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If you have sold or otherwise transferred all of your shares in DDD Group Plc you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



DDD GROUP PLC

(Incorporated in England and Wales with Registered No. 04271085)

Notice of Annual General Meeting and Proposed Cancellation of Admission to Trading on AIM

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 10:30 a.m. on 29 June 2016 at the offices of Norton Rose Fulbright LLP at 3 More London Riverside, London SE1 2AQ is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received at the office of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by not later than 10.30 am on 27 June 2016. Proxy votes may also be made via the internet by accessing the registrar's website (www.investorcentre.co.uk/eproxy) as further explained in note 4 on page 13 of this document. Completion and return of the Form of Proxy will not preclude a shareholder from attending the General Meeting and voting in person.

Copies of this document will be available at the Company's website, www.dddgroupplc.com.

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FORWARD LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The forward-looking statements contained herein include statements about the expected effects of the AIM Cancellation, the expected timing and scope of the AIM Cancellation, and other statements other than in relation to historical facts. Forward-looking statements are statements which contain, without limitation, words such as “intends”, “anticipates”, “targets”, “estimates”, “believes”, “should”, “plans”, “will”, “expects” and similar expressions or statements that are not historical facts. The statements are based on the assumptions and assessments by the Board and are naturally subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, local and global political and economic conditions, future revenues of the Company being lower than expected, expected cost savings from the AIM Cancellation or other future transactions not being realised fully or in line with expected timeframes, competitive pressures in the industry increasing, foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

Neither the Company, nor any of its respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules, the Disclosure and Transparency Rules of the Financial Conduct Authority and the City Code on Takeovers and Mergers), the Company is not under any obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

KEY STATISTICS

Ordinary Shares

Number of Ordinary Shares of 1 pence each in issue at the date of this document
190,588,572

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	23 May 2016
Latest time and date for receipt of Forms of Proxy for the General Meeting	10:30 am on 27 June 2016
Annual General Meeting	10:30 am on 29 June 2016
Expected last day of dealings in Ordinary Shares on AIM	6 July 2016
Cancellation of admission to trading on AIM of the Ordinary Shares	7 July 2016

Notes:

- (1) Each of the times and dates set out in the above timetable and mentioned in this document is subject to change by the Company, in which event details of the new times and dates will be notified by an appropriate announcement to a Regulatory Information Service.
- (2) References to times in this document are to London BST times unless otherwise stated.

DEFINITIONS

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

Act	the Companies Act 2006, as amended
Admission	the admission to trading on AIM of the Ordinary Shares
AIM	a market operated by London Stock Exchange
AIM Cancellation	the proposed cancellation of Admission
AIM Rules	the London Stock Exchange AIM Rules for Companies
Annual General Meeting or AGM	the annual general meeting of the Company to be held at 10:30 am on 29 June 2016 (or any adjournment of it), notice of which is set out at the end of this document
Articles or Articles of Association	the articles of association of the Company in force at the date of this document
Board or Directors	the board of directors of the Company
Business Day	any day upon which the London Stock Exchange is open for business and any reference to business days shall be to clear business days
City Code or Takeover Code	City Code on Takeovers and Mergers
Company	DDD Group plc (company number 04271085)
CREST	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which Euroclear UK & Ireland Limited is the operator (as defined in the CREST regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3855), as amended
London Stock Exchange	London Stock Exchange plc
Notice	the notice convening the Annual General Meeting at the end of this document
Ordinary Shares or Shares	ordinary shares of 1 pence each in the capital of the Company
Resolutions	the resolutions set out in the Notice and Resolution shall mean any of them
Shareholders	the holders of the Ordinary Shares

PART I

LETTER FROM THE CHAIRMAN OF DDD GROUP PLC

(Incorporated in England and Wales with Registered No. 04271085)
42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ, United Kingdom
Telephone +44 (0) 1903 706160 Facsimile +44 (0) 1372 463620

Directors:

