

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolutions to be voted on at the General Meeting of the Company to be held at the Company's registered office, Merlin Place, Milton Road, Cambridge, CB4 0DP at 11.00 a.m. on 2 October 2017. If you are in any doubt about what action you should take, you should consult your stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

Copies of this document will be available free of charge until 2 November 2017 at the Company's registered office, Merlin Place, Milton Road, Cambridge CB4 0DP, during normal business hours.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please forward this document and the accompanying Form of Proxy for use in relation to the General Meeting as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to the London Stock Exchange plc for the Fundraising Shares to be admitted to trading on AIM. It is expected that EIS/VCT Admission will become effective and that dealings in all of the 89,543,134 Consolidated Shares, 3,257,855 EIS/VCT Placing Shares and 5,482,142 Subscription Shares will have commenced by 8.00 a.m. on 3 October 2017. It is expected that General Admission will become effective and that dealings in all of the 13,737,494 General Placing Shares and 6,589,283 Subscription Shares will have commenced by 8.00 a.m. on 4 October 2017. It is expected that April Admission will become effective and that dealings in all of 1,785,714 Subscription Shares will have commenced by 8.00 a.m. on 10 April 2018.



CYANCONNODE HOLDINGS PLC

(Incorporated and registered in England and Wales with registered no. 04554942)

**Proposed Placing of 16,995,349 Consolidated Shares
and Subscription for 13,857,139
Consolidated Shares at 28 pence per Consolidated Share
to raise £8.6 million**

Proposed Share Consolidation

and

Notice of General Meeting

Nominated Adviser and Broker:



Your attention is drawn to the letter from the Chairman of the Company which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of CyanConnode Holdings plc to be held at the Company's registered office at Merlin Place, Milton Road, Cambridge, CB4 0DP at 11.00 a.m. on 2 October 2017 is set out at the end of this document. A Form of Proxy for use in connection with the General Meeting is also enclosed with this document. The Form of Proxy should be completed and returned to the Company's Registrars, Share

Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 48 hours prior to the General Meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

finnCap Ltd (“finnCap”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company. The responsibilities of finnCap as the Company’s nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. finnCap is not making any representation or warranty, express or implied, as to the contents of this document. finnCap will not be offering advice and will not be responsible for providing customer protections to recipients of this document in respect of the Placing or any acquisition of shares in the Company.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

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 and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Cautionary note regarding forward-looking statements

This document contains statements about the Company that are of may be deemed to be “forward-looking statements”.

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “should”, “anticipates”, “estimates”, “projects”, or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects, etc.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual result, performance or achievements of any such person, or industry, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, the Prospectus Rules and/or FSMA), the Company does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	John James Cronin, <i>Executive Chairman</i> Henry James Berry, <i>Chief Operating Officer</i> Simon Peter Smith, <i>Non-Executive Director</i> Peter Hutton, <i>Non-Executive Director</i> Paul Graham Ratcliff, <i>Non-Executive Director</i>
Company Secretary	Heather Marie Peacock
Registered Office	CyanConnode Holdings plc Merlin Place Milton Road Cambridge CB4 0DP
Nominated Adviser and Broker	finnCap Ltd 60 New Broad Street London EC2M 1JJ
Legal Advisers to the Company	Taylor Vinters LLP Tower 42, 33rd Floor 25 Old Broad Street London EC2N 1HQ
Legal Advisers to finnCap Ltd	Brabners LLP 55 King Street Manchester M2 4LQ
Registrars	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey GU9 7DR

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication date of the Circular	15 September 2017
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 28 September 2017
General Meeting	11.00 a.m. on 2 October 2017
Consolidation Record Date	6.00 p.m. on 2 October 2017
Admission and dealings in Consolidated Shares and EIS/VCT Placing Shares and 5,482,142 of the Subscription Shares expected to commence on AIM (and CREST accounts credited)	8.00 a.m. on 3 October 2017
Admission and dealings in General Placing Shares and 6,589,283 of the Subscription Shares expected to commence on AIM (and CREST accounts credited)	8.00 a.m. on 4 October 2017
Anticipated date of dispatch for share certificates in respect of Consolidated Shares, EIS/VCT Placing Shares and those Subscription Shares qualifying for EIS/VCT	by 17 October 2017
Anticipated date of dispatch for share certificates in respect of General Placing Shares	by 18 October 2017
Admission and dealings in 1,785,714 of the Subscription Shares expected to commence on AIM (and CREST accounts credited)	8.00 a.m. on 10 April 2018

Each of the items and dates above is subject to change. Any such change will be notified by an announcement on a Regulatory Information Service.

