



GATTACA

Notice of Annual General Meeting 2022

Tuesday 6 December

2022

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Gattaca plc Annual General Meeting

10 November 2022

Dear Shareholder,

Gattaca plc Annual General Meeting

I am pleased to invite you to the Annual General Meeting (**AGM**) of Gattaca plc (**Company**) which will be held on Tuesday 6 December 2022 at 9.30am, at The Solent Hotel, Rookery Avenue, Whiteley, Hampshire, PO15 7AJ. 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 2022 is now available on our website: www.gattacaplc.com/investors/results-centre/annual-reports

Form of Proxy

Please note you will not receive a form of proxy for the 2022 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 Group, on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, 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 Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL;
- 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); and
- if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with the Notice of Meeting Notes below.

Proxy appointments must be received by Link by no later than 9.30am on Friday, 2 December 2022.

Directors

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on pages 58 and 59 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
Chair

e: cosec@gattacaplc.com
w: www.gattacaplc.com

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Gattaca plc (Company) will be held at The Solent Hotel, Rookery Avenue, Whiteley, Hampshire, PO15 7AJ on Tuesday 6 December 2022 at 9.30am to transact the business set out in the resolutions below.

Resolutions 1 to 12 (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 13 and 14 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 pages 5 to 7.

Resolutions

Annual Report and Accounts

1. To receive the audited financial statements of the Company for the year ended 31 July 2022 and to receive the Directors' Report and Auditors' Report on those accounts.

Remuneration

2. To approve on an advisory basis for three years from the date of the Meeting the Directors' Remuneration Policy, as included on pages 78 to 82 of the Annual Report.

Directors

3. To re-elect Patrick Shanley as a Director of the Company.
4. To elect Ros Haith as a Director of the Company.
5. To re-elect Tracey James as a Director of the Company.
6. To re-elect David Lawther as a Director of the Company.
7. To re-elect George Materna as a Director of the Company.
8. To elect Matthew Wragg as a Director of the Company
9. To elect Oliver Whittaker as a Director of the Company

Auditors

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

Directors' Authority to Allot Shares

12. 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 £107,635. 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 31 December 2023 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.

Notice of Annual General Meeting

continued

Special Resolutions

Disapplication of Pre-Emption Rights

13. That subject to the passing of resolution 12, 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 31 December 2023 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 £16,145.

Authority to Purchase Own Shares

14. 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 3,229,042;
 - (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 31 December 2023 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

Patrick Shanley
Chair

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

10 November 2022

Registered in England and Wales No. 4426322

Explanatory Notes to the Resolutions

Resolution 1 Annual Report and Accounts

Resolution 1 is to receive and consider the Company's annual accounts for the financial year ended 31 July 2022 together with the directors' report and auditors' report on those accounts.

Resolution 2: Directors' Remuneration Policy

Resolution 2 is to approve the Directors' Remuneration Policy (the Policy), the full text of which is available on pages 78 to 82 of the 2022 Annual Report and Accounts. The Board reviewed the policy and found that the remuneration structure remained appropriate. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolutions 3 to 9: Directors

Resolutions 3 to 9 are to approve the election and re-election of the Directors of the Board.

In accordance with recommended best practice, each of the Directors are retiring and offering themselves for re-election. Ros Haith, Matthew Wragg and Oliver Whittaker having been appointed during the year will be standing for election by shareholders, having been nominated by the Board.

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 Chair 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 58 and 59 of the Annual Report and Accounts.

Resolutions 10 and 11: Reappointment and remuneration of Auditors

Resolution 10 is to approve the re-appointment of PricewaterhouseCoopers LLP (PwC). The Auditors will hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 11 is to authorise the directors to determine the remuneration of the Auditors and the audit fees.

Resolution 12 Authority to allot shares

Resolution 12 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 31 December 2023. The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

Resolution 13 Dis-application of pre-emption rights

Resolution 13 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.

Resolution 14 Approval of market purchases of ordinary shares

Resolution 14 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 3,229,042 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.

Procedural Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Friday 2 December 2022. 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.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 9.30am (UK time) on 6 December 2022 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. 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 Meeting.
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - You may request a hard copy form of proxy directly from the registrars, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 9.30am on Friday 2 December 2022.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
10. 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 UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 9.30am on Friday 2 December 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.

11. 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 message. 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 system providers are referred, in particular, to those sections of the CREST Manual 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 Uncertificated Securities Regulations 2001.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 7 November 2022 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 32,290,422 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 7 November 2022 are 32,290,422.
14. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
 - (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or
 - (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
15. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
16. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 9.00am on the day of the Meeting until the conclusion of the Meeting:

copies of the Directors' letters of appointment or service contracts.
17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.gattacaplc.com



Gattaca plc

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