

5th October 2018

Dear Shareholder

## NOTICE OF ANNUAL GENERAL MEETING OF IDEAGEN PLC

Enclosed with this letter is a notice of the Annual General Meeting of the Company to be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ at 12 noon on Tuesday 30th October 2018.

The enclosed notice of Annual General Meeting (“AGM”) includes resolutions for the following:

1. to receive and adopt the Annual Report and Accounts for the year ended 30th April 2018 (a copy of which is enclosed with this letter);
2. to approve the re-appointment of David Hornsby as a director of the Company;
3. to approve the re-appointment of Alan Carroll as a director of the Company;
4. to approve the re-appointment of RSM UK Audit LLP as auditor of the Company at a fee to be agreed with the Directors;
5. to approve the payment of a final dividend of 0.163 pence per share in respect of the year ended 30th April 2018;
6. to renew the general allotment authority of the Directors to enable them to allot relevant securities, being up to 72,366,506 ordinary shares in the capital of the Company, representing approximately one third of the issued ordinary share capital of the Company on 21st September 2018;
7. to renew the disapplication of allotment authority given to the Directors to enable the Directors to dis-apply the statutory rights of pre-emption in relation to the allotment of equity securities, such authority limited to 21,709,951 ordinary shares in the capital of the Company, representing approximately 10 per cent. of the issued ordinary share capital of the Company on 21st September 2018.

### Note on appointment of directors

In accordance with the Company’s articles of association, David Hornsby and Alan Carroll are retiring by rotation and, being eligible, are both seeking re-appointment as directors under resolutions 2 and 3.

### Form of proxy

A form of proxy for use by shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company’s registrars, SLC Registrars at Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS, as soon as possible and in any event so as to be received no later than 12 noon on Friday 26th October 2018 (London (UK) Time). The completion and return of a form of proxy will not preclude you from attending the Annual General Meeting, speaking and voting in person should you wish to do so.

### Recommendation

The Directors believe that the proposals in Resolutions 1 to 7 are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of each Resolution, as they intend to do so in respect of their own beneficial shareholdings.

Yours faithfully

David Hornsby  
Chairman

### Ideagen plc

Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire NG11 6JS

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Registered Office: Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire NG11 6JS.  
Registered in England and Wales. Company No. 2805019. VAT Registration No. 711 6043 77.

# Ideagen plc

(Registered in England and Wales with registered number 02805019)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the shareholders of the Company will be held at the offices of finnCap, 60 New Broad Street, London EC2M 1JJ on Tuesday 30th October 2018 at 12 noon to consider and if deemed fit to approve the following resolutions:

### ORDINARY RESOLUTIONS

1. TO receive and adopt the Annual Report and Accounts for the year ended 30th April 2018.
2. TO re-appoint David Hornsby as a director of the Company.
3. TO re-appoint Alan Carroll as a director of the Company.
4. TO re-appoint RSM UK Audit LLP, as auditor of the Company until the next general meeting at which financial statements are laid before the Company, at a fee to be agreed with the board of Directors.
5. TO approve the payment of a final ordinary dividend of 0.163 pence per share in respect of the year ended 30th April 2018. If approved the final dividend would be paid on 21st November 2018 to shareholders on the register on 2nd November 2018.
6. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any securities into, shares in the Company, provided that such authority shall be limited to the allotment of Ordinary Shares of £0.01 each in the capital of the Company ("Ordinary Shares") or the grant of rights to subscribe for or to convert any securities into Ordinary Shares up to an aggregate nominal amount of £723,665.06 (the equivalent of up to 72,366,506 Ordinary Shares, representing approximately one third of the issued ordinary share capital of the Company on 21st September 2018), this authority to expire on the earlier of fifteen months from the date of the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2019 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

