



accesso Technology Group plc
(the 'Company')

23 April 2020

Dear Shareholder

As you know we normally hold the Annual General Meeting ('AGM') at the Company's head office in Twyford. Unfortunately this is not possible this year as, in response to the Covid-19 global pandemic, the Twyford office has been closed for the time being to protect the health and safety of employees usually based there.

In addition, we need to observe the UK Government's current guidance on social distancing, as well as recently enacted regulations to help prevent the spread of Covid-19 by prohibiting all non-essential travel and public gatherings of more than two people.

Mindful of these requirements and the challenges they present, our AGM will be held at our Company Secretary's home office. The Board will ensure a quorum is present and no additional shareholders will be able to attend the meeting as this would be in contravention of current legal restrictions.

Given this restricted attendance the AGM this year will be purely functional and address just the formal resolutions detailed in the notice of meeting, necessary to enable the Board to conduct the business and affairs of the Company.

There will be no discussion and no opportunity for questions at the meeting. If shareholders have questions, they should be emailed to investor.relations@accesso.com in advance of the AGM. You will receive a written response and, if there are common themes raised by a number of shareholders, we may publish an AGM questions and answers section on the Company's website

Voting on all resolutions at the meeting will be conducted by poll vote and we strongly encourage you to complete and return a form of proxy to ensure your votes are included. You will need to appoint the 'Chairman of the meeting' as your proxy as no other person will be able to attend the AGM on your behalf this year. Please follow the instructions on the Form of Proxy and return your vote either in hard copy or a scanned copy can be emailed to office@slcregistrars.com by Friday 15 May.

Ordinarily the AGM provides an important and valued opportunity for the Board to engage with shareholders and we regret the need to restrict attendance this year. Dependent on how the Covid-19 situation develops, we will consider convening a further shareholder meeting later in the year.

In the meantime, the Board would like to thank you for your co-operation and understanding at this extremely challenging time and urge you again to submit a form of proxy to ensure your votes are counted.

Bill Russell
Non-Executive Chairman

accesso Technology Group plc
(“accesso” or the “Company”)
Registered number 3959429

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at 7 Clifton Terrace, Cliftonville, Dorking Surrey, RH4 2JG on Tuesday 19 May 2020 at 3.00 p.m. to consider the following resolutions, of which 1 to 9 will be proposed as ordinary resolutions and 10 and 11 as special resolutions:

- Resolution 1:** To receive the audited financial statements of the Company for the year ended 31 December 2019 and to receive the Directors’ Report and the Auditors’ Report thereon.
- Resolution 2** To re-appoint Steve Brown, appointed during the year, as a Director.
- Resolution 3:** To re-appoint Andrew Malpass, who retires and offers himself for re-appointment, as a Director.
- Resolution 4:** To re-appoint William Russell, who retires and offers himself for re-appointment, as a Director.
- Resolution 5:** To re-appoint David Gammon, who retires and offers himself for re-appointment, as a Director.
- Resolution 6:** To re-appoint Karen Slatford, who retires and offers herself for re-appointment, as a Director.
- Resolution 7:** To re-appoint KPMG LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
- Resolution 8:** To authorise the Directors to determine the remuneration of the Auditor.
- Resolution 9:** To consider and, if thought fit, pass the following resolution as an ordinary resolution:
- (i) **“THAT** in substitution for all existing authorities the Directors be given power under Section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (‘Rights’) up to an aggregate nominal amount of £92,333.94, being equivalent to one-third of the Company’s issued share capital; and,
 - (ii) up to a further aggregate nominal amount of £92,333.94 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, 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 or any other matter whatsoever, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 31 May 2021 (whichever is sooner) unless any offer or agreement is made before the end of that period in which case the Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this resolution had not expired."

Special resolutions

Resolution 10: To consider and, if thought fit, pass the following resolution as a special resolution: "THAT, in substitution for all existing powers and subject to the passing of Resolution 9 the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if the pre-emption provisions of Section 561 of the Act did not apply to such allotment. The power shall be limited to the allotment of equity securities to any person or sale of treasury shares up to an aggregate nominal amount of £13,850.09 being 5% of the Company's issued share capital, and shall expire at the next Annual General Meeting of the Company or 31 May 2021 (whichever is sooner) unless any offer or agreement is made before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired."

