

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares, please forward this document, together with the accompanying form of proxy, at once 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. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents.

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# **INTEGRATED DIAGNOSTICS HOLDINGS PLC**

## **NOTICE OF ANNUAL GENERAL MEETING**

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Shareholders should read the whole of this document. Notice of the Annual General Meeting of the Company to be held at the Hilton London Tower Bridge, 5 More London Place, Tooley Street, London SE1 2BY on 22 May 2017 at 9.30 am BST is set out in this document. A form of proxy for use at the Annual General Meeting has been provided and to be valid should be completed in accordance with the instructions printed thereon so as to be received by Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or via the CREST Proxy Voting Service as soon as possible, but in any event, no later than 9.30 am on 18 May 2017, being 48 hours, excluding non-working days, before the Annual General Meeting. Completion and posting of a form of proxy does not prevent a Shareholder from attending and voting in person at the Annual General Meeting.

# INTEGRATED DIAGNOSTICS HOLDINGS PLC

*(Incorporated in Jersey with registered number 117257)*

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Integrated Diagnostics Holdings Plc (the “**Company**”) will be held at the Hilton London Tower Bridge, 5 More London Place, Tooley Street, London SE1 2BY on 22 May 2017 at 9.30 am BST for the following purposes:

### Ordinary Resolutions

1. To receive and consider the Company’s Audited Financial Statements, together with the Reports of the Directors and the Auditor for the year ended 31 December 2016.
2. That Lord Anthony Tudor St John, who retires as a director and, being eligible, offers himself for re-election at the AGM, be re-elected.
3. That Dr. Hend El-Sherbini, who retires as a director and, being eligible, offers herself for re-election at the AGM, be re-elected.
4. That Richard Henry Phillips, who retires as a director and, being eligible, offers himself for re-election at the AGM, be re-elected.
5. That James Patrick Nolan, who retires as a director and, being eligible, offers himself for re-election at the AGM, be re-elected.
6. That Dan Johan Wilmar Olsson, who retires as a director and, being eligible, offers himself for re-election at the AGM, be re-elected.
7. That Hussein Hassan Choucri, who retires as a director and, being eligible, offers himself for re-election at the AGM, be re-elected.
8. To re-appoint KPMG LLP of 15 Canada Square, London, E14 5GL as Auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
9. To authorise the Directors to determine the Auditor’s remuneration.
10. To declare a final dividend of US\$0.14 (fourteen US cents) per Share in respect of the year ended 31 December 2016 to be paid on 6 June 2017 to the holders of Shares on the register of members as at the close of business on 12 May 2017.
11. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

“**THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of article 12 of the Articles of Association to exercise all or any of the powers of the Company to issue and allot or agree to issue and allot Equity Securities of the Company or to grant rights to subscribe for, or to convert any security into, Equity Securities of the Company up to 49,500,000 ordinary US\$1.00 shares, being approximately 33 per cent of the current issued share capital of the Company (the Authorised Allotment Amount), to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the Articles of Association).

**PROVIDED THAT**, this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting save that the directors of the Company may issue and allot or agree to issue and allot Equity Securities, notwithstanding that this authority has expired, if they are allotted in pursuance of an offer or agreement made by the Company before this authority expires, which would or might require Equity Securities to be allotted after this authority expires.”

## Special Resolution

12. To consider and, if thought fit, pass the following resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

**"THAT**, subject to and conditional upon the passing of the resolution numbered 12 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered generally and unconditionally pursuant to article 12.4 of the Articles of Association to allot Equity Securities (whether directly, or by way of options, warrants, convertible instruments or other grant of rights for Equity Securities convertible upon exercise of such options, warrants, convertible instruments or other grant of rights) pursuant to the authority conferred upon them by resolution 13, such that article 13.1 of the Articles of Association shall not apply to the allotment, provided that this authority and power shall be limited to:

- (i) the allotment of Equity Securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements, treasury shares, record dates or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body of, any territory;
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of up to 7,500,000 ordinary US\$1.00 shares, representing approximately 5 per cent of the current issued share capital of the Company (the Non Pre-emptive Amount);

and this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting save that the directors of the Company may allot Equity Securities or rights to subscribe for or convert securities into Equity Securities notwithstanding that this authority has expired, if they are allotted in pursuance of an offer or agreement made by the Company before this authority expires, which would or might require Equity Securities to be allotted after this authority expires.

