



Notice of AGM 2018



Shareholder letter

12 November 2018

Dear Shareholder

Annual General Meeting 2018

I am pleased to invite you to the Annual General Meeting (**AGM**) of Gattaca plc (**Company**) which will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, Hampshire, PO15 7AJ on 5 December 2018. The meeting will start at 9.30am. The Notice of the AGM (the **Notice**) is attached.

A copy of the Annual Report and Accounts of the Company for the year ended 31 July 2018 is enclosed.

Form of proxy

Please note, you will not receive a form of proxy for the 2018 AGM in the post. Instead, you can vote online at www.signalshares.com. To register, you will need your Investor Code, which can be found on your share certificate. You will still be able to vote in person at the AGM, and may request a hard copy proxy form directly from our Registrars, Link Asset Services, on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm (UK time), Monday to Friday excluding public holidays in England and Wales.

If you cannot attend the AGM, you have the right to appoint a proxy to vote on your behalf. You can appoint a proxy by one of the following methods:

- in hard copy form by post, by courier or by hand to the company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
- via www.signalshares.com by logging in and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your Investor Code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the UK); or
- if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 14 below.

Proxy appointments must be received by Link Asset Services by no later than 9.30am on Monday 3 December 2018.

Directors

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on pages 30 and 31 of the Annual Report and Accounts.

Recommendation

The Directors consider all the resolutions in the Notice are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as they will do in respect of their shareholdings.

Yours faithfully



Patrick Shanley
Chairman

e: cosec@gattacaplc.com

w: www.gattacaplc.com

Notice of Annual General Meeting 2018

Notice is hereby given that the Annual General Meeting (the AGM) of Gattaca plc (Company) will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, Hampshire PO15 7AJ on 5 December 2018 at 9.30am to transact the business set out in the resolutions below.

Resolutions 1 to 11 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 12 and 13 are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

For further information on all resolutions, please refer to the Explanatory Notes which can be found on page 4.

Resolutions

Annual Report and Accounts

- 1) To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 July 2018 together with the Directors' Report and Auditors' Report on the Annual Report and Accounts.

Directors

- 2) To re-elect Patrick Shanley as a Director of the Company.
- 3) To re-elect Kevin Freeguard as a Director of the Company.
- 4) To re-elect Salar Farzad as a Director of the Company.
- 5) To re-elect Keith Lewis as a Director of the Company.
- 6) To re-elect Richard Bradford as a Director of the Company.
- 7) To re-elect David Lawther as a Director of the Company.
- 8) To re-elect George Materna as a Director of the Company.

Auditors

- 9) To re-appoint PwC LLP as auditors of the Company, to hold office until the conclusion of the next meeting at which accounts are laid before the Company in general meeting.
- 10) To authorise the directors to determine the remuneration of the auditors.

Directors' authority to allot shares

- 11) That in substitution of all existing powers the directors are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities') up to the aggregate nominal amount of £107,486. The authority hereby conferred shall expire, unless previously varied, renewed or revoked by the Company in general meeting, on the date of the Company's next Annual General Meeting or 18 months after the passing of this resolution, whichever occurs first, provided that the Company may, prior to such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry in which case the directors may allot such securities pursuant to such offer or agreement as if such authority had not expired.

Disapplication of pre-emption rights

- 12) That subject to the passing of resolution 11, and in substitution of all existing powers, the directors are hereby empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment provided that:
 - (a) the power conferred hereby shall expire on the date of the next Annual General Meeting of the Company or 18 months after the passing of this resolution, whichever occurs first unless renewed, extended, varied or revoked by the Company in general meeting;
 - (b) the Company may 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 offer or agreement as if the power conferred hereby had not expired; and

Notice of Annual General Meeting 2018 continued

- (c) authority is limited to:
- (i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the Company's capital in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements and/or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory;
 - (ii) the allotment of equity securities pursuant to the terms of the Gattaca plc Long Term Incentive Plan or the Gattaca plc Share Incentive Plan or any other employees' share option scheme approved by the members in general meeting;
 - (iii) allotments of equity securities for cash otherwise than pursuant to paragraph (c)(i) above up to an aggregate nominal amount of £16,123.

