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If you have sold or transferred all of your ordinary shares in SigmaRoc plc (the “Company”), please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



SigmaRoc plc

(incorporated and registered in England and Wales with registered number 05204176)

NOTICE OF ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company (the “Meeting”) to be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE on Tuesday, 11 June 2019 at 3:00 p.m. is set out on pages 5 to 7 of this document. A form of proxy is also enclosed at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and in any event so as to be received not later than 48 hours (excluding non-business days) before the time fixed for the Meeting.

Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Meeting should they so wish. For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and accompanying form of proxy.

Copies of this document are available from the Company's registered office at 7-9 Swallow Street, London, W1B 4DE from the date of this document until the date of the Meeting. This document will also be available for download from the Company's website: www.sigmaroc.com/.

16 May 2019

To the Shareholders and, for information only, to the Option Holders and Warrant Holders
Notice of Annual General Meeting

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting which is to be held at 3:00 p.m. on 11 June 2019 at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE (the "AGM"). The resolutions are set out in the Notice of Annual General Meeting on pages 5 to 7 of this document.

Ordinary business at the AGM

Resolution 1 – Annual Report and Accounts

This is an ordinary resolution to receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2018.

Resolution 2 - Re-election of Director

The Board recommends the re-election of David Barrett, who retires by rotation in accordance with article 25 of the Company's Articles of Association and offers himself for re-election.

Resolution 3 - Re-election of Director

The Board recommends the re-election of Max Vermorcken, who retires by rotation in accordance with article 25 of the Company's Articles of Association and offers himself for re-election.

Resolution 4 - Re-election of Director

The Board recommends the re-election of Garth Palmer, who retires by rotation in accordance with article 25 of the Company's Articles of Association and offers himself for re-election.

Resolution 5 - Re-election of Director

The Board recommends the re-election of Dominic Traynor, who retires by rotation in accordance with article 25 of the Company's Articles of Association and offers himself for re-election.

Resolution 6 - Re-election of Director

The Board recommends the re-election of Patrick Dolberg, who retires by rotation in accordance with article 25 of the Company's Articles of Association and offers himself for re-election.

Resolution 7 - Re-appointment of Director

The Board recommends the re-appointment of Timothy Hall, who retires by rotation in accordance with article 25 of the Company's Articles of Association and offers himself for re-appointment.

Resolution 8 - Auditors' re-appointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration are usual business for the AGM.

Special business at the AGM

Resolution 9 – Section 551 authority

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up an aggregate nominal value of £510,000. The authority will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2020, whichever is the earlier to occur.

Resolution 10 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution authorising the directors to issue equity securities for cash and on a non-pre-emptive basis pursuant to the authority conferred by resolution number 9 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2020, whichever is the earlier to occur.

Form of proxy

A form of proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars so as to arrive no later than 48 hours (excluding non-business days) before the time fixed for the AGM.

The return of the form of proxy will not, however, prevent you from attending the AGM and voting in person should you wish so to do.

Board Recommendation

The Board considers that each of the Ordinary Resolutions and the Special Resolutions is in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them.

Yours faithfully

David Barrett
Chairman

SIGMAROC PLC

(incorporated and registered in England and Wales no. 05204176)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of SigmaRoc plc (the “**Company**”) will be held on 11 June 2019 at 3:00 p.m. at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolution 10 as a special resolution:

ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Report and Accounts for the period ended 31 December 2018 together with the Directors’ Report and Auditors’ Report thereon.
- Resolution 2: To re-elect David Barrett, as a Director of the Company, who retires by rotation in accordance with Article 25 of the Articles of Association and, being eligible, offers himself for re-election.
- Resolution 3: To re-elect Max Vermorcken, as a Director of the Company, who retires by rotation in accordance with Article 25 of the Articles of Association and, being eligible, offers himself for re-election.
- Resolution 4: To re-elect Garth Palmer, as a Director of the Company, who retires by rotation in accordance with Article 25 of the Articles of Association and, being eligible, offers himself for re-election.
- Resolution 5: To re-elect Dominic Traynor, as a Director of the Company, who retires by rotation in accordance with Article 25 of the Articles of Association and, being eligible, offers himself for re-election.
- Resolution 6: To re-elect Patrick Dolberg, as a Director of the Company, who retires by rotation in accordance with Article 25 of the Articles of Association and, being eligible, offers himself for re-election.
- Resolution 7: To re-appoint Timothy Hall, as a Director of the Company, who retires in accordance with Article 25 of the Articles of Association and, being eligible, offers himself for re-appointment.
- Resolution 8: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

ORDINARY RESOLUTION

Resolution 9: THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “**Rights**”) provided that such authority shall be limited to:

- (a) the allotment up to an aggregate nominal amount of £340,000 (being approximately 20 per cent. of the share capital of the Company) in connection with prospective acquisitions; and
- (b) in addition to sub-paragraph (a) up to an aggregate nominal amount of £170,000 (being approximately 10 per cent. of the share capital of the Company).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2020, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights

to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTION

- Resolution 10: THAT, conditional on the passing of Resolution 9 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 9 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of ordinary shares arising from the exercise of options, warrant options, warrants and other convertible securities outstanding at the date of this resolution; and
 - (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £170,000; and provided that this power shall expire on the commencement of the next Annual General Meeting of the Company or 30 June 2020, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Heytesbury Corporate LLP
Company Secretary

Dated: 16 May 2019
Registered office:
7-9 Swallow Street
London, W1B 4DE

Notes:

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed for use at this meeting.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 To be valid, a form of proxy and, if applicable, any authority under which it is signed, or a notarially certified copy of such authority must be lodged at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting. A form of proxy is enclosed.
- 4 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 3:00 p.m. on 7 June 2019 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- 5 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 6 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 this 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. As at the close of business on 15 May 2019 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 173,817,546 ordinary shares of 1p each. Each ordinary share carries the right to one vote at

general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 173,817,546.