By order of the Board of Directors of Integrated Diagnostics Holdings Plc

**LORD ANTHONY ST JOHN, CHAIRMAN**

Dated: 20 April 2017

Registered Office Address:

12 Castle Street, St. Helier, Jersey JE2 3RT, Channel Islands

# EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

## 1. DEFINITIONS

<b>“Annual General Meeting”</b> or <b>“AGM”</b>	the Annual General Meeting of the Company convened for 9.30 am BST on 22 May 2017
<b>“Articles of Association”</b>	the Articles of Association of the Company
<b>“Auditor”</b>	the Auditor of the Company
<b>“Authorised Allotment Amount”</b>	the nominal amount of Equity Securities the Board are authorised to allot under Article 12 of the Articles of Association
<b>“Board”</b> or <b>“Directors”</b>	the directors of the Company, whose names and biological details are set out on pages 44 to 45 of the Annual Accounts for the year to 31 December 2016 is document, and <b>“Director”</b> shall mean any of them
<b>“Chairman”</b>	the chairman of the Company, as set out on page 44 of the Annual Accounts for the year to 31 December 2016
<b>“Company”</b>	Integrated Diagnostics Holdings Plc
<b>“Companies Law”</b>	the Companies (Jersey) Law 1991 (as amended), and every order, regulation or other subordinate legislation made under it.
<b>“Non Pre-emptive Amount”</b>	the nominal amount of Equity Securities the Board are authorised to allot under Article 12.4 of the Articles of Association on a non-pre-emptive basis
<b>“Notice of AGM”</b>	the notice convening the AGM which is included with this document
<b>“Register of Members”</b>	the register of members of the Company
<b>“Equity Securities”</b>	ordinary shares in the company, or rights to subscribe for, or to convert securities into, ordinary shares in the company
<b>“Resolutions”</b>	the resolutions set out in the Notice of AGM and <b>“Resolution”</b> shall mean any of them
<b>“Shareholders”</b>	the holders of the Shares
<b>“Shares”</b>	ordinary shares of US\$1.00 in the capital of the Company

## 2. PROXY INFORMATION

- 2.1 Only Shareholders, or their duly appointed representatives, are entitled to attend and vote at the Annual General Meeting. A Shareholder so entitled may appoint one or more proxies (whether they are Shareholders or not) to attend and, on a poll, to vote in place of the Shareholder.
- 2.2 A form of proxy is enclosed with this notice.
- 2.3 The form of proxy and the power of attorney or other authority, if any, under which it is executed, or a copy of it notarially certified, shall be delivered to Capita Asset Services, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 9.30 am on 18 May 2017, being 48 hours, excluding non-working days before the time appointed for holding the Annual General Meeting or 48 hours, excluding non-working days before an adjourned meeting or the taking of a poll (as the case may be).
- 2.4 Completed proxy forms may be delivered to the Company, care of Capita Asset Services, either:
  - in hard copy form, by post or courier per 2.3 above;
  - in electronic form, by email attaching a clear scanned copy to [Proxy.Enquiries@capita.co.uk](mailto:Proxy.Enquiries@capita.co.uk).

- 2.5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 22 May 2017 at 9.30 am and any adjournment(s) thereof 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 2.6 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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, Capita Registrars Limited (CREST Participant ID: RA10), no later than 9.30 am on 18 May 2017 being 48 hours, excluding non-working days 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 time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 2.7 CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 2.8 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.
- 2.9 Delivery of a form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting or poll concerned and, in such event, the form of proxy shall be deemed to be revoked.
- 2.10 Any corporation which is a Shareholder may, by resolution of its directors or other governing body or in accordance with its governing law or constitutional documents, authorise such person as it thinks fit to act as its representative at the Annual General Meeting, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which they represent as that corporation could exercise if it were a natural person who is a Shareholder. A Director, the Secretary or other person authorised for the purpose by the Secretary may require a representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

### **3. CLOSURE OF REGISTER**

- 3.1 The Company specifies that only those Shareholders registered in the Register of Members of the Company as at close of business on 18 May 2017 (being 48 hours, excluding non-working days, before the Annual General Meeting in accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999) are entitled to attend or vote at the Annual General Meeting in respect to the number of Shares registered in their name at that time.
- 3.2 Changes to entries on the Register of Members after that time shall be disregarded when determining the rights of any person to attend or vote in the Annual General Meeting.

### **4. COMPANY'S SHARE CAPITAL**

- 4.1 As at the 19 April 2017 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 150,000,000 Shares. Each Share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at the 19 April 2017 is 150,000,000. As at the date of this document, the Company does not hold any Shares in treasury.