Nicholas Brigstocke (Chairman)
Christopher Yewdall (Chief Executive Officer)
Victoria Stull (Chief Financial Officer)
Dr. Sanji Arisawa (Non-Executive)
Paul Kristensen (Non-Executive)
Hans Roger Snook (Non-Executive)

23 May 2016

TO THE REGISTERED HOLDERS OF THE ORDINARY SHARES

Dear Shareholder

Proposed AIM Cancellation and Annual General Meeting

1. Introduction

The purpose of this letter is to provide you with information on the proposals to be put to the Annual General Meeting, to explain why your Board considers them to be in the best interests of the Company and Shareholders as a whole, and to recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Your specific attention is drawn to Resolution 10, which relates to the proposal to cancel the trading of the Ordinary Shares on AIM.

2. Background

The Company has been quoted on AIM since January 2002. The Directors' rationale for seeking the original admission of the Company's Ordinary Shares to trading on AIM included engendering a level of interest in the Company that would gain support for its growth plans, access to equity capital markets to fund business growth, an enhanced corporate profile and a mechanism to provide a market in the Company's Ordinary Shares.

The interest in DDD Group's solutions for consumer 3D products was positive, however following the decline of the 3D consumer market, the Company has seen a decline in its turnover in the last two years, making it much harder to generate profits at the present time. This has caused a substantial price decrease and reduction in the liquidity of the stock making it difficult for the Company to raise sufficient capital to fully fund its growth plans for products and applications beyond the 3D market.

In addition, the Board has taken significant steps to reduce its cost base each year but the task is being made much more difficult by the additional expense of being an AIM listed company. The listing expense has become excessive for the size of the business and more importantly does not help to generate any additional revenue or profit.

The Board has reached the view that the Company is not receiving the benefits for which the AIM listing was originally sought, nor is there any possible chance of the situation changing in the foreseeable future. Accordingly the Board has concluded that in their opinion, it is in the best interests of the Company and its shareholders to seek a cancellation of trading from the AIM market. This will cut significant expense and enhance the possibility of potential dividends in the future.

3. Rationale for the AIM Cancellation

The Directors have concluded that a resolution should be put to Shareholders to approve the AIM Cancellation for the following reasons:

- the costs associated with maintaining a listing on AIM (including professional legal, accounting, broking and nominated advisory costs and the costs and fees of the London Stock Exchange) are now disproportionate to the value provided by the listing. Management of the Company expects that the savings arising from the AIM Cancellation will amount to more than £250,000 per annum;
- like many other small listed companies, the Company suffers from a lack of demand for its shares and, in practical terms, has a small free float. As a result, the Board believes that there is currently no reasonable prospect of the Company being able to use the listing to raise money from other investors;
- the low liquidity in the Company's shares tends to lead to a volatility in the share price;
- there is a disproportionate amount of time spent by senior management to ensure compliance with the AIM Rules and other related regulatory requirements including corporate governance, reporting and disclosure obligations; and
- the AIM Cancellation will provide the board with significant flexibility to progress the strategy and potentially return capital to shareholders in the future.

4. Process for and principal effects of the AIM Cancellation

Under the AIM Rules, the Cancellation can only be effected by the Company after the passing of a resolution of the Shareholders in a general meeting passed by a majority of not less than 75 per cent. of the votes cast, and the expiry of a period of twenty Business Days from the date upon which notice of the Cancellation is given in accordance with the AIM Rules. In addition, a period of at least five Business Days following the passing of the Cancellation Resolution is required before the Cancellation may be put into effect. Subject to the passing of the Cancellation Resolution at the General Meeting, it is expected that trading on AIM in the Ordinary Shares will cease at close of business on 6 July 2016 with the Cancellation becoming effective from 7:00am on 7 July 2016.

The principal effects of the Cancellation are that:

- there will no longer be a formal market mechanism enabling Shareholders to trade their Ordinary Shares through AIM or any other public stock market;
- the Company will not be obliged to announce material developments or interim results;
- the Company will no longer be required to comply with the AIM Rules, or to have a nominated adviser; and
- the Company will no longer be bound to comply with the corporate governance requirements for companies with shares admitted to trading on AIM.

