

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Futura Medical plc will be held at the offices of Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN at **4.00pm on 17<sup>th</sup> June 2015** for the following purposes:

1. To receive and adopt the Annual Report and Accounts for the year ended 31st December 2014 together with the reports of the Directors and the auditors thereon.
2. To re-elect Lisa Arnold, who retires by rotation, as a Director.
3. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next Annual General Meeting of the Company at which the requirements of section 437(1) of the Companies Act 2006 ("the **Act**") are complied with and to authorise the Audit Committee of the Company to agree their remuneration.

**To consider, and if thought fit pass, the following special resolution:**

4. That 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:
  - 4.1. in connection with an offer of equity securities by way of a Rights Issue; and
  - 4.2. otherwise than pursuant to Resolution 4.1 above, up to an aggregate nominal value of £19,804

Provided that this power shall expire on the earlier of 30 June 2016 and the conclusion of the annual general meeting of the Company to be held in 2016, 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 this Resolution, 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.

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

By Order of the Board

Derek Martin  
*Secretary*

24<sup>th</sup> April 2015

## 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 6.00pm on Friday 12<sup>th</sup> June 2015 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: The Company Secretary, Futura Medical plc, Surrey Technology Centre, 40 Occam Road, Guildford, Surrey, GU2 7YG; and received by the Company Secretary no later than 6.00pm on Friday 12<sup>th</sup> June 2015.

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 Derek Martin on telephone number 01483 685670. No other methods of communication will be accepted.
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 99,022,600 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 99,022,600.

## Explanatory Notes

In respect of **Resolution 1**, the Annual Report and Accounts 2014 were approved by the Board on 24<sup>th</sup> March 2015.

In respect of **Resolution 2** summary biographical details are set out here.

**Lisa Arnold, Independent Non-Executive Director and Chair of Nominations Committee**, joined the Board in 2008. She chairs the Nominations Committee and is also a member of the Remuneration Committee and the Audit Committee. She also has a number of appointments on the boards of pension funds including Allied Domecq, Whitbread, Tate & Lyle and is a non-executive director of PIMCO Europe Limited. Brings to the Board: Over 20 years of experience of financial markets and healthcare sectors and associated governance frameworks. Past roles: Senior investment banking analyst positions at NatWest Markets, UBS and Commerzbank. She has also worked in consultancy and Non-Executive roles in the pensions, healthcare and technology sectors and was most recently a Non-Executive Director of the UK's Medicines and Healthcare products Regulatory Agency ("MHRA"), for nine years where she also chaired the Risk & Audit Committee.

In respect of **Resolution 3**, BDO LLP has been the Company's Auditor since their appointment at the AGM in May 2002. They also acted as Reporting Accountant during the Company's Introduction to AIM in July 2003.

**Resolution 4** would renew the Directors' authority to allot shares for cash to persons other than the existing shareholders up to a maximum of approximately 10% of the Company's issued share capital. This authority gives the Directors flexibility to take advantage of business opportunities as they arise and the 10% limit acts as a safeguard for existing shareholders' interests.