### SPECIAL RESOLUTION

7. THAT, subject to the passing of Resolution 6 above, the Directors be and are hereby unconditionally empowered pursuant to sections 570 and 571 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted to the Directors pursuant to Resolution 6 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - 7.1 the allotment of equity securities in connection with a rights issue, open offer or equivalent offer in favour of the holders of Ordinary Shares and such other equity securities of the Company as the Directors may determine in which such holders are offered the right to participate in proportion (as nearly as may be) to their respective holdings of such equity securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may 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 recognised regulatory body or stock exchange in any territory;
  - 7.2 other than pursuant to sub-paragraph 7.1 above, the allotment of equity securities up to an aggregate nominal amount of £217,099.51 (the equivalent of up to 21,709,951 Ordinary Shares, representing approximately 10 per cent. of the issued ordinary share capital of the Company on 21st September 2018);  
and this power shall expire on the earlier of fifteen months from the date of passing of this resolution and upon the conclusion of the Annual General Meeting of the Company to be held in 2019 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any 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 as if the power conferred hereby had not expired.

By Order of the Board

**Graeme Spenceley**  
Company Secretary  
5th October 2018

REGISTERED OFFICE  
Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire NG11 6JS  
Incorporated in England & Wales with registered number 02805019

# Ideagen plc

("the Company")

## FORM OF PROXY

For use at the Annual General Meeting of the Company to be held at the offices of finnCap Limited, 60 New Broad Street, London, EC2M 1JJ at 12 noon on Tuesday 30th October 2018.

I/We (Full Name(s)\* and address in which shares are registered. Please use Block Capitals)

.....

of .....

being member(s)\* of Ideagen plc, appoint the Chairman of the meeting, or (see note 1 overleaf)

.....

as my/our\* proxy to attend, to speak and to vote for me/us\* on my/our\* behalf at the Annual General Meeting of the Company to be held at the offices of finnCap Limited, 60 New Broad Street, London EC2M 1JJ on Tuesday 30th October 2018 and at any adjournment of such meeting in relation to the resolutions specified in the notice of the Annual General Meeting dated 5th October 2018 on the following resolutions, to be submitted to the meeting and any adjournment thereof.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made. For the appointment of one or more proxies, please refer to explanatory Note 2 (below).

Please indicate with an "X" in the spaces below how you wish your votes to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

I/We\* instruct my/our\* proxy to vote as follows in respect of the Resolutions:

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD (SEE NOTE 3 OVERLEAF)
1. To receive and adopt the Annual Report and Accounts for the year ended 30th April 2018			
2. To re-appoint David Hornsby as a director of the Company			
3. To re-appoint Alan Carroll as a director of the Company			
4. To re-appoint RSM UK Audit LLP, as auditor of the Company and to authorise the Directors to fix their remuneration			
5. To approve the payment of a final ordinary dividend of 0.163 pence per share in respect of the year ended 30th April 2018			
6. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 551 of the Companies Act 2006 (subject to certain specified limitations)			
<b>SPECIAL RESOLUTION</b>			
7. To authorise the Directors to dis-apply the statutory rights of pre-emption in relation to certain allotments of equity securities, subject to certain limitations			

Signed by shareholder(s)\*: \_\_\_\_\_

Date: \_\_\_\_\_

\* Please delete as appropriate

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

## NOTES

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided and strike out "the Chairman of the meeting" (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box above the number of shares in relation to which they are authorised 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).
2. 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.
3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30pm on Friday 26th October 2018. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will be automatically terminated.
6. To be effective, all votes must be lodged by no later than 12 noon on Friday 26th October 2018 at the office of the Company's registrars at SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS.
7. 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 joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. In the case of a member which is a company, this 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 this form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. Unless otherwise indicated the proxy will vote as they think fit or, at their discretion, abstain from voting.
10. Copies of the Executive Directors' contracts of service and copies of the Non-executive Directors' letters of appointment will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and English public holidays excluded) from the date of this notice of the Annual General Meeting until the date of the Annual General Meeting and at the place of the meeting at least 15 minutes prior to the commencement of the Annual General Meeting until its conclusion.