Authority to purchase own shares

- 13) That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares of the Company provided that:
- (a) the maximum aggregate number of ordinary shares which may be purchased is 3,224,591;
 - (b) the minimum price which may be paid for each ordinary share is its nominal value;
 - (c) the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed 105% of the average middle market quotations for an ordinary share as derived from the AIM appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 18 months after the passing of this resolution, whichever occurs first, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

By order of the Board



Salar Farzad
Chief Financial Officer

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

12 November 2018

Registered in England and Wales No. 4426322

Explanatory Notes

An explanation of each of the resolutions is set out below:

Company's Annual Report and Accounts

Resolution 1 is to receive and consider the Company's Annual Report and Accounts for the financial year ended 31 July 2018 together with the Directors' report and auditors' report on the Annual Report and Accounts (which are enclosed with this letter).

Directors

Resolutions 2 to 8 are to approve the re-election of the Directors of the Board.

The Company's articles of association require that all those Non-Executive Directors who have been in office for three years or more since their election or last re-election must retire at each AGM. As a Board, in line with corporate governance best practice, all Executive and Non-Executive Directors have agreed to retire annually at the AGM and seek re-election.

The Nominations Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and recommends to the Board the appointment of all of the Directors of the Company standing for re-election.

The Chairman confirms that all the Directors seeking re-election continue to perform effectively in promoting the success of the Company.

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on pages 30 and 31 of the Annual Report and Accounts.

Auditors

Resolution 9 is to approve the re-appointment of PwC LLP. The auditors will hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 10 is to authorise the Directors to determine the remuneration of the auditors and the audit fees.

Allotment of unissued share capital

Resolution 11 is proposed to authorise the directors limited authority to exercise the powers of the Company to allot ordinary shares in the capital of the Company without the prior consent of shareholders for a period expiring on the earlier of the next AGM of the Company or 18 months from the passing of the resolution.

Disapplication of pre-emption rights

Resolution 12 is proposed to confer on the directors restricted power to allot shares (or sell any shares which the Company may purchase and hold in treasury) without first offering them to existing shareholders in proportion to their existing shareholding.

Approval of market purchases of ordinary shares

Resolution 13 is to approve the authority of the Company to purchase its own shares in the market. This authority limits the purchase by the Company of up to 3,224,591 ordinary shares at a minimum price of £0.01 and a maximum price not exceeding 105% of the average middle market quotation as derived from the AIM appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which the shares are contracted to be purchased.

The directors intend to use this authority only after careful consideration, taking into account prevailing market conditions and the overall position of the Company. The directors will only purchase such shares after taking into account the effects on earnings per share, underlying business performance and whether any such purchase is in the best interests of shareholders.

Notes regarding proxy voting

- 1) As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2) Please note that you will not receive a form of proxy for the 2018 AGM in the post. Instead you can vote online via www.signalshares.com. You may request a hard copy proxy form directly from our Registrars. Please refer to the Notice of AGM for further details. To be effective, this form of proxy, duly completed, together with any power of attorney under which it is executed or a notarially certified copy of it (failing previous registration with the Company), must be lodged with the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to arrive not later than 9.30am on 3 December 2018 by one of the following methods:
 - in hard copy form by post, by courier or by hand to the company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
 - via www.signalshares.com by logging in and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your Investor Code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the UK); or
 - if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 14 below.
- 3) A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on the form. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 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 the proxy 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) To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant vote withheld box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the general meeting.
- 6) An individual member or attorney must sign this form. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation.
- 7) In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any of the joint holders. For these purposes, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- 8) To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another form of proxy, please contact the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- 9) If you submit more than one valid proxy appointment, the appointment received last before the cut-off time for the receipt of proxies will take precedence.
- 10) In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to arrive not later than 9.30am on 3 December 2018.

- 11) In the case of a member which is a company, the revocation notice must be executed under the Company's common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation. Any power of attorney or any such authority under which the revocation notice is signed or a notarially certified copy of it (failing previous registration with the Company) must be included with the revocation notice.
- 12) Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 13) Except as provided above, members who have general queries about the meeting should write to Link Asset Services, PXS 34 Beckenham Road, Beckenham, Kent, BR3 4TU, telephone 0871 664 0300 (Calls cost 12p per minute plus your phone company's access charge. If you are outside of the United Kingdom, please call +44 371 664 0300. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open from 9.00am – 5.30pm (UK time), Monday to Friday excluding public holidays in England and Wales), or email shareholderenquiries@linkgroup.co.uk. No other means of communication will be accepted.

You may not use any electronic address provided either:

- (a) in the Notice of Annual General Meeting; or
- (b) any related documents (including the Chairman's letter and the Form of Proxy),

to communicate with the Company for any purposes other than those expressly stated.

- 14) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the general meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Link Asset Services (CREST participant ID: RA10 by the latest time(s) for receipt of proxy appointments specified in Note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual (available at www.euroclear.com/CREST) concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

