



GATTACA

Notice of Annual General Meeting 2020

TUESDAY 8 DECEMBER
2020

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Annual General Meeting

09 November 2020

Dear Shareholder,

Annual General Meeting

The Annual General Meeting (**AGM**) of Gattaca plc (**Company**) will be held on Tuesday 8 December 2020 at 9.30am at the Company's registered office, 1450 Parkway, Solent Business Park, Whiteley, Hampshire, PO15 7AF.

As a result of the Coronavirus (Covid-19) pandemic the UK Government has announced a further lockdown and the current advice is, amongst other things, to work from home where possible, and to maintain social distancing.

The health and safety of our shareholders and colleagues is always our utmost priority. As provided for pursuant to the Corporate Insolvency and Governance Act 2020, and in line with guidance from The Chartered Governance Institute (July 2020, endorsed by The Department for business, Energy and Industrial Strategy and the Financial Reporting Council) the Annual General Meeting this year shall be a closed meeting, and shareholders and their proxies (other than the Chair) will not be able to attend. The Company will make arrangements such that the legal requirements to hold the Annual General Meeting can be satisfied through the attendance of a minimum number of Directors or employees and the format of the Annual General Meeting will be purely functional.

The AGM will comprise only the formal votes for each resolution as set out in this AGM Notice. Shareholders are strongly encouraged to vote via completion of a Form of Proxy, and to appoint the Chairman of the meeting as proxy to ensure votes are counted. Any shareholders who have any questions relating to the business of the AGM should submit these to CoSec@gattacaplc.com and the Directors will ensure that a response is provided via the Company's website at www.gattacaplc.com.

A copy of the Annual Report and Accounts of the Company for the year ended 31 July 2020 is now available on our website: <https://www.gattacaplc.com/investors/results-centre/annual-reports>

Form of Proxy

Please note you will not receive a form of proxy for the 2020 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 may request a hard copy proxy form directly from our Registrars, Link Asset Services, 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. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Shareholders who wish to vote on the resolutions to be put to the Annual General Meeting should appoint the Chair as proxy by one of the following methods:

- 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).
- request a hard copy form of proxy directly from the registrars, Link Asset Services, at enquiries@linkgroup.co.uk or 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.
- if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 15 below.

Proxy appointments must be received by Link by no later than 9.30am on Sunday, 6 December 2020.

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

Chairman

E: CoSec@gattacaplc.com

W: www.gattacaplc.com

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the Meeting) of Gattaca plc (Company) will be held at 1450 Parkway, Solent Business Park, Whiteley, Hampshire, PO15 7AF on 8 December 2020 at 9.30 am to transact the business set out in the resolutions below.

Resolutions 1 to 9 (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 10 and 11 are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

For further information on all resolutions, please refer to the Explanatory Notes which can be found on page 6.

Resolutions

Annual Report and Accounts

1. To receive and adopt the Company's annual accounts for the financial year ended 31 July 2020 together with the Directors' Report and Auditors' Report on those accounts.

Directors

2. To re-elect Patrick Shanley as a Director of the Company.
3. To re-elect Kevin Freeguard as a Director of the Company.
4. To re-elect Salar Farzad as a Director of the Company.
5. To re-elect David Lawther as a Director of the Company.
6. To re-elect George Materna as a Director of the Company.

Auditors

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

Directors' Authority to Allot Shares

9. 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 £107,634. The authority hereby conferred shall expire, unless previously varied, renewed or revoked by the Company in general meeting, on the date of the Company's next Annual General Meeting or 18 months after the passing of this resolution, whichever occurs first, provided that the Company may, prior to such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry in which case the directors may allot such securities pursuant to such offer or agreement as if such authority had not expired;

Disapplication of pre-emption rights

10. That subject to the passing of resolution 9, and in substitution of all existing powers, the directors are hereby empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment provided that:
- (a) the power conferred hereby shall expire on the date of the next Annual General Meeting of the Company or 18 months after the passing of this resolution, whichever occurs first unless renewed, extended, varied or revoked by the Company in general meeting;
 - (b) the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and
 - (c) is limited to:
 - (i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the Company's capital in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
 - (ii) the allotment of equity securities pursuant to the terms of The Gattaca plc Long Term Incentive Plan or The Gattaca plc Share Incentive Plan or any other employees' share option scheme approved by the members in general meeting;
 - (iii) allotments of equity securities for cash otherwise than pursuant to paragraph (c)(i) above up to an aggregate nominal amount of £16,145.