FUNDRAISING STATISTICS

Number of Existing Ordinary Shares	17,908,626,674
Number of EIS/VCT Placing Shares	3,257,855
Number of General Placing Shares	13,737,494
Number of Subscription Shares	13,857,139
Number of Fundraising Shares	30,852,488
Number of Fundraising Shares as a percentage of the Enlarged Share Capital	26 per cent.
Issue Price	28 pence
Enlarged Share Capital*	120,395,622
Gross proceeds of the Fundraising	£8.6 million
Market capitalisation of the Company on Admission at the Issue Price*	£33.7 million
ISIN of the Existing Ordinary Shares	GB00B0P66Q02
SEDOL of the Existing Ordinary Shares	B0P66Q0

*assuming that, no new Ordinary Shares are issued prior to the date of the General Meeting; both the Placing Shares and Subscription Shares are admitted to trading on AIM and that the Share Consolidation Resolution is approved by Shareholders

SHARE CONSOLIDATION STATISTICS

Existing Ordinary Shares	17,908,626,674
Consolidated Shares in issue immediately following the Share Consolidation*	89,543,134
Nominal share value post Share Consolidation	2 pence
Proposed new ISIN	GB00BF93WP34
Proposed new SEDOL	BF93WP3

*assuming that, no new Ordinary Shares are issued prior to the Consolidation Record Date; both the Placing Shares and Subscription Shares are admitted to trading on AIM. and that the Share Consolidation Resolution is approved by Shareholders

DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy unless the context requires otherwise:

“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	together, the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
“AMI”	Advanced Metering Infrastructure;
“April Admission”	admission of 1,785,714 of the Subscription Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“Board” or “Directors”	the directors of CyanConnode whose names are set out on page 4 of this document;
“Business Day”	any day on which banks are usually open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
“City Code”	the City Code on Takeovers and Mergers;
“Companies Act”	the Companies Act 2006 (as amended);
“Company” or “CyanConnode”	CyanConnode Holdings plc, a company incorporated and registered in England and Wales with company number 04554942;
“Consolidated Shares”	the ordinary shares of 2 pence each in the capital of the Company following the Share Consolidation;
“Consolidation Record Date”	6:00 p.m. on 2 October 2017 (or such other time or date which the Directors may determine);
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited;
“EIS”	Enterprise Investment Scheme under the provisions of Part 5 of the UK Income Tax Act 2007 (as amended);
“EIS/VCT Admission”	admission of the EIS/VCT Placing Shares and 5,482,142 of the Subscription Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“EIS/VCT Placing”	the conditional placing of the EIS/VCT Placing Shares pursuant to, amongst other things, the terms and conditions set out in the Placing Agreement;
“EIS/VCT Placing Shares”	the 3,257,855 Placing Shares to be issued by the Company pursuant to the EIS/VCT Placing;
“Enlarged Share Capital”	the Company’s issued share capital immediately after the completion of the Placing, the Subscription and the Share Consolidation;
“Existing Ordinary Shares”	the existing ordinary shares of 0.01 pence each in the capital of the Company at the date of this document;

“FCA” or “Financial Conduct Authority”	the Financial Conduct Authority;
“finnCap Ltd” or “finnCap”	finnCap Ltd, the nominated adviser and broker to CyanConnode for the purposes of the AIM Rules;
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the GM;
“FSMA”	the Financial Services and Markets Act 2000;
“Fundraising”	together, the Placing and Subscription;
“Fundraising Shares”	the new Consolidated Shares to be issued in connection with the Placing and the Subscription (following the Share Consolidation);
“General Admission”	admission of the General Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“General Placing”	the conditional placing of the General Placing Shares pursuant to, amongst other things, the terms and conditions set out in the Placing Agreement;
“General Placing Shares”	the 13,737,494 Placing Shares (not being issued under the EIS/VCT Placing) to be issued by the Company pursuant to the General Placing;
“GM” or “General Meeting”	the General Meeting of CyanConnode to be held at the Company’s registered office, Merlin Place, Milton Road, Cambridge, CB4 0DP at 11.00 a.m. on 2 October 2017, notice of which is set out in Part 2 of this document;
“HMRC”	Her Majesty’s Revenue & Customs;
“Issue Price”	28 pence per Consolidated Share;
“London Stock Exchange”	London Stock Exchange plc;
“Nightingale”	Nightingale Investments Co Limited, a Subscriber;
“Notice”	the notice of GM which is set out in Part 2 of this document;
“Ordinary Shares”	either the Existing Ordinary Shares prior to the passing of the Share Consolidation Resolution or the Consolidated Shares on and after the passing of the Share Consolidation Resolution;
“Placing Agreement”	the conditional placing agreement dated 14 September 2017 between finnCap and the Company, highlights of which are set out in the letter from the Chairman;
“Placing”	the proposed placing by finnCap, as agents for the Company, of the Placing Shares at the Issue Price on the terms of the Placing Agreement;
“Placing Shares”	16,995,349 Fundraising Shares issued pursuant to the Placing;
“Registrars”	Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR;
“Resolutions”	the resolutions to be proposed at the GM, as set out in the Notice;

“Share Consolidation”	the proposed consolidation of the Existing Ordinary Shares resulting in every 200 Existing Ordinary Shares being consolidated into 1 Consolidated Share pursuant to the Share Consolidation Resolution;
“Share Consolidation Resolution”	the resolution to approve the Share Consolidation as set out in Resolution 3 in the Notice;
“Shareholders”	holders of Existing Ordinary Shares in CyanConnode at the date of this document;
“Share Option Scheme”	the CyanConnode Holdings plc Enterprise Management Incentive Scheme;
“Subscribers”	investors investing in the Fundraising under the Subscription;
“Subscription”	the subscription for Subscription Shares by the Subscribers at the Issue Price pursuant to the Subscription Agreements;
“Subscription Agreements”	the share subscription agreements between the Subscribers and the Company;
“Subscription Shares”	13,857,139 Fundraising Shares to be issued to the Subscribers pursuant to the Subscription;
“UK” or “the United Kingdom”	the United Kingdom of Great Britain and Northern Ireland; and
“VCT”	a company which is, or which is seeking to become, approved as a venture capital trust under the provisions of Part 6 of the Income Tax Act 2007.