The Company will, however, remain a public limited company and will remain subject to the Takeover Code. Shareholders will benefit from those provisions of the Takeover Code, including in the case of an offer for all of the shares of the Company, whereby all shareholders will need to be treated equally. Shareholders will also continue to benefit from the relevant provisions of the Act, which contains various provisions for the protection of minority shareholders. No changes are currently proposed to be made to the Company's Articles.

The Directors shall keep Shareholders informed of the Company's progress from time to time as may be required and remain committed to high standards of corporate governance. As such the Directors will:

- continue to provide Shareholders with copies of the Company's audited accounts in accordance with the applicable statutory requirements;

- continue to hold general meetings in accordance with applicable statutory requirements;
- keep shareholders updated in respect of certain matters concerning the Company through announcements on the Company's website and through an opt-in email distribution list; and
- retain at least one non-executive director on the Board for the foreseeable future.

Whilst the Board believes the Cancellation is in the interests of the Shareholders as a whole, it recognizes that the Cancellation will make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so. Accordingly the Board will set up a matched bargain settlement facility to enable Shareholders to trade their Ordinary Shares, and further notification will be made once this is implemented. Under this settlement facility, it is intended that Shareholders, or persons wishing to trade shares, will be able to leave an indication with the provider of the service that they are prepared to buy or sell shares at an agreed price. In the event that the matched bargain settlement facility is able to match that indication with an opposite buy or sell instruction, they will contact both parties to effect the bargain.

The Board intends to monitor the popularity of this arrangement amongst Shareholders and will review it at regular intervals to consider whether it remains cost effective. Information relating to the facility will be put on the Company's website. The Company's CREST trading facility will remain in place for so long as it remains economic to do so.

5. Risks associated with retaining an interest in the Company following the AIM Cancellation

The Directors draw to the attention of Shareholders the following factors which should be taken into account in assessing how to vote on the AIM Cancellation and whether or not to retain their interests in Shares in the event that the AIM Cancellation is approved by the Shareholders and becomes effective:

- as indicated in paragraph 4 above, there will be no public market facility for dealing in the Shares and no price will be publicly quoted for the Shares. As such, interests in Shares are unlikely to be readily capable of sale and where a buyer is identified, it may be difficult to place a fair value on any such sale;
- as an unquoted company, it will no longer be subject to the AIM Rules and Shareholders will only be able to rely on the protections afforded to shareholders under applicable English law and the City Code;
- the Company will no longer be subject to the rules relating to disclosure of interests in Shares set out in the Disclosure and Transparency Rules, such that it may be difficult to ascertain the ownership of Shares from time to time;
- the levels of transparency and corporate governance within the Company are unlikely to be as stringent as for a company quoted on AIM;
- there may not be sufficient demand to enable sale of Shares prior to the Cancellation; and
- there may be personal tax consequences for Shareholders (see below).

The above considerations are non-exhaustive and Shareholders should seek their own independent advice when assessing the likely impact of the AIM Cancellation on them.

Taxation

Upon AIM Cancellation, certain tax benefits applicable to Shares which are traded on AIM will cease to be available. If you are in any doubt about your tax position, and/or are subject to tax in a jurisdiction other than the UK, you should consult an appropriate independent professional adviser. You or your tax advisor should note that following AIM Cancellation the Company's Shares will no longer be quoted on AIM or any other public market.

6. Resolutions

We will be seeking your approval of the AIM Cancellation at the forthcoming Annual General Meeting. Details of all the Resolutions to be proposed at the Annual General Meeting, including routine business, are set out below. Resolutions numbered 1-8 (inclusive) will be proposed as ordinary resolutions; this means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions numbered 9 and 10 will be proposed as special resolutions; this means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Annual report and audited accounts (Resolution 1)

The Directors are required to present to Shareholders at the AGM the annual report and accounts together with the Directors' reports and the Auditor's report, for the year ended 31 December 2015 (the **Annual Report**) and Shareholders will be asked to receive these.