Authority to purchase own shares

11. 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 18 months after the passing of this resolution, whichever occurs first, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

By order of the Board

Salar Farzad**Chief Financial Officer**

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

09 November 2020

Registered in England and Wales No. 4426322

Explanatory Notes

Explanatory Notes

An explanation of each of the resolutions is set out below:

Company's Annual Report and Accounts

Resolution 1 is to receive and consider the Company's annual accounts for the financial year ended 31 July 2020 together with the directors' report and auditors' report on those accounts (which are enclosed with this letter).

Directors

Resolutions 2 to 6 are to approve the re-election of the Directors of the Board.

The Company's articles of association require that all those non-executive directors who have been in office for three years or more since their election or last re-election must retire at each AGM. As a Board, in line with corporate governance best practice, all executive and non-executive directors have agreed to retire annually at the AGM and seek re-election.

The Nominations Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and recommends to the Board the appointment of all of the Directors of the Company standing for re-election.

The Chairman confirms that all the directors seeking re-election continue to perform effectively in promoting the success of the Company.

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

Auditors

Resolution 7 is to approve the re-appointment of PwC LLP. The Auditors will hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 8 is to authorise the directors to determine the remuneration of the Auditors and the audit fees.

Allotment of unissued share capital

Resolution 9 is proposed to authorise the directors' limited authority to exercise the powers of the Company to allot ordinary shares in the capital of the Company without the prior consent of shareholders for a period expiring on the earlier of the next AGM of the Company or 18 months from the passing of the resolution.

