

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser authorised under FSMA.**

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document contains no offer of transferable securities to the public within the meaning of section 102B of FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FCA or any other competent authority.

## **Matchtech Group PLC**

(Incorporated in England and Wales with registered number 04426322)

# **Notice of General Meeting Proposed Change of Name**

This document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company which is set out in this document and which contains the Directors' unanimous recommendation that you vote in favour of the Resolution to be proposed at the General Meeting.

Notice of a General Meeting of Matchtech Group PLC, to be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, PO15 7AJ at 9.00am on 7 September 2016, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 9.00am on 5 September 2016. The completion and return of the Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting should they so wish.

A copy of this document will be made available from the Company's website, [www.matchtechgroupplc.com](http://www.matchtechgroupplc.com). Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

---

## Definitions

The following definitions apply throughout this document unless the context otherwise requires

<b>"Act"</b>	the Companies Act 2006 (as amended)
<b>"Change of Name"</b>	the proposal to change the name of the Company to Gattaca plc
<b>"Company"</b>	Matchtech Group PLC, a company incorporated in England and Wales with registered number 04426322
<b>"CREST"</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
<b>"CREST Regulations"</b>	the Uncertificated Securities Regulations 2001 (S.I.2001 No. 3755) (as amended)
<b>"Directors" or "Board"</b>	the directors of the Company whose names are set out in the Chairman's letter, or any duly authorised committee thereof
<b>"Euroclear"</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>"FCA"</b>	the Financial Conduct Authority
<b>"Form of Proxy"</b>	the form of proxy for use in connection with the General Meeting which accompanies this document
<b>"FSMA"</b>	the Financial Services and Markets Act 2000 (as amended)
<b>"General Meeting"</b>	the general meeting of the Company to be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, PO15 7AJ at 9.00am on 7 September 2016, notice of which is set out at the end of this document
<b>"Group"</b>	the Company, its subsidiaries and its subsidiary undertakings
<b>"Notice of General Meeting"</b>	the notice convening the General Meeting which is set out at the end of this document
<b>"Ordinary Shares"</b>	the ordinary shares of one pence each in the capital of the Company
<b>"Prospectus Rules"</b>	the prospectus rules made by the FCA pursuant to section 73A of the FSMA
<b>"Resolution"</b>	the resolution set out in the Notice of General Meeting
<b>"Shareholders"</b>	holders of Ordinary Shares as at close of business on 2 September 2016

---

## Expected timetable of key events

	<b>2016</b>
Publication of this document	19 August
Latest time and date for receipt of Form of Proxy	9.00am on 5 September
General Meeting	9.00am on 7 September
Dealings in the Company's shares under the new ticker, GATC.L	12 September

---

**Letter from the Chairman of Matchtech Group PLC**  
(incorporated in England and Wales with registered number 04426322)

Registered office:  
1450 Parkway  
Solent Business Park  
Whiteley  
Fareham  
Hampshire  
PO15 7AF

Directors:

**Patrick Shanley**, Non-Executive Chairman  
**Brian Wilkinson**, Chief Executive Officer  
**Anthony Dyer**, Chief Financial Officer  
**Keith Lewis**, Chief Operating Officer  
**Richard Bradford**, Non-Executive Director  
**Roger Goodman**, Non-Executive Director  
**Rudi Kindts**, Non-Executive Director  
**George Materna**, Non-Executive Director  
**Richard Piper**, Non-Executive Director

19 August 2016

Dear Shareholder,

## **Proposed Change of Name**

### **Introduction and summary**

On 18 July 2016 the Company announced that it is proposing to change its name to Gattaca plc ("Gattaca").

The purpose of this document is to provide you with information about the background to and the reasons for the Change of Name, to explain why the Board considers the Change of Name to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, which will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, PO15 7AJ on 7 September 2016.

### **Reasons for Change of Name**

The name change is the next step in the Group's development, following the acquisition of Networkers International plc in April 2015. The acquisition brought Telecoms and Technology expertise to Matchtech's existing strength in Engineering and Technology. It has enabled the Group to capitalise on the convergence of the skill sets demanded by these markets and allowed Matchtech to internationalise its existing service offering by leveraging Networkers' existing global infrastructure.

The proposed change follows extensive research conducted by the Group of its employees, candidates and current and potential clients as to their view of the constituent brands that make up the enlarged Group. This research showed that the Group name (Matchtech Group PLC) and the operating engineering brand (Matchtech) sharing the same name could be a source of confusion.

The new name creates a separate identity for the Group holding company from our core brands, Matchtech and Networkers. Matchtech will be retained as the core engineering specialist brand, with Cappo covering oil and gas recruitment services in international markets. Networkers will be retained as the core technology specialist brand, with Provanis continuing to operate in the Oracle market sector.

---

**Letter from the Chairman of Matchtech Group PLC continued**  
(incorporated in England and Wales with registered number 04426322)

**Effects of Change of Name**

The Change of Name will not affect any rights of the Shareholders. Once the Change of Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company. The existing share certificates will remain valid after the change of name; it is not proposed that replacement share certificates are issued in the name of Gattaca plc.

The Company's ticker will change to GATC.L. This will be effective as soon as practically possible after the Change of Name has been implemented. The Company's website will change to [www.gattacaplc.com](http://www.gattacaplc.com).

**The General Meeting**

The Directors are seeking Shareholders' approval at the General Meeting to implement the Change of Name.

A notice convening the General Meeting is set out at the end of this document. The General Meeting will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, PO15 7AJ at 9.00am on 7 September 2016.

**Action to be taken**

You will find enclosed with this document the Form of Proxy for use at the General Meeting or at any adjournment thereof. You are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event so as to be received by no later than 9.00am on 5 September 2016. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

**Recommendation**

**The Directors consider the Change of Name to be in the best interests of the Company and its Shareholders as a whole and recommend you to vote in favour of the Resolution to be proposed at the General Meeting as they intend to do in respect of their holdings, amounting, in aggregate, to 8,577,701 Ordinary Shares, representing 27.62 per cent of the issued share capital of the Company.**

Yours faithfully,



Patrick Shanley

Chairman

---

## Matchtech Group PLC

### Matchtech Group PLC

(the "Company")

(Incorporated in England and Wales with registered number 04426322)

#### Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, PO15 7AJ at 9.00am on 7 September 2016 for the purpose of considering and, if thought fit, passing the following special resolution:

#### SPECIAL RESOLUTION

1. THAT the name of the Company be changed to Gattaca plc.

Registered office:  
1450 Parkway  
Solent Business Park  
Whiteley  
Fareham  
PO15 7AF

By Order of the Board  
Caspar Branson  
Company Secretary  
19 August 2016

---

## Explanatory notes

1. Only those members registered on the Company's register of members at:  
close of business on 2 September 2016; or,  
if this General Meeting is adjourned, at close of business on the day two days before the adjourned meeting,  
shall be entitled to attend and vote at the General Meeting.
2. A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
3. A proxy need not be a member of the Company.
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.
5. If you wish to appoint a proxy, you should complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 9.00am on Monday, 5 September 2016.
6. Appointing a proxy will not preclude you from attending and voting in person at the General Meeting in respect of which the proxy is appointed or any adjournment of it.

