

**QUIXANT PLC**  
**Registered in England No.4316977**

**NOTICE IS HEREBY GIVEN THAT**

The Annual General Meeting of the Ordinary Shareholders of the Company will be held at the offices of finnCap Limited, 60 Old Broad Street, London EC2M 1JJ, on Friday, 25 April 2014 at 10.00am to transact the following business:

**Ordinary Business**

- 1 To receive and, if thought fit, adopt the audited Annual Accounts of the Company for the year ended 31 December 2013, together with the reports of the Directors and the Auditors thereon.
- 2 Upon the recommendation of the Directors, to declare a final dividend of 1.00 pence on each of the Ordinary Shares of £0.001 each.
- 3 To appoint KPMG LLP as auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
- 4 To authorise the Directors to determine the remuneration of the Auditors.
- 5 To re-appoint NCL Jarmany, who retires by rotation, as a Director.
- 6 To re-appoint GP Mullins, who retires by rotation, as a Director.

**Special Business: Ordinary Resolution**

- 7 That the Directors of the Company be generally and unconditionally authorised for the purposes of 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 of the Company up to an aggregate number of 21,544,927 Ordinary Shares of £0.001 each provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or on 30 June 2015, 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 any such securities pursuant to such offer or agreement as if such authority had not expired; and all prior authorities to allot securities (to the extent unutilised) be revoked, but without prejudice to the allotment of any shares or securities already made or to be made pursuant to such prior authorities.

**Special Business: Special Resolutions**

- 8 That the Directors of the Company be granted power pursuant to Section 571 of the Companies Act 2006 (“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 to:

- (i) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares in the Company on the register of members at such record dates as the Directors of the Company may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares in the Company held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements or practical problems arising under the laws of any overseas territory or the requirements of any other regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever; and
- (ii) the allotment (otherwise than pursuant to paragraph (i) above) to any person or persons of equity securities up to an aggregate number of 6,463,478 Ordinary Shares of £0.001 each,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or on 30 June 2015, whichever is the earlier,

This power shall expire at the conclusion of the next Annual General Meeting of the Company or on 30 June 2015, 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 such securities or sell treasury shares pursuant to any such offer or agreement as if the power had not expired; and all prior powers granted under Section 571 of the Act shall be revoked provided that such revocation shall not have retrospective effect.

**9** That the Directors shall be authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares of £0.001 each in the Company on such terms and in such manner as the Directors shall determine, provided that:

- (i) the maximum number of shares hereby authorised to be acquired shall be 6,463,478 Ordinary Shares of £0.001 each;
- (ii) the minimum price which shall be paid for each share will be its nominal value and the maximum price shall be an amount equal to 105 per cent of the average middle market quotations for the ordinary shares of the Company (derived from the AIM appendix to the London Stock Exchange's Daily Official List) for the five business days prior to the date of purchase; and
- (iii) the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company or on 30 June 2015, whichever is the earlier, save that the Company may make a purchase of Ordinary Shares under such authority after the expiry of this authority if the contract of purchase for the same was concluded before such date and will or may be executed wholly or partly after such expiry.

By order of the Board.

AR Milne FCIS  
Secretary

Registered Office:  
Aisle Barn, 100 High Street, Balsham, Cambridge CB21 4EP

Date: 2 April 2014

**NOTES:**

- 1 Resolutions 1 to 7 above are Ordinary Resolutions. Resolutions 8 and 9 are Special Resolutions.

A member entitled to attend and vote at this meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, to speak and, both on a show of hands and on a poll, to vote in his or her stead at the meeting. A proxy need not be member of the Company but must attend the meeting in person. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he or she subsequently decide to do so. A form of proxy which may be used is enclosed.

- 2 A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.

- 3 To be valid, a form of proxy together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA no later than 10.00am on 23 April 2014.

- 4 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 23 April 2014 shall be entitled to attend or vote (whether on a show of hands or on a poll) at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the register after 6.00pm on 23 April 2014 (or after 6.00pm on the day which is two days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

- 5 As at 1 April 2014 (being the last business day prior to the date of this notice) the Company's issued capital consisted of 64,634,782 ordinary shares each carrying one vote per share. Accordingly the total number of voting rights in the Company as at 1 April 2014 was 64,634,782.

- 6 CREST members who wish to appoint a proxy or proxies for the meeting or any adjournment thereof by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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.

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 (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer’s agent [7RA11] by the latest time(s) for receipt of proxy appointments specified in this notice. 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 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST 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)) takes(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 provider(s) 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.

- 7 Any member attending the meeting has the right to ask questions.
- 8 If a shareholder has a general query about the Annual General Meeting or wishes to give the Company prior notification of any question they wish to ask at the Annual General Meeting they should call our financial PR advisors, Newgate Threadneedle (John Coles, Fiona Conroy or Hilary Millar) on +44 (0) 207 653 9850. Their lines are open from 8.30am to 5.30pm on Monday to Friday (except public holidays). Calls may be recorded and monitored for security and training purposes.