PART 1

LETTER FROM THE CHAIRMAN

CyanConnode Holdings plc

*(Incorporated and registered in England and Wales with registered no. 04554942)
Registered office: Merlin Place, Milton Road, Cambridge, CB4 0DP*

Directors:

John James Cronin *Executive Chairman*
Harry James Berry *Chief Operating Officer*
Simon Peter Smith *Non-Executive Director*
Peter Hutton *Non-Executive Director*
Paul Graham Ratcliff *Non-Executive Director*

15 September 2017

To all Shareholders and, for information only, holders of options under the Share Option Scheme

Dear Shareholder,

**Proposed Placing of 16,995,349 Consolidated Shares and Subscription
for 13,857,139 Consolidated Shares at
28 pence per Consolidated Share,
Proposed Share Consolidation
and
Notice of General Meeting**

1 Introduction

The Company has announced today that it is proposing to raise £8.6 million (before the deduction of fees and expenses) through the Fundraising comprising the issue of 16,995,349 Placing Shares and 13,857,139 Subscription Shares at 28 pence per Consolidated Share.

Each of the Placing and Subscription are conditional, *inter alia*, on the passing of Resolutions 1 and 4 at the General Meeting, with General Admission becoming effective by no later than 8.00 a.m. on 2 October 2017 (or such other time and/or date, being no later than 8.00 a.m. on 2 November 2017, as the Company and finnCap may agree) and the Placing Agreement between the Company and finnCap becoming unconditional and not being terminated prior to General Admission (in accordance with its terms). It is expected that the Consolidated Shares, and EIS/VCT Placing Shares and 5,482,142 Subscription Shares will be admitted to trading on AIM on or around 8.00 a.m. on 3 October 2017 and that the General Placing Shares and 6,589,283 Subscription Shares will be admitted to trading on AIM on or around 8.00 a.m. on 4 October 2017. In addition it is expected that 1,785,714 Subscription Shares will be admitted to trading on AIM on or around 8.00 a.m. on 10 April 2018.

The Board believes that raising equity finance by way of the Fundraising is the most appropriate method of financing for the Company at this time. This allows both existing and new institutional investors to be targeted and to participate in the Placing and to provide additional growth and development funding for the Company. The Board believes that the potential value creation for the benefit of Shareholders arising from the Fundraising outweighs its dilutive effects as it strengthens the Group's balance sheet and allows the Group to execute on its order book, pipeline and growth strategy more effectively.

In the event that the Placing and Subscription do not complete, the Fundraising will not proceed.

In addition, the Board is proposing to undertake a restructuring of the Company's share capital to take effect prior to EIS/VCT Admission. In order to consolidate the number of Existing Ordinary Shares in issue,

the Share Consolidation has been proposed, such that each Shareholder will receive 1 Consolidated Share for every 200 Existing Ordinary Share held.

The purpose of this document is to set out the reasons for, and provide further information on, the Placing, the Subscription and the Share Consolidation, as well as to explain why the Board considers the Placing, the Subscription and the Share Consolidation to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do so in respect of their own beneficial holdings of 805,074,724 Ordinary Shares, in aggregate representing approximately 4.5 per cent. of the Existing Ordinary Shares on 14 September 2017 (being the last Business Day prior to publication of this document).

At the end of this document you will find the Notice convening the General Meeting at which the Resolutions will be proposed by the Directors. The General Meeting has been convened for 11.00 a.m. on 2 October 2017 and will take place at the Company's registered office, Merlin Place, Milton Road, Cambridge, CB4 0DP.

2 Background to and reasons for the Fundraising

Current trading

The order book (representing the value of purchase orders received but not yet delivered) currently stands at £28 million giving a high degree of comfort over 2018 revenues. Additionally, the Company has £24 million of expected software license/support revenue from the UK smart metering contract, which is expected to start rolling out in significant volume in 2018. The total current sales pipeline of potential contracts to close within a window of 6-12 months stands at \$358 million, of which \$84 million are in India and \$274 million are in other developing and developed markets across the world.

The Company has made significant inroads into executing on its model since the start of the year, further growing its order book and laying down the foundations for increased levels of deployment, which will underpin significant revenue growth in the coming months and years. CyanConnode has developed its software solutions and expanded its geographical presence. This further highlights the Company's ability to win contracts from both existing and new clients and to further develop its ecosystem of partners. CyanConnode has now established a model to benefit from increasing gross margins as the products and services it provides evolves and the Company is focused on delivery of its growing order book.

On 15 September 2017, the Company announced its interim results for the six months ended 30 June 2017. At that time, cash held by the company was £3 million and, as such, the Directors believe that the Fundraising will enable the Company to execute on its order book and pipeline.

India

Since the beginning of the year, the size of the pipeline in India has increased significantly with several tenders now active for public utility projects each representing hundreds of thousands of meters. Furthermore, the Government of India has started the process of empanelling solution providers for the rollout of millions of meters. CyanConnode has established a leadership position in the Indian market. The Company is very well positioned to win the communications solutions element of these large tenders as India progresses towards the Government's target of 35 million smart meters deployed by 2019.

