Kenneth William James, who retires by rotation, be and is hereby re-appointed as a Director of the Company.
4. To re-appoint KPMG LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM at which the requirements of section 437 and 438 of the Companies Act 2006 (the “Act”) are complied with.
5. To authorise the Audit Committee of the Company to agree the auditor’s remuneration.
6. That the Company be and is hereby authorised to use electronic means to convey, send or supply all types of notices, documents or information to its shareholders, including, but not limited to, conveying, sending or supplying such notices, documents or information to its shareholders by making them available on a website.
7. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Act to issue and allot ordinary shares of 0.2 pence each in the capital of the Company (“**Shares**”) and grant subscription and conversion rights over Shares as contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum aggregate nominal amount of £80,571 to such persons at such times and on such terms as they think proper, provided that this authority shall expire on the date falling 15 months from the date of passing of this Resolution, or if earlier, on the date of the next AGM in 2019, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

To consider, and if thought fit pass, the following Special Resolutions:

8. That, subject to and conditional upon Resolution 7 above being passed, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this power is limited to the allotment of equity securities:

8.1 in connection with an offer of equity securities by way of a Rights Issue; and

8.2 otherwise than pursuant to Resolution 8.1 above, up to an aggregate nominal value of £12,000,

provided that this power shall expire on the date falling 15 months from the date of passing of this Resolution, or if earlier, on the date of the next AGM in 2019, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, except that the Company may at any time 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 such an offer or agreement as if this power had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the Act.

In Resolution 8, Rights Issue means an offer of equity securities open for acceptance for a period fixed by the Directors of the Company to Shareholders on the register on a fixed record date in proportion as nearly as may be to their respective holdings, but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory.

9. That, in addition to any authority granted under Resolution 8, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this power is limited to the allotment of equity securities:

9.1 up to an aggregate nominal value of £12,000; and

9.2 used only for the purposes of financing a transaction which the Board of the Company determines to be an acquisition or other capital investment,

provided that this power shall expire on the date falling 15 months from the date of passing of this Resolution, or if earlier, on the date of the next AGM in 2019, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, except that the Company may at any time 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 such an offer or agreement as if this power had not expired.

Registered Office

Surrey Technology Centre
40 Occam Road
The Surrey Research Park
Guildford
Surrey
GU2 7YG

By Order of the Board



Angela Hildreth
Secretary

13th April 2018

Notes:

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 close of business on 11th June 2018 shall be entitled to attend and vote at the AGM.
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 AGM 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 must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM 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 AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
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, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
5. The notes to the proxy form explain how to direct your proxy to vote on each resolution or to withhold your/their vote. To appoint a proxy using the proxy form, the form must be: completed and signed; sent or delivered to: Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and received no later than 4.30 pm on Monday 11th June 2018.

In the case of a member which is a company the form must be executed under its common seal or signed on its behalf by an officer of or an attorney for the company. Any power of attorney or any other authority under which the form is signed (or a duly certified copy of such power or authority) must be included with the form.

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. Members who have general queries about the AGM should contact Link Asset Services on – 0871 664 0300 from the UK and , from overseas call +44 (0) 371 664 0300 calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
8. As at 6.00pm on the day immediately prior to the date of posting of this notice of the AGM, the Company's issued share capital comprised 120,856,002 ordinary shares of 0.2p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00pm on the day immediately prior to the date of posting of this Notice of Annual General Meeting was 120,628,682.

Explanatory Notes

In respect of **Resolution 1** the Annual Report and Accounts 2017 were approved by the Board on 14th March 2018.

In respect of **Resolutions 4 and 5** KPMG LLP were appointed as the Company's Auditor in 2016.

Resolution 7 would renew the Directors' general authority to allot shares and grant subscription and conversion rights over shares up to a maximum of approximately 33% of the Company's issued share capital.

Resolution 8 would renew the Directors' authority to allot shares for cash to persons other than the existing shareholders up to a maximum of approximately 5% of the Company's issued share capital. This authority gives the Directors flexibility to take advantage of business opportunities as they arise and the 5% limit acts as a safeguard for existing shareholders' interests.

Resolution 9 gives the Directors flexibility to take advantage of business opportunities as they arise and the additional 5% limit acts as a safeguard for existing shareholders' interests.