

# LiDCO Group Plc

(Registered in England and Wales under the Companies Act 1985 number 2659005)

## Directors:

Theresa Wallis (Non-executive Chairman)  
Dr Terence O'Brien (Chief Executive)  
Paul Clifford (Finance)  
Ian Brown (Non-executive)

## Registered and Head Office

16 Orsman Road  
Hoxton  
London  
N1 5QJ

13 April 2015

Dear Shareholder

## Notice of Annual General Meeting

I am pleased to enclose the Annual Report and Accounts for the year ended 31 January 2015 and to invite you to our Annual General Meeting ("AGM") which will be held at the offices of our Nominated Advisor, finnCap, 60 New Broad Street, London EC2M 1JJ, on Wednesday 13 May 2015 at 11am. The formal notice of the AGM is set out on page 3 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the enclosed Form of Proxy and return it to our share registrars, Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible. **They must receive it by 11am on Monday 11 May 2015 at the latest.**

## Resolutions to be proposed at the AGM

Seven resolutions will be proposed at the AGM, the first six will be proposed as ordinary resolutions and the last one as a special resolution. This means that for each of the ordinary resolutions to be passed, more than half of the votes of those members voting in person or by proxy must be cast in favour of each of the resolutions. In the case of the special resolution (Resolution 7) for the resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

## Resolution 1 – Receiving the Annual Report and Accounts

There is a requirement under section 737 of the Companies Act 2006 ("the Act") that the directors lay before the Company in general meeting, copies of the Company's annual accounts and the directors' and auditor's reports on these accounts.

## Resolution 2 – Approving the Directors' Remuneration Report

This resolution seeks approval of the Directors' Remuneration Report.

## Resolutions 3 and 4 – Re-election of Ms Theresa Wallis and Mr Ian Brown as directors

Under Article 102(a) of the Company's Articles of Association directors must retire and offer themselves for re-election at least every three years. Ms Wallis and Mr Brown were re-elected last year, but as they have both served as non-executive directors for in excess of nine years, having been originally appointed in December 2002 and October 2005 respectively, they are subject to annual re-election by shareholders.

## Resolution 5 – Re-appointment of the Auditors and the Auditor's Remuneration

At every general meeting at which accounts are laid, the Company must appoint auditors to hold office until the conclusion of the next such meeting. You are requested to re-appoint Grant Thornton UK LLP as auditors for another year and, following normal practice, to authorise the directors to fix their remuneration.

## Resolution 6 – Power to allot Ordinary Shares

This resolution seeks authority for the directors to allot shares or other relevant securities up to an amount equal to approximately one-third of the nominal amount of the Company's current issued share capital. This equates to 64,725,000 ordinary shares of 0.5 pence each having an aggregate nominal value of £323,625 and the authority will expire on the earlier of the 2016 Annual General Meeting and 30 June 2016.

**Resolution 7 – Power to Allot Equity Securities for Cash**

This final resolution seeks authority for the directors to allot securities for cash:-

- (a) in connection with a rights issue or other offer of securities to existing shareholders subject to such arrangements as the directors consider expedient to deal with such matters as fractional entitlements and legal and practical problems arising in overseas jurisdictions; and
- (b) otherwise without offering them first to existing shareholders in proportion to their shareholdings but limited to an aggregate amount of £97,085 representing 19,417,000 of 0.5 pence, which equates to approximately 10% of the Company's current issued share capital.

The directors consider that all the resolutions to be put to the meeting would promote the success of the Company for the benefit of its members as a whole and look forward to your support for all the proposed resolutions.

Yours sincerely



*Theresa Wallis*  
Chairman

**LiDCO Group Plc**  
**Notice of Annual General Meeting**

This year's Annual General Meeting will be held at the offices of finnCap Limited, 60 New Broad Street, London EC2M 1JJ on Wednesday 13 May 2015 at 11am. You will be asked to consider, and if thought appropriate, pass the resolutions set out below:

Resolutions 1 to 6 inclusive will be proposed as ordinary resolutions and Resolution 7 as a special resolution.

**Ordinary resolutions**

1. That the audited accounts of the Company and the Directors' and Auditor's Reports thereon for the year ended 31 January 2015 be received.
2. That the Directors' Remuneration Report for the year ended 31 January 2015 be received and approved.
3. That Ms Theresa Wallis who retires annually, having been a non-executive director for more than nine years, be re-elected a director of the Company.
4. That Mr Ian Brown who retires annually, having been a non-executive director for more than nine years, be re-elected a director of the Company.
5. That Grant Thornton UK LLP, be re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company, and that the directors be authorised to set their remuneration.
6. That the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate amount of £323,625 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2016 or on 30 June 2016 (whichever is the earlier), save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require equity securities (as defined in section 560 of the Act) to be allotted after the expiry of such authority, and the directors may allot such securities pursuant to such offer or agreement as if such authority had not expired; and all prior unutilised authorities to allot shall be revoked, but without prejudice to the allotment of any shares or securities already made or to be made pursuant to such authorities.

**Special resolution**

7. That the directors be and are empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 7 and to allot equity securities (as defined in section 560(3) of the Act (sale of treasury shares)) for cash in each case as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited:
  - (i) to the allotment of equity securities in connection with a rights issue, open or other offers of securities in favour of holders of ordinary shares in the Company on the register of members at such record date as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interest of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares in the Company held or deemed to be held by them on such record dates, subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with fractional entitlements, treasury shares or legal or practical problems arising under the laws of any overseas territory or the requirements of any other regulatory body or stock exchange by virtue of shares being represented by depository receipts or any other matter whatever; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate nominal value of £97,085.

This power shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2016 or 30 June 2016, whichever is the earlier, unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require securities to be allotted, or treasury shares sold, after such expiry and the directors may allot securities or sell treasury shares pursuant to such offer or agreement as if the power conferred had not expired; and all prior powers granted under section 570 of the Act shall be revoked provided that such revocation shall not have retrospective effect.

By order of the Board

*Douglas Armour*  
Company Secretary

13 April 2015

Registered Office: 16 Orsman Road, Hoxton, London N1 5QJ. Registered in England and Wales, Number 2659005

### Notes to the Notice of Annual General Meeting

1. Members of the Company are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote instead of him or her. A proxy need not be a member of the Company, but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to your appointee.
2. A Form of Proxy is enclosed with this notice. Instructions for use are shown on the Form of Proxy. **Forms of Proxy must be received by the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11am on Monday 11 May 2015.** Completion and return of a Form of Proxy does not preclude a member from attending and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You can only appoint a proxy using the procedures set out in these notes and the notes on the Form of Proxy.
3. In the case of joint holders, the vote of the senior joint holder who tenders a vote either in person or by proxy will be accepted to the exclusion of the votes of other joint holders and for this purpose, seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please use a photocopy of the Form of Proxy. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date for voting purposes will result in the proxy appointments being invalid.
5. Pursuant to regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than 6pm on 11 May 2015, or, in the event that the meeting is adjourned, on the register of members 48 hours before any such adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. A vote withheld is not a vote in law, which means that the withheld vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy may vote or abstain from voting at his or her discretion. Your proxy may vote (or abstain from voting) as he or she thinks fit in relation to any matter which is put to the meeting.
7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that cut-off times for receipt of proxy appointments (see note 2 above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. The service contracts of the directors of the Company will be available for inspection at the registered office of the Company during normal business hours, and will also be available at the venue of the meeting 15 minutes prior to and until the conclusion of the meeting.