

LiDCO Group Plc

(Registered in England and Wales. Registered Number: 02659005)

Directors:

Peter Grant (Non-executive Chairman)
Matthew Sassone (Chief Executive Officer)
Tim Hall (Chief Financial Officer)
Philip Cooper (Non-executive Director)

Registered and Head Office

16 Orsman Road
Hoxton
London
N1 5QJ

18 April 2019

Dear Shareholder

Notice of Annual General Meeting

I am pleased 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 Thursday 16 May 2019 at 10.00 am. The formal notice of the AGM is set out on page 3 of this document. Members who have elected or are deemed to have elected to receive copies of the Company's statutory accounts by electronic communications will find the audited accounts for the year ended 31 January 2019 on the Company and Investor page of our website at: <http://www.lidco.com/investors>. Members who have elected to receive paper copies of the statutory accounts will find a copy accompanying this letter.

Please be aware we no longer provide a paper proxy form. If you would like to vote on the resolutions but cannot attend the AGM, please see the Notes in the Notice for the voting options. Please vote as soon as possible. **Votes must be received by 10am on Tuesday 14 May 2019 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 members' approval of the Directors' Remuneration Report.

Resolutions 3 – Re-election of Mr Phil Cooper as a director

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. Mr Sassone and Ms McGregor were re-elected last year. Mr Grant was re-elected in 2017.

Resolution 4 – Re-election of Mr Tim Hall as a director

Under Article 108 a new director appointed during the year must retire at the first AGM following their appointment and offer themselves for re-election. Mr Hall was appointed on 11 March 2019 and offers himself for re-election.

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 auditor for another year and, following normal practice, to authorise the directors to fix the remuneration of the auditor.

Resolution 6 – Power to allot Ordinary Shares

This resolution seeks the annual renewal of the 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 80,577,000 ordinary shares of 0.5 pence each, having an aggregate nominal value of £402,885. The authority will expire on the earlier of the 2020 Annual General Meeting and 30 June 2020.

Resolution 7 – Power to Allot Equity Securities for Cash

This final resolution seeks the annual renewal of the 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 nominal value of £122,085 representing 24,417,000 of 0.5 pence, which equates to approximately 10% of the Company's current issued share capital. The authority will expire on the earlier of the 2020 Annual General Meeting and 30 June 2020.

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

Peter Grant
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 Thursday 16 May 2019 at 10.00 am. 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 2019 be received.
- 2 That the Directors' Remuneration Report for the year ended 31 January 2019 be received and approved.
- 3 That Mr Phil Cooper be re-elected a director of the Company.
- 4 That Mr Tim Hall be re-elected a director of the Company.
- 5 That Grant Thornton UK LLP, be re-appointed as auditor 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 the remuneration of the auditor.
- 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 £402,885 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2020 or on 30 June 2020 (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 £122,085.

This power shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2020 or 30 June 2020, 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

Tim Hall
Company Secretary
18 April 2019

Notes to the Notice of Annual General Meeting

- 1 A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at www.signalshares.com.
- 2 To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours before the time of the meeting.

- 3 Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at close of business on 14 May 2019 (the Specified Time) (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. 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 meeting.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using 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.
- 5 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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy, or is 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 Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 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 Application 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.
- 6 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & 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 (www.euroclear.com/CREST).
- 7 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).
- 8 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 they do not do so in relation to the same shares.
- 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.
- 10 If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services by email at enquiries@linkgroup.co.uk, or you may call Link on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.