Re-appointment of Directors (Resolutions 2 to 5)

Under the Company's Articles of Association, one third of the Directors are required to retire by rotation each year. In addition, no Director may serve for more than three years without being re-elected by shareholders and any Non-Executive Director serving more than nine years must be re-elected by shareholders annually (such Non-Executive Directors are not taken into account when determining which other Directors are to retire by rotation).

Victoria Stull will retire by rotation in accordance with the Articles of Association. Nicholas Brigstocke, Sanji Arisawa and Hans Snook, all of whom are non-executive directors who have served for more than nine years, are standing for re-election in accordance with the Articles of Association. These Directors are being proposed for re-election through separate resolutions numbered 2 to 5 inclusive. Details of the directors, including those standing for re-election, appear on page 14 of the Annual Report. Paul Kristensen has decided not to stand for re-election. I would like to thank him for his long and valuable service to the Company.

Victoria Stull is an Executive Director and the Chief Financial Officer of the Group. Victoria was appointed to the Board in July 2012 following a review by the Board and Nomination Committee given her integral role in the Company through her assistance to the executive team in developing and executing the strategic direction as well as her role in the financial planning, record-keeping and reporting.

Nicholas Brigstocke is a Non-Executive Director and currently the Chairman of the Board as well as of the Remuneration and Nomination Committee. Nick also serves on the Audit and Corporate Governance Committee. Nick's experience in the financial industry brings a strong skill-set for strategic and financial planning as well as knowledge of public markets and companies.

Dr. Sanji Arisawa is President and CEO of Arisawa Manufacturing Company, which is the Company's largest corporate shareholder. As such, the Board has determined that Dr. Arisawa cannot be classified as an "independent" non-executive director. However, Dr. Arisawa brings significant knowledge and experience to the Board regarding business practices in Asia, where many of the Company's customers are based, and thoughtfully challenges the strategy of the Group to facilitate its success.

Hans Snook has served as a Director of the Company since 2006 and is considered, after review by the other Directors, to continue to demonstrate independence in character and judgement. His background and knowledge as an entrepreneur and businessman are valuable in determining the strategic direction of the Company, particularly his expertise in consumer brand establishment.

Auditors (Resolutions 6 and 7)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Grant Thornton UK LLP have indicated their willingness to continue in office. The audit committee has reviewed auditor independence, effectiveness and cost,

and the Directors recommend the reappointment as a result of that review. Accordingly, Resolution 6 re-appoints Grant Thornton UK LLP as auditors of the Company and Resolution 7 authorises the Directors to fix their remuneration.

Authority of Directors to allot shares (Resolution 8)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 of the Act. Upon the passing of Resolution 8, the Directors will have authority to allot shares up to an aggregate nominal amount of £628,900 which is approximately thirty three (33) per cent of the current issued ordinary share capital of the Company as at 20 May 2016 (being the latest practicable date before publication of this notice).

This authority, if given, will expire at the conclusion of the Annual General Meeting of the Company to be held in 2017. The Directors intend to continue to seek to renew this authority at each Annual General Meeting in accordance with current best practice.

Disapplication of pre-emption rights (Resolution 9)

If the Directors wish to exercise the authority under Resolution 8 and offer shares for cash, the Act requires that, unless shareholders have given specific authority to waive their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 9, if passed, will authorise the Directors to do this by allowing the Directors to allot shares for cash (i) by way of a rights issue, open offer or other offer of securities in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions), (ii) in accordance with any share option scheme adopted by the Company and (iii) otherwise than pursuant to (i) and (ii) up to an aggregate nominal value of £381,200 which is equivalent to approximately twenty (20) per cent of the issued ordinary share capital of the Company as at 20 May 2016 (being the latest practicable date before publication of this notice).