In July, the Company was awarded a £0.9 million purchase order from India. Significantly this order was from Genus Power Infrastructures Ltd, a Tier 1 meter provider with the largest installed base in India and supplier to multiple utilities. Furthermore, this was the first volume order from India for CyanConnode's IPv6 solution, reflecting one of the key benefits of the Connode acquisition last year. Not only has the acquisition of the standards-based software opened up a range of new potential territories but it has also improved the Group's ability to win new contracts within existing territories. CyanConnode will supply its standards-based hardware, services and Head End Software licenses to Genus. The software will be charged on a per meter per year basis with an annual maintenance contract, delivering a recurring revenue stream over the initial four-year contract term.

In September 2017, Anil Daulani was appointed as Managing Director India, with responsibility for managing the India operation including sales, customer delivery, technical pre-sales and support. Anil joined CyanConnode from Tech Mahindra, where he held the position of Global Head & Vice President Utilities for the last five years. Prior to joining Tech Mahindra, Anil led the Indian utilities business initiatives for HCL Infosystems for seven years. Anil is a highly experienced executive with knowledge of both the energy sector and IT solutions and has established strategic relationships with CEO/CXO officers at both public and private utilities, Anil has been instrumental in closing over \$300 million in utilities business during the last 10 years of his tenure.

Rest of World

During the first six months of 2017, the Company received orders to the value of \$19 million from an eastern European meter manufacturer partner for a utility customer in Bangladesh. The initial order, worth £4.2m, was won in February 2017 and was the Company's first order for a utility customer in the region. The purchase order was for the supply of CyanConnode's AMI solution for a 150,000 unit smart metering deployment with CyanConnode's hardware being shipped to the partner's production facility over the next 12-18 months for integration with its smart meters, before then being shipped as a complete solution to the utility customer site in Bangladesh.

This contract was then extended in June 2017 and August 2017 with the customer increasing the number of units to 550,000 to meet increased requirements – increasing the total value of the order to £14.7 million. CyanConnode will provide its Head End Server Software, which will be hosted by the energy management systems customer, with annual software license income being recognized over a ten year contractual period following successful smart meter implementation. The recurring revenue software licenses and annual maintenance contract, which represent 50 per cent. of the total purchase order value, will be paid annually in advance and charged on a per meter per year basis.

In the Queen's speech to the UK Parliament in June, the Government's commitment to rollout smart metering was re-affirmed including a Government statement that "smart meters are a vital upgrade to energy infrastructure bringing our energy infrastructure into the twenty first century". The communications infrastructure required for the rollout of smart metering is now operational. CyanConnode has been notified that Toshiba has delivered the first narrowband RF mesh hubs to Telefonica and the current expectation is that smart meters will be deployed in 2H 2017 in modest volumes, but with a significant volume ramp up from Q1 2018 onwards.

The Company has a strong and growing order book and the nature of its model, focusing on hardware installations followed by the commencement of long-term software license payments, provides high levels of visibility while also enabling further margin improvements. These key fundamentals underpin the Board's significant confidence in the Company's ability to deliver on continued growth while there is significant scope for scalability within all the markets they are operating in - with over 100 million potential customers across Iran, Bangladesh and the UK, where customer contracts are already in place, in addition to the huge growth opportunity in India.

Use of Proceeds

The net proceeds of the Fundraising will be used:

- to fund staffing costs to continue the delivery of customer projects won in the Company's markets, as well as to secure new orders and maintain CyanConnode's leadership position in key markets;
- to continue with development and delivery of solutions that are being specifically requested by customers;
- to further develop CyanConnode's narrowband mesh network solutions to retain a competitive advantage;
- to further invest in business development initiatives to capitalise on opportunities in the Company's existing emerging markets and to secure orders in additional markets; and
- for ongoing growth and development.

3 Details of the Placing and Subscription

It was announced on 15 September 2017 that the Company proposes to raise, in aggregate, £8.6 million by way of a placing of 16,995,349 Placing Shares and a subscription for 13,857,139 Subscription Shares with certain new and existing investors representing 25.6 per cent. of the Enlarged Share Capital, at a price of 28 pence per Fundraising Share. finnCap has conditionally agreed to place all of the Placing Shares pursuant to the Placing Agreement.

The Issue Price represents a discount of 15.2 per cent. to the closing price of 0.165 pence on 14 September 2017, being the last Business Day prior to the publication of the announcement of the Fundraising.

In connection with the Placing, the Company has entered into the Placing Agreement with finnCap, pursuant to which finnCap has agreed to use its reasonable endeavours, as agent on behalf of the Company, to procure placees for the Placing Shares at the Issue Price and has agreed to conditionally place the Placing Shares with certain new and existing investors. The Placing and Subscription are conditional, *inter alia*, on:

- the passing of Resolutions 1 and 4 at the General Meeting;
- the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to each of EIS/VCT Admission and General Admission;
- EIS/VCT Admission becoming effective by no later than 8.00 a.m. on 3 October 2017 (or such later time and/or date, being no later than 8.00 a.m. on 2 November 2017, as the Company and finnCap may agree);
- General Admission becoming effective by no later than 8.00 a.m. on 4 October 2017 (or such later time and/or date, being no later than 8.00 a.m. on 2 November 2017, as the Company and finnCap may agree); and
- in addition 1,785,714 Subscription Shares become effective no later than 8.00 a.m. on 10 April 2018 (or such later time and/or date, being no later than 8.00 a.m. on 2 November 2017, as the Company and finnCap may agree).

Accordingly, if any of these conditions are not satisfied or, if applicable, waived, the Placing will not proceed. Shareholders should note that it is possible that EIS/VCT Admission occurs but General Admission does not, should any condition of the Placing Agreement be invalidated between EIS/VCT Admission and General Admission.

