

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 Tuesday 7th May 2013** for the following purposes:

1. To receive and adopt the Annual Report and Accounts for the year ended 31st December 2012 together with the reports of the Directors and the auditors thereon.
2. To re-elect Derek Martin, 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 ordinary resolution:

4. That the Directors be and they are hereby generally and unconditionally authorised in accordance with the the Act to exercise all powers of the Company to allot relevant securities within the meaning of section 551 of the Act up to the aggregate nominal amount of the authorised but unissued ordinary share capital of the Company immediately following the passing of this resolution, provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 551 of the Act and shall expire on the date falling 5 years from the date of the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

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

5. That the Directors be and are hereby empowered pursuant to sections 570 - 571 of the Act to allot equity securities for cash as if section 561 of the Act did not apply to any such allotment pursuant to the general authority conferred on them by the Company in general meeting PROVIDED THAT such power be limited to:
 - 5.1 the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise;
 - 5.2 the allotment (otherwise than pursuant to sub paragraphs 5.1 above) of equity securities up to an aggregate nominal amount of £15,489 representing approximately 10% of the issued share capital of the Company,
 - 5.3 and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to sections 570 - 571 of the Act and shall expire on whichever is the earlier of the conclusion of the AGM of the Company held in 2013 or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting except that the Company may before the expiry of any power contained in this resolution 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 offer or agreement as if the power conferred hereby had not expired.

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

By Order of the Board

Derek Martin
Secretary
25th March 2013

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 5.00pm on Friday 3rd May 2013 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 Friday 3rd May 2013.

In the case of a member which is a company, the 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. 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.

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 5.00pm on the day immediately prior to the date of posting of this notice of the AGM, the Company's issued share capital comprised 77,447,946 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 5.00pm on the day immediately prior to the date of posting of this Notice of Annual General Meeting was 77,447,946.

Explanatory Notes

In respect of **Resolution 1**, the Annual Report and Accounts 2012 were approved by the Board on 6th March 2013.

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

Derek Martin, BSc (Hons), ACA: Finance Director and Company Secretary

Joined the Company in 2007 and elected to the Board in September 2008. He oversees the Group's finance function its compliance procedures and is a principal contact for shareholder and investor relations matters.

Past roles: Senior financial roles in a diverse range of industries including retail, software, telecoms and advertising, media and sales promotion.

Brings to the Board: Over 25 years of experience in finance.

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.

In respect of the **Resolution 5**, the Company's issued share capital at the date of this notice comprised 77,447,946 ordinary shares of 0.2 pence each and the authorised share capital is 500,000,000 ordinary shares of 0.2 pence each.

Resolution 5 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.