This authority, if given, will expire at the conclusion of the Annual General Meeting of the Company to be held in 2017. The Directors intend to continue to seek to renew this authority at each Annual General Meeting in accordance with current best practice.

Cancellation of Admission to trading on AIM (Resolution 10)

Following careful consideration at a meeting of the Board held in May 2016, the Directors concluded that it is no longer in the best interests of the Company to maintain the Admission and so resolved to notify the London Stock Exchange pursuant to Rule 41 of the AIM Rules of their intention to cancel (subject to the passing of this Resolution 10 at the Annual General meeting) the Admission of the Company's securities.

As set out at paragraph 3 above, the Company would benefit from substantial cost savings as a result of the AIM Cancellation. After careful consideration, the Board believes it is in the best interests of the Company and Shareholders generally to seek the AIM Cancellation at the earliest opportunity.

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the Cancellation. The Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by shareholders (whether present in person or by Form of Proxy) at the Annual General Meeting. Accordingly, Resolution 10 seeks the Shareholders' approval to the AIM Cancellation. The Resolution approving the AIM Cancellation is not conditional on the passing of any other Resolution. Subject to the Resolution approving the AIM Cancellation being passed at the Annual General Meeting, it is anticipated that trading in the Ordinary Shares on AIM will cease at close of business on 6 July 2016 with the AIM Cancellation expecting to take effect on 7 July 2016. As a result, the Company will no longer be required to comply with the AIM Rules and will not be required to retain a nominated adviser.

Shareholders should note however that the Company will nevertheless remain subject to the provisions of the City Code following the AIM Cancellation.

7. Annual General Meeting

As explained above, the Resolutions are subject to the approval of Shareholders in a general meeting. A notice convening the Annual General Meeting of the Company to be held on 29 June 2016 at 10:30 am at the offices of Norton Rose Fulbright at 3 More London Riverside, London SE1 2AQ is set out at the end of this document.

8. Action to be taken

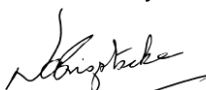
You will find enclosed a Form of Proxy for use in connection with the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, not later than 2 working days before the time appointed for the AGM, that is to say, no later than 10.30 a.m. on 27 June 2016. Alternatively, you may prefer to register the appointment of a proxy for the meeting electronically. If so, please access the website www.investorcentre.co.uk/eproxy which is operated by Computershare, where full details of the procedure are given. The proxy appointment and instructions must be received electronically by Computershare not less than 2 working days before the time appointed for the AGM.

Completion and return of the Form of Proxy will not preclude a shareholder from attending the AGM and voting in person.

9. Recommendation

The Directors consider that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and recommend shareholders to vote in favour of all the resolutions, as they intend to do (other than in relation to their own appointments as Directors) in respect of their holdings of in aggregate 14,865,909 ordinary shares, representing approximately 7.8 per cent of the Company's issued ordinary share capital as at 20 May 2016 (being the latest practicable date before publication of this notice).

Yours sincerely


Nicholas Brigstocke
Chairman



DDD
DDD Group plc

(Incorporated in England and Wales with Registered No. 04271085)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of DDD Group plc (**Company**) will be held at 10:30 a.m. on 29 June 2016 at 3 More London Riverside, London SE1 2AQ, United Kingdom for the following purposes:

Ordinary Business:

- 1 To receive the annual report and audited accounts of the Company together with the reports of the Directors' and the Auditor's report for the year ended 31 December 2015.
- 2 To re-elect Miss Victoria Stull who retires by rotation in accordance with Article 86.1 of the Company's articles of association and who, being eligible, offers herself for re-election as a Director of the Company.
- 3 To re-elect Mr. Nicholas Brigstocke, who retires in accordance with Article 86.5 of the Company's articles of association and who, being eligible, offers himself for re-election, as a Director of the Company.
- 4 To re-elect Dr. Sanji Arisawa, who retires in accordance with Article 86.5 of the Company's articles of association and who, being eligible, offers himself for re-election, as a Director of the Company.
- 5 To re-elect Mr. Hans Snook, who retires in accordance with Article 86.5 of the Company's articles of association and who, being eligible, offers himself for re-election as a Director of the Company.
- 6 To re-appoint Grant Thornton UK LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the meeting.
- 7 To authorise the board of Directors of the Company to fix the remuneration of the Company's auditors.
- 8 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