In connection with the Subscription, the Subscribers have entered into the Subscription Agreements. One Subscriber has subscribed for 9,999,998 Subscription Shares, of which 5,482,142 Subscription Shares will be included in the EIS/VCT Admission, 2,732,142 Subscription Shares will be included in the General Admission and 1,785,714 Subscription Shares will be included in the April Admission.

Shareholders should also note that if the Share Consolidation Resolution is not passed; the Fundraising will still occur, although the number of Fundraising Shares Issued will be multiplied by 200 and the Issue Price will be divided by 200.

Related Party Transaction

John Stamp is a substantial shareholder of the Company, being interested in 18.68 per cent. of the Existing Ordinary Shares. Nightingale (being an associate company of John Stamp) constitutes a related party of the Company and its participation in the Subscription is considered a related party transaction under the AIM Rules for Companies. Simon Smith, John Cronin and Harry Berry are considered to be independent directors for the purposes of AIM Rule 13 ("Independent Directors"), having consulted with the Company's nominated adviser, finnCap Ltd, consider that the terms of Nightingale's investment are fair and reasonable insofar as the Company's shareholders are concerned.

Following Admission, John Stamp will be interested in 20,287,114 Ordinary Shares, representing 16.85 per cent. of the Company's Enlarged Share Capital.

Peter Hutton and Paul Ratcliff will be participating in the placing at £10,000 and £5,000 respectively (the “Directors Participation”). The subscription by the Directors constitutes a related party transaction for the purposes of AIM Rule 13. As such, the Independent Directors, having consulted with the Company’s nominated adviser, consider the Directors’ Participation to be fair and reasonable insofar as the Company’s shareholders are concerned.

Admission and Total Voting Rights

An application will be made to the London Stock Exchange for the Consolidated Shares and the Fundraising Shares to be admitted to trading on AIM. The Consolidated Shares and the Fundraising Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of the Ordinary Shares following Admission. It is expected that EIS/VCT Admission will become effective, and that dealings in all of the Consolidated Shares, EIS/VCT Placing Shares and 5,482,142 of the Subscription Shares on AIM will have commenced by 8.00 a.m. on 3 October 2017. It is expected that General Admission will become effective, and that dealings in all of the General Placing Shares and 6,589,283 of the Subscription Shares will have commenced by 8.00 a.m. on 4 October 2017. It is also expected that April Admission will become effective, and that dealings in 1,785,714 of the Subscription Shares will have commenced by 8.00 a.m. on 10 April 2018. The total number of voting rights following General Admission will be 118,609,908.

Terms of the Placing Agreement

Under the terms of the Placing Agreement, finnCap has conditionally agreed to use its reasonable endeavours, as agent to the Company, to place the Placing Shares at the Issue Price with certain institutional and other investors.

The Placing has not been underwritten by finnCap or any other party.

The Placing Agreement provides for payment by the Company to finnCap of certain fees and commissions.

The Placing Agreement contains customary warranties given by the Company to finnCap in relation to, *inter alia*, the accuracy of the information in this document, certain financial information and other matters relating to the Company and its business. In addition the Company has agreed to indemnify finnCap and any other Relevant Person (as such term is defined in the Placing Agreement) in respect of certain liabilities that finnCap and any other Relevant Person may incur in connection with the Placing.

finnCap is entitled to, having consulted with the Company to the extent practicable, but in finnCap’s absolute discretion, terminate the Placing Agreement in certain customary circumstances prior to Admission, including:

- where any statement contained in the Placing Documents (as such term is defined in the Placing Agreement) or any of the warranties or given by the Company to finnCap are found not to be true or accurate or were misleading and which in any such case is material in the context of the Placing;
- the occurrence of certain force majeure events or a material adverse change in (amongst other things) the financial or political conditions in the United Kingdom (which in the opinion of finnCap, materially adversely affects, or makes it inadvisable to proceed with the Placing); or
- the failure of the Company to comply with any of its obligations under the Placing Agreement.

If this right is exercised, the Placing will not proceed.

The Placing Agreement is not subject to any right of termination after Admission.

4 Share Consolidation

As at the date of this document, the Company has 17,908,626,674 Existing Ordinary Shares in issue. The Company is proposing to reorganise its share capital by way of the Share Consolidation. Upon implementation of the Share Consolidation, Shareholders on the register of members of the Company at the Consolidation Record Date, will exchange every 200 Existing Ordinary Shares of their holding for 1 Consolidated Share. Shareholders with a holding of Existing Ordinary Shares which is not exactly divisible by 200 will have their holdings rounded down to the nearest whole number of Consolidated Shares.

Shareholders with a holding of Existing Ordinary Shares of fewer than 200 Ordinary Shares at the Consolidation Record Date will not be entitled to receive any Consolidated Shares following the Share Consolidation. Such Shareholders will cease to be Shareholders of the Company.

No Shareholder will be entitled to a fraction of a Consolidated Share. Any fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market and the net proceeds will be retained for the benefit of the Company.

The proportion of the Ordinary Shares held by each Shareholder immediately before and after the Share Consolidation will, save in respect of those Shareholders with fewer than 200 Existing Ordinary Shares, remain relatively unchanged prior to the effects of the Fundraising. Other than a change in nominal value, the Consolidated Shares will carry equivalent rights under the Company's articles of association to the Existing Ordinary Shares.

