



Notice of Annual General Meeting **2023**

Wednesday 6 December

2023

Contents

- 02 Annual General Meeting
- 03 Notice of Annual General Meeting
- 06 Explanatory Notes
- 08 Procedural Notes

Gattaca plc Annual General Meeting

9 November 2023

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 Wednesday 6 December 2023 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 2023 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 2023 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:

- 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);
- via the LinkVote+ app (please refer to the Notice of Meeting Notes below);
- 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;
- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform in accordance with the Procedural Notes below;
- 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.

Proxy appointments must be received by Link Group by no later than 9.30am on Monday, 4 December 2023.

Directors

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on page 67 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 (the Meeting) of Gattaca plc (Company) will be held at The Solent Hotel, Rookery Avenue, Whiteley, Hampshire, PO15 7AJ on Wednesday 6 December 2023 at 9.30am to transact the business set out in the resolutions below.

Resolutions 1 to 10 (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 11 to 13 (inclusive) 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 6 and 7.

Resolutions

Annual Report and Accounts

1. To receive the audited financial statements of the Company for the year ended 31 July 2023 and to receive the Directors' Report and Auditors' Report on those accounts.

Dividends

2. To declare a final dividend of 2.5p per ordinary share in respect of the year ended 31 July 2023.
3. To declare a special dividend of 2.5p per ordinary share in respect of the year ended 31 July 2023.

Directors

4. To re-elect Tracey James as a Director of the Company.
5. To re-elect David Lawther as a Director of the Company.
6. To re-elect Matthew Wragg as a Director of the Company.
7. To re-elect Oliver Whittaker as a Director of the Company.

Auditors

8. To appoint Mazars LLP (Mazars) 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.
9. To authorise the directors to determine the remuneration of the auditors.

Directors' Authority to Allot Shares

10. 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 £105,352. 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 2024 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

General power to disapply Pre-Emption Rights

11. That if Resolution 10 is passed the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided such authority be limited to:
- (a) Allotments in connection with a pre-emptive offer:
 - (b) Otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £31,606;
 - (c) 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; and
 - (d) Otherwise than under paragraphs (a), (b) and (c) above, allotments up to an aggregate nominal amount of equal to 20% of any allotment made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

such authority to expire at the close of business on 31 December 2024 or, if earlier, at the conclusion of the Company's next AGM, (unless previously renewed, revoked or varied by the Company in general meeting) provided that in each case the Company may before that date make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired,

Additional disapplication of Pre-Emption Rights for acquisitions and other capital investments

12. That if Resolution 10 is passed, the Directors be authorised in addition to any authority granted under Resolution 12, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 10 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority be limited to:
- (a) Allotments up to an aggregate nominal amount of £31,606, such authority to be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - (b) Otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the close of business on 31 December 2024 or, if earlier, at the conclusion of the Company's next AGM, (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to allotment of equity securities shall include a sale of treasury shares.

Authority to Purchase Own Shares

13. 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 £0.01 each in the capital of the Company ('Shares') provided that:
- (a) the maximum aggregate number of ordinary shares which may be purchased is 3,160,552 being equivalent to approximately 10% of the Company's issued share capital;
 - (b) the minimum price (excluding expenses) which may be paid for each Share is £0.01 (being the nominal value) and;
 - (c) the maximum price (excluding expenses) which may be paid for each Share is the highest of:
 - (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) The higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out at the relevant time;
 - (d) such authority shall expire at the close of business on 31 December 2024 or, if earlier, at the conclusion of the Company's next AGM, but so that the Company may before such authority expires enter into a contract under which a purchase of Ordinary Shares may be completed or executed wholly or partly after the authority expires and the Company may purchase Ordinary Shares in pursuance of such contract as if the authority had not expired.

By order of the Board

Patrick Shanley**Chair**

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

9 November 2023

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 2023 together with the directors' report and auditors' report on those accounts.

Resolution 2: Declaration of final dividend

A final dividend of 2.5p per ordinary share has been recommended by the Director for the year ended 31 July 2023. If approved, the final dividend will be paid on 15 December 2023 to shareholders on the register as at close of business on 3 November 2023.