THAT in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 Companies Act 2006 (**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 security into, shares in the Company up to an aggregate nominal amount of £628,900. The authority conferred on the Directors hereby shall expire at the conclusion of the next annual general meeting of the Company to be held in 2017 save that under this authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant

rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Business:

9 To consider and, if thought fit, to pass the following resolution as a special resolution:

THAT, subject to and conditional upon the passing of Resolution 8 at the meeting at which this resolution is being considered and in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (**Act**) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 9 as if section 561(1) of the Act did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities:

(A) in connection with an offer of equity securities:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depositary receipts);

(B) pursuant to the terms of any share option scheme adopted by the Company; and

(C) (otherwise than under paragraphs (A) and (B) of this Resolution 9) up to an aggregate nominal amount of £381,200

and shall expire at the conclusion of the annual general meeting of the Company to be held in 2017, except that 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.

10 To consider and, if thought fit, to pass the following resolution as a special resolution:

THAT, the admission of the ordinary shares of the Company to trading on the AIM market of the London Stock Exchange be cancelled and that the Directors be and are hereby authorised to take all steps which are necessary or desirable in order to effect the cancellation.

Dated 23 May 2016

By order of the Board,

Company Secretary:
David Venus and Company LLP

Registered office:
42-50 Hersham Road
Walton-on-Thames, Surrey, KT12 1RZ
United Kingdom

Notes:

- 1 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the Annual General Meeting ("AGM"). A proxy need not be a member of the Company but must attend the AGM for the member's vote to count. If a member appoints more than one proxy to attend the AGM, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.
- 2 A Form of Proxy is provided with this notice. If a member wishes to appoint more than one proxy and so requires additional Forms of Proxy, the member should contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. To be valid, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be received by post or (during normal business hours only) deposited by hand at the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, not less than 2 working days before the time of the holding of the AGM or any adjournment thereof. Amended instructions must also be received by the Company's registrars before the deadline for receipt of proxy forms. Completion and return of the Form of Proxy will not prevent a member from attending the AGM and voting in person if they wish to do so.
- 3 In the case of joint holders, the vote of the senior who attends to vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members.
- 4 If you would like to submit your proxy vote electronically, you can do so by accessing our registrar's website (www.investorcentre.co.uk/eproxy). You will require the control number, your unique PIN (which will expire at the end of the voting period) and your Shareholder Reference Number ("SRN"), printed on the proxy card, in order to log in and submit your proxy vote electronically. You can access this site from any internet enabled PC or mobile device. The proxy appointment and any power of attorney or other authority under which the proxy appointment is made must be received by the Company's registrar not less than 2 working days before the time of the holding of the AGM or any adjournment thereof.
- 5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof and should follow 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent ID: 3RA50 not less than 2 working days before the time for holding the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent 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 UK and Ireland Limited 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(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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 concerning practical limitations of the CREST system and timings.

The CREST Manual can be reviewed at www.euroclear.com/CREST.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- 6 Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those shareholders registered on the register of members of the Company at 6 p.m. on 27 June 2016 (the **Specified Time**) (or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 7 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
- 8 If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- 9 Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated herein or in such related documents.
- 10 As at 20 May 2016, being the last business day prior to the printing of this Notice, the Company's issued ordinary share capital consisted of 190,588,572 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 20 May 2016 are 190,588,572.
- 11 Copies of the service agreements and letters of appointment between the Company and its Directors and a copy of the existing Articles of Association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the AGM and also on the date and at the place of the AGM from 10:00 a.m. until the conclusion of the AGM.