The Board believes that the Share Consolidation will result in a more appropriate number of shares in issue for a company of CyanConnodé's size in the UK market. The Share Consolidation may also help to make the Consolidated Shares more attractive to future investors and may result in a narrowing of the bid / offer spread, thereby improving liquidity while also lowering price volatility.

All entitlements under outstanding share options shall be recalculated accordingly as a result of the Share Consolidation with entitlements rounded down to the nearest whole share.

Approval for the Share Consolidation will be sought by passing of the Share Consolidation Resolution at the General Meeting. It is proposed that the Share Consolidation will take effect following the conclusion of the General Meeting, and prior to Admission.

Following the Share Consolidation, replacement share certificates will be despatched by first class post to Shareholders in respect of the Consolidated Shares held in certificated form. Share certificates in respect of Consolidated Shares are expected to be despatched by 17 October 2017. All share certificates previously issued will no longer be valid and should be destroyed.

In respect of Existing Ordinary Shares held in uncertificated form, CREST accounts will be credited with the Consolidated Shares on 3 October 2017.

Following the Share Consolidation, the ISIN code for the Company's Ordinary Shares will be GB00BF93WP34 and the new SEDOL will be BF93WP3.

5 EIS/VCT

On issue, the Consolidated Shares will not be treated as either "listed" or "quoted" securities for relevant tax purposes. Provided that the Company remains one which does not have any of its shares quoted on a recognised stock exchange (which for these purposes does not include AIM), the Consolidated Shares should continue to be treated as unquoted securities.

The following information is based upon the laws and practice currently in force in the UK and may not apply to persons who do not hold their Ordinary Shares as investments.

The Company has in the past obtained assurance from HMRC that shares in the Company represented a qualifying investment for a VCT and were capable of qualifying for EIS tax reliefs. The Company has also received advance assurance from HMRC that the Fundraising Shares to be issued pursuant to the Placing and Subscription will rank as 'eligible shares' for the purposes of EIS and will be capable of being a 'qualifying holding' for the purposes of investment by VCTs.

The Directors consider that the Company has received, in the 12 months immediately prior to the Fundraising, investments totalling £956,708 under the EIS. Accordingly, the Placing and Subscription will limit funds up to £4,043,292 from VCTs, investors seeking EIS reliefs and any other State aid risk capital investors in order not to exceed the maximum amount of £5 million that can be raised annually through risk capital schemes.

Potential shareholders or Shareholders of the Company who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their own independent financial adviser immediately.

These details are intended only as a general guide to the current tax position under UK taxation law and are not intended to be exhaustive. Investors who are in any doubt as to their tax position or who are subject to a tax jurisdiction, other than the UK, are strongly advised to consult their professional advisers. Companies can raise up to £5 million under the combined VCT, EIS, SEIS, social investment tax relief or any other State aid risk capital investment in any 12 month period. Shares issued to a VCT using “protected money” do not count towards the total. “Protected money” is funds raised by VCTs prior to 5 April 2007 or derived from the investment of such money by the VCT.

EIS

The Company intends to operate so that it qualifies for the taxation advantages offered under EIS. The main advantages are as follows:

- (i) Individuals can claim a tax credit of 30 per cent. of the amount invested in the Company against their UK income tax liability, (provided they have a sufficient tax liability to reclaim this amount), thus reducing the effective cost of their investment to 70 pence for each £1 invested. However, there is an EIS subscription limit of £1,000,000 in each tax year and, to retain the relief, the EIS/VCT Placing Shares must be held for at least three years.
- (ii) UK investors (individuals or certain trustees) may defer a chargeable gain by investing the amount of the gain in the Company. There is no limit to the level of investment for this purpose and, therefore, to the amount of gain which may be deferred in this way. Note that the deferred gain will come back into charge when the EIS shares are disposed of, or if the Company ceases to qualify as an EIS company within the three year qualifying period.
- (iii) There is no tax on capital gains made upon disposal after the three year period (“Qualifying Period”) of shares in an EIS qualifying company on which income tax relief has been given and not withdrawn.
- (iv) If a loss is made on disposal of the Fundraising Shares at any time, the amount of the loss (after allowing for any income tax relief initially obtained) can be set off against either the individual’s gains for the tax year in which the disposal occurs, or, if not so used, against capital gains of a subsequent tax year, or against the individual’s income of the tax year of the disposal or of the previous tax year.
- (v) Provided a Shareholder has owned Fundraising Shares in the Company for at least two years and certain conditions are met at the time of transfer, 100 per cent. business property relief will be available, which reduces the inheritance tax liability on the transfer of EIS/VCT Placing Shares to nil.

The amount of relief an investor may gain from an EIS investment in the Company will depend on the investor’s individual circumstances.

Changes to the legislation that came into effect from 18 November 2015 now mean that an individual can only be eligible for EIS relief on the purchase of shares if all shares held by that investor are either risk based shares (that is shares for which an EIS compliance statement has been issued) or subscriber shares.

Qualifying Period

In order to retain the EIS reliefs, an investor must hold their shares for at least three years. A sale or other disposal (other than an inter-spousal gift or a transfer on death) will result in any income tax relief that has been claimed being clawed back by HMRC. Additionally, any capital gains deferred will come back into charge and the capital gains tax exemption will be lost. It is the investor’s responsibility to disclose a disposal to HMRC.