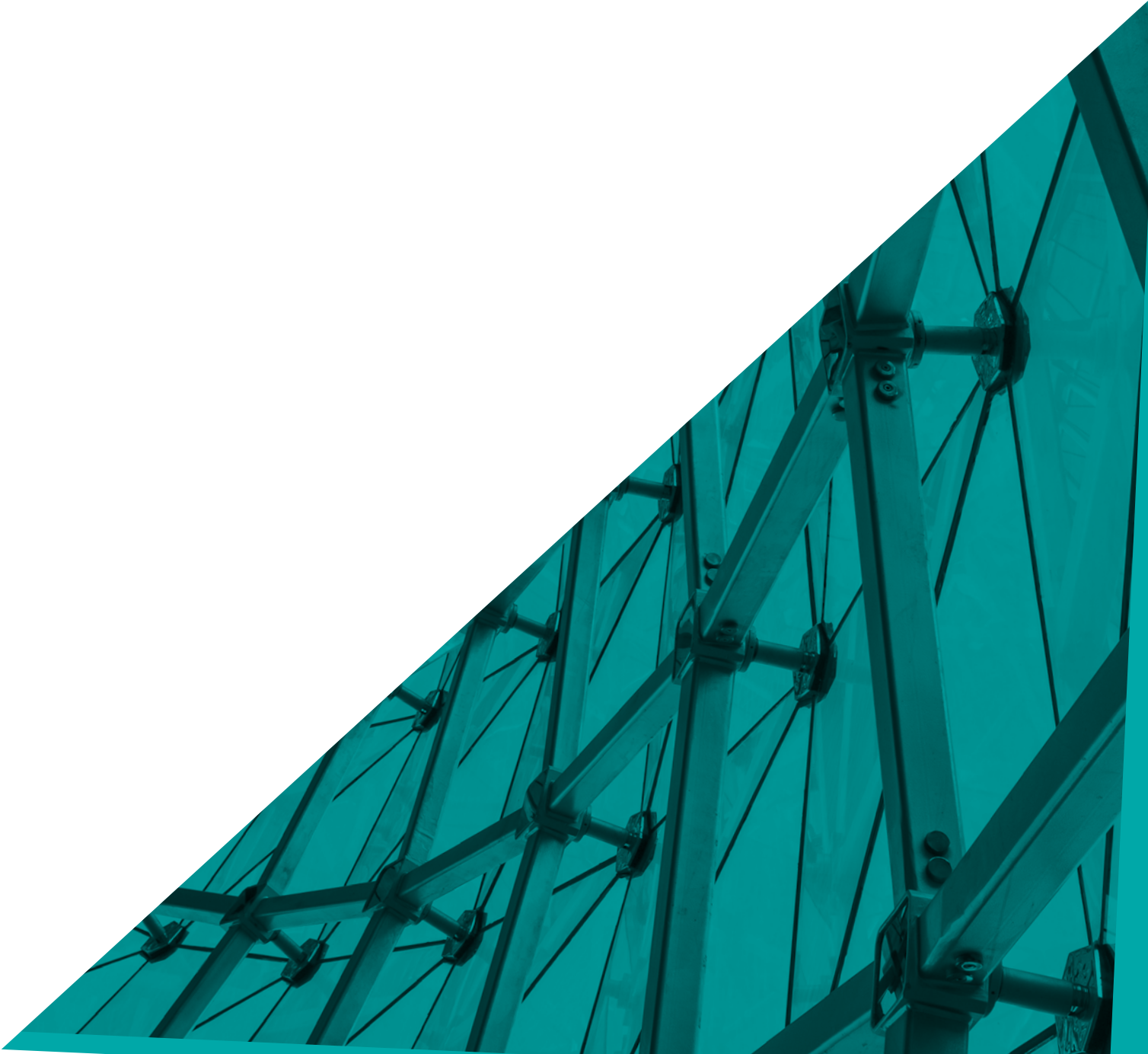
Dis-application of pre-emption rights

Resolution 10 is proposed to confer on the directors' restricted power to allot shares (or sell any shares which the Company may purchase and hold in treasury) without first offering them to existing shareholders in proportion to their existing shareholding.

Approval of market purchases of ordinary shares

Resolution 11 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.



Notes regarding Proxy voting

1. As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution select the relevant vote withheld box. 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 general meeting.
4. To be effective, the form of proxy, duly completed, together with any power of attorney under which it is executed or a notarially certified copy of it (failing previous registration with the Company), must be lodged with the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to arrive not later than 9.30am on Sunday, 6 December 2020 by one of the following methods:
 - 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);
 - request a hard copy form of proxy directly from the registrars, Link Asset Services, at enquiries@linkgroup.co.uk or 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;
 - if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 12 below.
5. An individual member or attorney must sign this form. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation.
6. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any of the joint holders. For these purposes, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another form of proxy, please contact the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to arrive not later than 9.30am on Sunday 6 December 2020.

10. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation. Any power of attorney or any such authority under which the revocation notice is signed or a notarially certified copy of it (failing previous registration with the Company) must be included with the revocation notice.
11. Except as provided above, members who have general queries about the meeting should write to Link Asset Services, PXS 34 Beckenham Road, Beckenham, Kent, BR3 4TU, telephone 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. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can also contact Link by email at enquiries@linkgroup.co.uk. No other means of communication will be accepted.

You may not use any electronic address provided either:

- (a) in the Notice of Annual General Meeting; or
- (b) any related documents (including the Chairman's letter),

to communicate with the Company for any purposes other than those expressly stated.

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the general meeting (and any adjournment thereof) by following 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to 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 Link Asset Services (CREST participant ID: RA10 by the latest time(s) for receipt of proxy appointments specified in Note 4 above. 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 Link Asset Services 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 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, to procure that his CREST sponsor or voting service provider takes) 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 (available at www.euroclear.com/CREST) 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 CREST Regulations.



GATTACA

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