Resolution 3: Declaration of special dividend

In addition to the final dividend, the Board is proposing the payment of a special dividend of 2.5p per ordinary share for the year ended 31 July 2023. If approved, the final dividend will be paid on 15 December 2023 to shareholders on the register as at close of business on 3 November 2023.

Resolutions 4 to 7: Directors

Resolutions 4 to 7 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. This is except for Patrick Shanley, George Materna and Ros Haith who, as previously announced, will step down from the Board at the conclusion of the AGM.

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

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on page 67 of the Annual Report and Accounts and on our website:

www.gattacaplc.com/investors/corporate-governance/board-of-directors

Resolutions 8 and 9: Appointment and remuneration of Auditors

Resolution 8 is to approve the appointment of Mazars LLP (Mazars). The Auditors will hold office until the conclusion of the next general meeting at which accounts are laid. Details of the audit tender process are on page 79 of the Annual Report and Accounts.

Resolution 9 is to authorise the directors to determine the remuneration of the Auditors and the audit fees.

Resolution 10: Authority to allot shares

Resolution 10 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 2024. 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.

Resolutions 11 and 12: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. However, there may be occasions when the Directors require the flexibility to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders, which cannot be done unless shareholders have first waived their pre-emption rights.

Resolution 11 empowers the Directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. If approved, paragraphs (a), (b) and (c) of Resolution 11 will authorise Directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £31,606 (representing 3,160,552 ordinary shares of £0.01 each which includes the sale on a non-pre-emptive basis of any shares the Company hold in treasury for cash). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 3 November 2023 being the latest practicable date before the publication of this Notice.

The authority granted under paragraph (a) of Resolution 12 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 10, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders up to a further nominal amount of £31,606 (representing 3,160,552 ordinary shares of £0.01 each) representing approximately 10% of the issued share capital of the Company as at 3 November 2023, being the latest practicable date before the publication of this Notice. The authority granted by this Resolution, if passed, will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue.

The authority granted by paragraph (a) of Resolution 12 would be in addition to the general authority to disapply pre-emption rights under paragraphs (a), (b) and (c) of Resolution 11. The maximum aggregate nominal value of equity securities which could be allotted if both authorities were used would be £63,212, which represents approximately 20% of the issued ordinary share capital of the Company as at 3 November 2023, being the latest practicable date before the publication of this Notice.

The Statement of Principles, which was published by the Pre-Emption Group in November 2022, introduces the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of paragraph (d) of Resolution 11 and paragraph (b) of Resolution 12 is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022. The Board intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles for any follow-on offers made as far as practicable.

Resolution 13 Approval of market purchases of ordinary shares

Resolution 13 is to approve the authority of the Company to purchase its own shares in the market. Resolution 13, if passed, will authorise the Company to make market purchases of its own ordinary shares up until the close of business on 31 December 2024 or, if earlier, the conclusion of the Company's next AGM, subject to specific conditions relating to price and volume.

The proposed resolution specifies the maximum number of shares which may be acquired (approximately 10% of the Company's issued Ordinary Share capital as at 3 November 2023 (the last practicable date before the publication of this Notice)) and the maximum and minimum prices at which shares may be bought.

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 Monday 4 December 2023. 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 2023 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;
 - via the LinkVote+ app (please refer to the notes below);
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;
 - If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform in accordance with the notes below;
 - You may request a hard copy form of proxy directly from the registrars, Link Group, via email at shareholderenquiries@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.

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 Monday 4 December 2023.