Additionally, if the Company ceases to meet certain qualifying conditions within three years from the date of the share issue, the tax reliefs will be lost. This will be shown as the “Termination Date” on the EIS3 certificate which the Company will issue to investors following formal approval of the share issue by HMRC.

Advance Assurance of EIS Status

In order for investors to claim EIS reliefs relating to their shares in the Company, the Company has to meet a number of rules regarding the kind of company it is, the amount of money it can raise, how and when that money must be employed for the purposes of the trade, and the trading activities carried on. The Company must satisfy HMRC that it meets these requirements and is therefore a qualifying company.

VCT

The Company has applied for and obtained assurance from HMRC that the Placing shares will be 'eligible shares' for the purposes of investment by VCTs. The status of the Placing Shares as a qualifying holding for VCTs will be conditional, *inter alia*, upon the Company continuing to satisfy the relevant requirements. Although the Company currently expects to satisfy the relevant conditions for VCT investment, neither the Directors nor the Company gives any warranty or undertaking that relief will be available in respect of any investment in the EIS/VCT Placing Shares pursuant to this document, nor do they warrant or undertake that the Company will conduct its activities in a way that qualifies for or preserves its status.

As the rules governing EIS and VCT reliefs are complex and interrelated with other legislation, if Shareholders and potential shareholders are in any doubt as to their tax position, require more detailed information than the general outline above, or are subject to tax in a jurisdiction other than the United Kingdom, they should consult their professional adviser.

6 General Meeting

A notice convening the GM to be held at the Company's registered office, Merlin Place, Milton Road, Cambridge, CB4 0DP at 11.00 a.m. on 2 October 2017 is set out at the end of this document. The Resolutions to be proposed at that meeting are summarised below. Resolutions 1, 2 and 3 are to be passed as ordinary resolutions. This means that for each of resolutions 1, 2 and 3 to be passed, more than half the votes cast must be in favour of that resolution. Resolutions 4 and 5 are to be proposed as special resolutions. This means that in order for each of Resolutions 4 and 5 to be passed, at least three-quarters of the votes cast must be in favour of that resolution:

- *Resolution 1 – allotment of the Placing Shares and the Subscription Shares,*
Resolution 1 empowers the Directors to allot Ordinary Shares in connection with the Fundraising, and up to one third of the Enlarged Share Capital.
- *Resolution 2 – allotment of further Ordinary Shares*
Resolution 2 empowers the Directors to allot, or where appropriate, issue Ordinary Shares up to an aggregate nominal amount representing one third of the Enlarged Share Capital.
- *Resolution 3 – Share Consolidation*
Resolution 3 provides for approval of the Share Consolidation such that every 200 Existing Ordinary Shares will be consolidated into 1 Consolidated Share.
- *Resolution 4 – non pre-emptive allotment of the Placing Shares and the Subscription Shares*
Resolution 4 empowers the Directors to allot, or where appropriate, issue, Ordinary Shares for cash otherwise than in accordance with the statutory pre-emption provisions set out in the Companies Act in connection with the Fundraising.
- *Resolution 5 – non pre-emptive allotment of further Ordinary Shares*
Resolution 5 empowers the Directors to allot, or where appropriate, issue, Ordinary Shares for cash otherwise than in accordance with the statutory pre-emption provisions set out in the Companies Act up to an aggregate nominal amount representing 10 per cent. of the Enlarged Share Capital.

7 Directors' Shareholdings

The beneficial and non-beneficial interests of the Directors in Existing Ordinary Shares as at the date of this document and in the Consolidated Shares following the Fundraising are set out in the table below.

Certain of the Directors have agreed to acquire Fundraising Shares as set out in the table below:

Director	Date of this document		Immediately following the Fundraising and Share Consolidation		
	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of Existing Ordinary Share capital</i>	<i>Shares acquired in the Fundraising</i>	<i>Number of Consolidated Shares</i>	<i>Percentage of Enlarged Share Capital</i>
John Cronin	429,590,662	2.40	0	2,147,953	1.78%
Harry Berry	110,559,292	0.62	0	552,796	0.46%
Simon Smith	223,967,014	1.25	0	1,119,835	0.93%
Peter Hutton	26,308,972	0.15	35,714	167,258	0.14%
Paul Ratcliff	14,648,784	0.08	17,857	91,100	0.08%
TOTAL	805,074,724	4.50	53,571	4,078,942	3.4%

8 Action to be taken in respect of the General Meeting

Please check that you have received with this document:

- a Form of Proxy for use in respect of the General Meeting.

Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, to Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, by no later than 11.00 a.m. on 28 September 2017 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR) by no later than 11.00 a.m. on 28 September 2017 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy or the use of the CREST Proxy Voting service will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.

9 Recommendation

The Directors believe that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions. Each of the Directors intend to vote in favour of the Resolutions in respect of, in aggregate, 805,074,724 Ordinary Shares, representing approximately 4.50 per cent. of the Existing Ordinary Shares in issue on 14 September 2017 (being the last Business Day prior to publication of this Circular).

Yours faithfully,

John Cronin
Executive Chairman

PART 2

NOTICE OF GENERAL MEETING

CyanConnode Holdings plc

*(Incorporated in England and Wales with registered no. 04554942)
(the "Company")*

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at its registered office, Merlin Place, Milton Road, Cambridge, CB4 0DP at 11.00 a.m. on 2 October 2017 for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1, 2 and 3 will be proposed as ordinary resolutions and resolutions 4 and 5 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. THAT, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a maximum aggregate nominal value of £617,049.76 in the capital of the Company in connection with the Fundraising (as defined in the Circular accompanying this Notice of General Meeting dated 15 September 2017).