Resolution 11: To consider and, if thought fit, pass the following resolution as a special resolution: "THAT, in addition to the power granted by Resolution 10 and subject to the passing of Resolution 9 the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if the pre-emption provisions of Section 561 of the Act did not apply to such allotment. The power shall be limited to:-

- (i) the allotment of equity securities to any person or sale of treasury shares up to an aggregate nominal amount of £13,850.09 being 5% of the Company's issued share capital, and
- (ii) use only for the purpose of financing (or refinancing if the authority is used within 6 months of the original transaction) an acquisition or other specified capital investment announced at the same time or before the allotment of equity securities

and shall expire at the next Annual General Meeting of the Company or 31 May 2021 (whichever is the sooner) unless any offer or agreement is made before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired."

BY ORDER OF THE BOARD



**Martha Bruce
Company Secretary
23 April 2020**

Registered Office:
Unit 5, The Pavilions
Ruscombe Park
Twyford
Berkshire RG10 9NN

Procedural Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. A form of proxy is enclosed. Whilst ordinarily lodging a form of proxy does not preclude a member from attending and voting at the meeting, due to Covid-19 restrictions, no additional members over and above the quorum requirement will be able to attend the Annual General Meeting ('AGM') on 19 May 2020. Members are therefore strongly encouraged to complete and return a form of proxy appointing the 'Chairman of the meeting' as their proxy to ensure their votes are included in the poll vote conducted on all resolutions.
2. To be valid, the completed and signed form of proxy must either be returned to the Company's Registrars, SLC Registrars, Elder House, St. Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS or a scanned copy be emailed to office@slcregistrars.com. Whichever means of return is used this must be done in sufficient time to ensure the form is received by 3.00 p.m. on Friday 15 May 2020.
3. Any corporation which is a member may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares. As no additional members or their representatives will be able to attend the AGM on 19 May 2020, corporate members are strongly encouraged to complete and return a form of proxy appointing the 'Chairman of the meeting' as their proxy to ensure their votes are included in the poll vote.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 p.m. on Friday 15 May 2020. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
5. You may not use any electronic address provided either in this notice of AGM or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
6. Whilst copies of all Directors' Service Contracts for periods in excess of one year with the Company or any of its subsidiaries are ordinarily made available for inspection during normal business hours at the Company's registered office up to the date of the AGM and at the place of the AGM from 15 minutes before the start of the meeting until conclusion of the meeting, given the Covid-19 restrictions, copies will be made available to members on receipt of a valid request.

Explanatory Notes to the Resolutions:**Resolution 1 Annual Report and Accounts**

The Directors must lay before shareholders the audited financial statements of the Company for the year ended 31 December 2019 and the Directors' Report and the Auditors' Report thereon.

Resolution 2

Article 116 of the Articles of Association states that any Director appointed by the Board shall hold office until the next Annual General Meeting. Steve Brown was appointed as Chief Executive Officer by the Board on 27 January 2020. Accordingly, in Resolution 2 Steve Brown is offering himself for re-appointment as a Director at the Annual General Meeting.

Resolutions 3 to 6

In accordance with recommended best practice, in Resolutions 3 to 6 each of the Directors are retiring and offering themselves for re-appointment as Directors at the Annual General Meeting. Biographical information and details of the roles fulfilled by each Director are set out on pages 17 and 18 of the audited financial statements of the Company for the year ended 31 December 2019.

Resolutions 7 and 8 Reappointment and remuneration of auditors

The Company is required to appoint an Auditor at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. Resolution 7 proposes the re-appointment of KPMG LLP as Auditor to the Company. Resolution 8 authorises the Directors to agree the Auditor's remuneration.

Resolution 9 Authority to allot shares

The authority sought by this resolution is for the Directors to be authorised to allot Ordinary Shares up to two-thirds of the Company's current issued share capital at the date of this notice. Paragraph (i) of the resolution will give the Directors a general authority to allot up to an aggregate nominal value of £92,333.94 being the equivalent of one-third of the Company's issued ordinary share capital as at 14 April 2020 (the last practicable date prior to the publication of this Notice). This is in accordance with The Investment Association Share Capital Management Guidelines. In addition, the guidelines permit the authority to extend to a further third of the issued share capital, where any such shares allotted using this additional authority are in connection with a rights issue. Paragraph (ii) of the resolution proposes this additional authority be granted to the Directors.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

Resolution 10 Disapplication of pre-emption rights

When shares are to be allotted for cash, Section 561 of the Companies Act 2006 provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution will give the Directors authority, in certain circumstances, to allot ordinary shares pursuant to the authority granted under resolution 9, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing shareholding.

