

## Shareholder letter

15 November 2017

Dear Shareholder

### Annual General Meeting

I am pleased to invite you to the twelfth Annual General Meeting (**AGM**) of Gattaca plc (**Company**) which will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, Hampshire, PO15 7AJ on 6 December 2017. 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 2017 is enclosed together with a proxy form to enable you to exercise your voting rights.

If you cannot attend the AGM, you have the right to appoint a proxy to vote on your behalf. To appoint a proxy, please complete, sign and return the form of proxy to our Registrar, Link Asset Services.

Proxy appointments must be received by Link by no later than 9.30am on Monday, 4 December 2017.

### 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

## Notice of Annual General Meeting

**Notice is hereby given that the twelfth Annual General Meeting (the Meeting) of Gattaca plc (Company) will be held at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, Hampshire PO15 7AJ on 6 December 2017 at 9.30am to transact the business set out in the resolutions below.**

Resolutions 1 to 14 (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 15 and 16 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.**

### Annual Report and Accounts

- 1) To receive and adopt the Company's annual accounts for the financial year ended 31 July 2017 together with the Directors' Report and Auditors' Report on those accounts.

### Final Dividend

- 2) That the final dividend recommended by the Directors of 17.0 pence per share for the year ended 31 July 2017 be paid on 19 January 2018 to all members whose names appear on the register of members of the Company on 22 December 2017.

### Directors

- 3) To re-elect Patrick Shanley as a Director of the Company.
- 4) To re-elect Brian Wilkinson as a Director of the Company.
- 5) To re-elect Salar Farzad as a Director of the Company.
- 6) To re-elect Keith Lewis as a Director of the Company.
- 7) To re-elect Richard Bradford as a Director of the Company.
- 8) To re-elect Roger Goodman as a Director of the Company.
- 9) To re-elect Mark Mamone as a Director of the Company.
- 10) To re-elect George Materna as a Director of the Company.
- 11) To re-elect Ric Piper as a Director of the Company.

### Auditors

- 12) To re-appoint KPMG 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.
- 13) To authorise the directors to determine the remuneration of the auditors.

### Directors' Authority to Allot Shares

- 14) 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 £103,496. 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

- 15) That subject to the passing of resolution 14, 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
- (c) 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 £15,904.

### Authority to purchase own shares

- 16) 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 3,180,759;
  - (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 plc 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

15 November 2017

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 accounts for the financial year ended 31 July 2017 together with the directors' report and auditors' report on those accounts (which are enclosed with this letter).

### Final Dividend

Resolution 2 recommends that a final dividend of 17.0 pence per ordinary share be declared for the year ended 31 July 2017. If approved, the recommended final dividend will be paid on 19 January 2018 to all shareholders whose names appear on the Register of Members on 22 December 2017.

### Directors

Resolutions 3 to 11 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 12 is to approve the re-appointment of KPMG LLP. The Auditors will hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 13 is to authorise the directors to determine the remuneration of the Auditors and the audit fees.

### Allotment of unissued share capital

Resolution 14 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.

### Dis-application of pre-emption rights

Resolution 15 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 16 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 3,180,759 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.