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2018 or if earlier on the date which is 15 months after the date of the passing of this resolution 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 shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the expiry of such authority and the Directors may allot any shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares or grant rights to subscribe for or convert securities into shares in the Company previously granted to the Directors pursuant to section 551 of the Companies Act 2006 (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

2. THAT, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - a. up to an aggregate maximum nominal amount of £802,637.48; and
 - b. allot equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of £1,605,274.96 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution) in connection with an offer by way of a rights issue to:
 - i. the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - ii. holders of other equity securities, as required by the rights of those securities or, subject to certain rights, as the directors of the Company may otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2018 or if earlier on the date which is 15 months after the date of the passing of this resolution 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 shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the expiry of such authority and the Directors may allot any shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares or grant rights to subscribe for or convert securities into shares in the Company previously granted to the Directors pursuant to section 551 of the Companies Act 2006 (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

3. THAT, every two hundred ordinary shares of 0.01 pence each be consolidated (the "Share Consolidation") into one ordinary share of 2 pence each in the capital of the Company (each a "Consolidated Share"), each such ordinary share having the same rights and being subject to the restrictions (save as to nominal value) as the Ordinary Shares as set out in the Company's articles of association, provided that:
 - a. where the Share Consolidation results in any member being entitled to a fraction of a Consolidated Share, such fraction shall, so far as possible, be aggregated with the other fractions of Consolidated Shares to which other members of the Company may be entitled (each such Consolidated Share representing such fractions being a "Fractional Entitlement Share");
 - b. the Directors be and are authorised to sell (or to appoint another person to sell) on behalf of the relevant members, all the Fractional Entitlement Shares arising therefrom, which proceeds may be retained for the benefit of the Company and any fraction of a penny which would otherwise be payable shall be rounded down in accordance with the usual practice of the registrar of the Company, and

any Director (or any person appointed by the Directors) shall be and is hereby authorised on behalf of all relevant members to execute an instrument of transfer in respect of such Fractional Entitlement Shares arising therefrom and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

SPECIAL RESOLUTIONS

4. THAT, subject to the passing of resolution 1 above, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 1 above, as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities up to a maximum aggregate nominal value of £617,049.76 in the capital of the Company in connection with the Fundraising.

This power shall expire upon expiry of the general authority conferred by resolution 1 above, save that the Company may, before such expiry, make any offers or agreements 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 offer or agreement as if the power conferred by this resolution had not expired. The power conferred by this resolution shall replace all existing authorities to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

5. THAT, subject to the passing of resolution 2 above, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 2 above,

as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

- a. in connection with an offer for equity securities (but in the case of an allotment pursuant to the authority granted under resolution 2, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only), where the equity securities respectively attributable to the interests of all Shareholders are proportionate as nearly as may be to the respective number of ordinary shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- b. (otherwise than pursuant to paragraphs 5 (a) above) up to an aggregate number of 12,039,562 Ordinary Shares of 2 pence each (or, if resolution 3 is not passed, 2,407,912,440 Ordinary Shares of 0.01 pence each).

This power shall expire upon expiry of the general authority conferred by resolution 2 above, save that the Company may, before such expiry, make any offers or agreements 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 offer or agreement as if the power conferred by this resolution had not expired. The power conferred by this resolution shall replace all existing authorities to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

Dated: 15 September 2017

Registered office:

Merlin Place
Milton Road
Cambridge
CB4 0DP

By Order of the Board

Heather Peacock
Company Secretary

Notes

1. A shareholder entitled to attend and vote at the GM may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company but must attend the meeting in person. 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 share held by the appointing shareholder.
2. To be effective, the relevant proxy form must be completed and lodged with the Company's registrar, Share Registrars Limited, whose address is, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, no later than 48 hours (excluding days that are not a working day) before the meeting together with the original of any power of attorney or other authority under which the form of proxy is signed. Alternatively the completed proxy form may be faxed to Share Registrars on 01252 719232, or scanned and emailed to proxies@shareregistrars.uk.com. In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. Completion and return of the relevant proxy form enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. Online voting: alternatively, you may register your votes electronically by visiting the website of the Company's registrar. You will need to register in order to be able to use this service. To register, please visit www.shareregistrars.uk.com and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".
4. 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 withhold from voting at his/her discretion. Your proxy will vote (or withhold from voting) as he/she thinks fit in relation to any other matter which is put before the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) of the GM by using 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(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 using the CREST service 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 Company's agent, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding days that are not a working day) before the time appointed for the meeting. 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 the Company'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 provider(s) should note that Euroclear UK & Ireland Limited 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(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 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 (as amended).

6. 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).
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at 11.00 a.m. on 28 September 2017 (or if the GM is adjourned, members entered on the Register of Members of the Company not later than 48 hours (excluding days that are not a working day) before the time fixed for the adjourned GM) shall be entitled to attend, speak and vote at the GM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 11.00 a.m. on 28 September 2017 shall be disregarded in determining the rights of any person to attend, speak or vote at the GM.
8. Except as provided above, members who have general queries about the meeting should write to the Company Secretary at the address of our registered office. You may not use any electronic address provided either in this notice of GM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