This authority would be limited to allotment or sales:

(a) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of such securities or as the Directors otherwise consider necessary; and

(b) otherwise up to a maximum nominal value of £13,850.09 (representing 1,385,009 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 14 April 2020 (the last practicable date prior to the publication of this Notice).

Resolution 11 Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

Resolution 11 is proposed as a separate resolution, in accordance with a recommendation of the Pre-Emption Group and the Investment Association Guidelines, to authorise the Directors to allot an additional quantity of shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal amount of £13,850.09, representing a further 5% of the Company's issued share capital. The additional authority in this resolution may be used only in connection with the financing (or refinancing) of an acquisition or specified capital investment. In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that they intend to use the authority sought in this resolution only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue, and will provide shareholders with information regarding the transaction if the authority is used.

Voting Recommendation

The Board of Directors believes that all the proposed resolutions set out in the Notice of AGM are in the best interests of shareholders as a whole and the Company and unanimously recommends that members vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.

Shareholders are urged to return their completed signed forms of proxy either by post or by email as instructed in Procedural Note 2 above. This will ensure their votes are counted in the poll vote that will be conducted on all resolutions at the AGM.

accesso Technology Group plc (the "Company")

Registered number 3959429

Form of Proxy

I/We, _____ of _____ being a member of accesso Technology Group plc hereby appoint the Chairman of the meeting or _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 19 May 2020 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made and, if applicable, refer to Explanatory Note 2.

Please indicate with an 'X' in the space below how you wish your votes to be cast.

Resolutions

		For	Against	Discretionary	Vote Withheld
1	To receive the Audited Financial Statements for the year ended 31 December 2019				
2	To re-appoint Steve Brown as a Director				
3	To re-appoint Andrew Malpass as a Director				
4	To re-appoint William Russell, as a Director				
5	To re-appoint David Gammon as a Director				
6	To re-appoint Karen Slatford as a Director				
7	To re-appoint KPMG LLP as Auditor				
8	To authorise the Directors to determine the Auditor's remuneration				
9	To renew the Directors' authority to allot securities				
10	To waive shareholders' rights of pre-emption on allotment of securities				
11	To waive shareholders' rights of pre-emption in connection with an acquisition or specified capital investment.				

Signed this _____ day of _____ 2020

.....
Signature or common seal (please refer to Explanatory Note 3). (Any one joint holder may sign)

Print Name:

Explanatory Notes: Given restricted attendance at the AGM this year we strongly encourage all shareholders to complete and return a form of proxy to ensure their votes are counted in the poll vote that will be conducted on all resolutions at the AGM.

1. Every shareholder has the right to appoint some other person(s) of their choice who need not be a shareholder as his proxy, to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. **However, given restricted attendance at the AGM this year you should appoint the “Chairman of the meeting” as your proxy to vote on your behalf.** Unless you authorise your proxy to act in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account), please specify the number of shares in relation to which the proxy is authorised.
2. To appoint more than one proxy, you should photocopy this form and specify next to the proxy holder’s name the number of shares in relation to which they are authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
3. To be valid this proxy form must, in the case of an individual, be signed by the holder or his/her attorney, or, in the case of a corporation, be either given under its common seal or signed on its behalf by an attorney or duly authorised officer.
4. The completed and signed form can either be sent in hard copy form to SLC Registrars, Elder House, St. Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS or be scanned and sent electronically to SLC Registrars by email at office@slcregistrars.com. In either case the form must be received no later than 3.00 p.m. on Friday 15 May 2020. Any Power of Attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form when sent to SLC Registrars.
5. The ‘Vote Withheld’ box is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes ‘for’ and ‘against’ a resolution.
6. Only those shareholders registered on the register of members of the Company at 6.30 p.m. on Friday 15 May 2020 shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members thereafter will be disregarded in determining the rights of any person to vote at the meeting
7. In the case of joint shareholders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
8. If in respect of any resolution you have not indicated as to how your proxy should vote, or you have marked as ‘Discretionary’, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have the discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting.
9. Whilst ordinarily the completion and return of this form will not preclude a member from attending the meeting and voting in person, due to Covid-19 attendance is restricted at the AGM this year and no additional shareholders will be able to attend in person.