## **5. RIGHT TO DEMAND A POLL**

- 5.1 Article 88 of the Articles of Association provides that at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Law, a poll may be demanded:
- (i) by the Chairman; or
  - (ii) (except on the election of the chairman of the meeting or on a question of adjournment) by not less than three Shareholders present in person or by proxy and entitled to vote; or
  - (iii) by a Shareholder or Shareholders present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the Shareholders having the right to vote on the resolution; or
  - (iv) any Shareholder or Shareholders present in person or by proxy holding shares conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10 per cent of the total sum paid up on all the shares conferring that right.
- 5.2 The appointment of a proxy to vote on a matter at a meeting authorises the proxy to demand, or join in demanding, a poll on that matter. In applying the provisions of this Article, a demand by a proxy counts: (a) for the purposes of paragraph (ii) above, as a demand by the shareholder; (b) for the purposes of paragraph (iii) above, as a demand by a shareholder representing the voting rights that the proxy is authorised to exercise; and (c) for the purposes of paragraph (iv) above, as a demand by a shareholder holding the shares to which those rights are attached.
- 5.3 Article 89 of the Articles of Association further provides that unless a poll is so demanded (and the demand is not duly withdrawn), a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 5.4 Article 90 of the Articles of Association provides that the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result on a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
6. Article 78 of the Company's Articles of Association permits the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have access to all documents which are required by the Companies Law or these Articles to be made available at the meeting.
7. Article 72 of the Company's Articles of Association provides that, where so requested in the manner set out in section 527(4) of the United Kingdom's Companies Act 2006 by holders representing at least 5 per cent of the total voting rights of all the holders who have a right to vote at the general meeting at which the Company's annual accounts are laid, or by at least 100 holders who have such right to vote and hold shares in the Company on which there has been paid up an average sum, per member, of at least £100, the Company shall publish on its website a statement setting out any matter relating to the audit of the Company's accounts or any circumstances connected with an auditor of the Company ceasing to hold office, and the Company shall comply with all the obligations relating to the publication of such statement contained in the provisions of sections 527 to 529 (other than section 527(5) and excluding the reference to "See also section 153 (exercise of rights where shares are held on behalf of others)" in section 527(2)) of the United Kingdom's Companies Act 2006 as if it were a company incorporated in the United Kingdom to which such provisions apply, provided always that the Company shall not be required to comply with the obligation set out in section 527(1) of the United Kingdom's Companies Act 2006 where the Board believes in good faith that the rights conferred by this article are being abused.
8. The notes below give further information in relation to the Resolutions to be considered at the AGM to be held on 22 May 2017.

## **Resolution 1 – Annual Report and Accounts**

The Directors are required to present to the Annual General Meeting the audited accounts and the Directors' and Auditors' reports for the financial year ended 31 December 2016.

## **Resolutions 2 to 7 – Election of Directors**

As at the date of the Notice of AGM, the Directors are:

1. Lord Anthony Tudor St John (Non-Executive Chairman)
2. Dr. Hend El-Sherbini (Chief Executive Officer)
3. Richard Henry Phillips (Non-Executive Director)
4. James Patrick Nolan (Non-Executive Director)
5. Dan Johan Wilmar Olsson (Non-Executive Director)
6. Hussein Hassan Choucri (Non-Executive Director)

In accordance with the requirements of UK Corporate Governance best practice, all serving members of the Board will be seeking re-election at the AGM. The biographies of the Board are set out on pages 44 to 45 of the Company's Annual Accounts for the year to 31 December 2016.

Directors retiring at the AGM shall retain office until the dissolution of such meeting and accordingly a retiring Director who is re-elected shall continue in office without a break.

## **Resolutions 8 and 9 – Auditors' re-election and remuneration**

In relation to Resolution 8 regarding the re-appointment of the Auditor, under Article 113(3) of the Companies Law, the Company shall at each Annual General Meeting appoint an auditor to hold office from the conclusion of that meeting to the conclusion of the next Annual General Meeting.

In relation to Resolution 9 regarding the authorisation of Directors to determine the Auditor's remuneration:

- (i) Shareholders should note that, in practice, the amount of auditor's remuneration for the year 2017 audit cannot be determined at the beginning of the financial year. This is because auditor's remuneration for any given year varies, in particular by reference to the scope and extent of the audit work which is undertaken during that year; and
- (ii) In order to be able to charge the amount of Auditor's remuneration as operating expenses for the year ending 31 December 2017, Shareholders' approval to delegate the authority to the Directors to fix the Auditor's remuneration for the year ending 31 December 2017 is required at the AGM.

## **Resolution 10 – declaration of a final dividend**

A final dividend for the year ended 31 December 2016 of US\$0.14 (fourteen US cents) per ordinary US\$1.00 share is recommended by the Board. A final dividend can be paid only after it has been approved by the shareholders at a general meeting. It is proposed that shareholders approve this dividend by passing Resolution 10. If so approved, the final dividend will be paid on 6 June 2017 to ordinary shareholders who are on the register of members of the Company as at the close of business on 12 May 2017.

## **Resolution 11 – allotment of Relevant Securities**

The Directors may only allot Equity Securities in the Company if they have been authorised to do so by Shareholders.

The authority imposed by Resolution 11 will be limited to 49,500,000 Equity Securities representing approximately 33 per cent of the Company's issued ordinary share capital as at 19 April 2017 (being the latest practicable date prior to the publication of this document).

If given, this authority will expire at the conclusion of the Company's next AGM.

The Directors have no immediate plans to use this authority.

**Resolution 12 – Disapplication of pre-emption rights**

If the Directors wish to allot new shares or other equity securities for cash or sell treasury shares for cash, they must first offer such shares or securities to Shareholders in proportion to their existing holdings. These statutory pre-emption rights may be dis-applied by Shareholders.

Resolution 12, which will be proposed as a special resolution will enable the Directors to allot for cash up to a maximum of 7,500,000 Equity Securities, representing approximately 5 per cent of the Company's issued ordinary share capital as at 19 April 2017 (being the latest practicable date prior to the publication of this document) either in connection with a rights issue or other *pro rata* offer or otherwise as if pre-emption rights did not apply to such allotment. The power will expire at the conclusion of the Company's next AGM.