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, Proximity voting 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). 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 & International 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 Monday 4 December 2023. 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 & International 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. The LinkVote+ app, provided free of charge by Link Group (the company's registrar), offers shareholders the option to submit a proxy appointment quickly and easily online, with real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Apple App Store



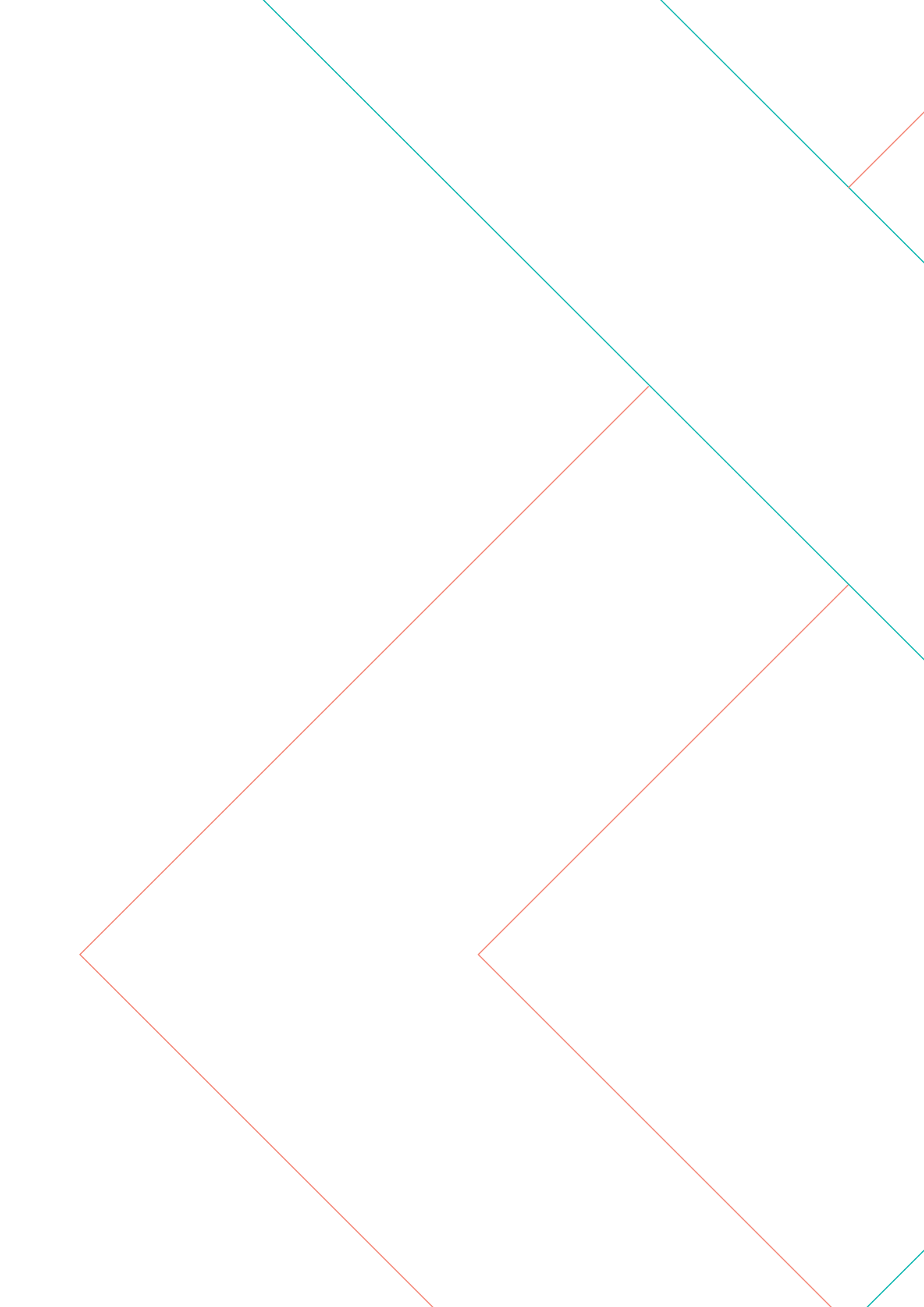
Google Play

Procedural Notes continued

13. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30am on 4 December 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
14. 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.
15. As at 3 November 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 31,605,515 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 November 2023 are 31,605,515.
16. 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.
17. 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.
18. 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.
19. 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

1450 Parkway
Solent Business Park
Whiteley
Fareham
Hampshire
PO15 7AF

T: 01489 898989
E: info@gattacaplc.com
www.gattacaplc.com