

Notice of Annual General Meeting

This document is important and requires your immediate attention

If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of the Company at 29 Curzon Street, London W1J 7TL on 18 April 2017 at 10:30 a.m. is set out in Part II of this document and the recommendation of the Directors is set out below.

A Form of Proxy for use at the Meeting is enclosed. To be valid, any instrument appointing a proxy must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event so as to arrive no later than 10:30 a.m. on 12 April 2017.

Part I

Letter from the Chairman of Eurovestech Plc

(Registered in England and Wales with no. 3913197)

Directors
Richard Bernstein
Richard Grogan (Chairman)*
Quentin Solt*

Registered Office
29 Curzon Street
London
W1J 7TL

* Non-Executive Directors

24 March 2017

To holders of ordinary shares of 1 penny each in the Company

Dear shareholder

This letter gives details of the business to be transacted at the Annual General Meeting of the Company to be convened at 10:30 a.m. on Tuesday, 18 April, 2017.

Annual General Meeting

Notice of the Annual General Meeting is given in Part II of this document.

Resolutions 1 to 4 set out in the Notice deal with the ordinary business and resolutions 5 to 6 set out in the Notice deal with the special business to be transacted at the Meeting. Further explanation in relation to resolutions 3 to 6 is set out below.

Resolution 3 – Re-election of Quentin Solt as Director (ordinary resolution)

In accordance with the articles of association of the Company, Quentin Solt will retire and offer himself for re-election. Resolution 3 proposes his re-election.

Resolution 4 – Authority to allot shares (ordinary resolution)

This resolution asks shareholders to grant the Directors authority under Section 551 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) up to a maximum aggregate nominal value of £1,131,834, being approximately 33 per cent of the nominal value of the fully diluted issued ordinary share capital of the Company as at 20 March 2017. This is the maximum permitted amount under best practice corporate governance guidelines (being an amount equal to one-third of the issued ordinary share capital of the Company plus the amount of share capital which has been reserved for the issue of shares upon the exercise of options or warrants granted by the Company). The proposed authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018. The Directors have no present intention of exercising such authority. The resolution replaces a similar resolution passed at the Annual General Meeting on 4 April 2016.

Resolution 5 – Disapplication of pre-emption rights (special resolution)

If the Directors wish to allot unissued shares or other equity securities for cash, the Companies Act 2006 requires that (except in very limited circumstances) such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. Resolution 5 asks shareholders to grant the Directors authority to allot equity securities for cash up to an aggregate nominal value of £339,550 (being 10 per cent of the Company's issued ordinary share capital as at 20 March 2017) without first offering the securities to existing shareholders. The resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 4 April 2016.

Resolution 6 – Purchases of own shares by the Company (special resolution)

Resolution 6 to be proposed at the Annual General Meeting seeks authority for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of 10 per cent of the ordinary shares in issue as at 20 March 2017. The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to 5 per cent above the matched bargain facility price set by London Matched Markets for the five business days before the purchase is made. The minimum price payable by the Company for the purchase of its own ordinary shares will be 1 penny per ordinary share (being the amount equal to the nominal value of an ordinary share). The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on the net asset value per ordinary share and that it is in the best interests of the Company at the time. The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 4 April 2016.

Action to be taken

Should you wish to appoint a proxy, you are asked to complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive no later than 10:30 a.m. on 12 April 2017.

Completion of the Form of Proxy does not prevent you from attending and voting in person.

Location of meeting

The Annual General Meeting will be held at the offices of the Company at 29 Curzon Street, London W1J 7TL.

Recommendation

The board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the Company and the shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that the shareholders vote in favour of the proposed resolutions, as the Directors intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

Richard Grogan

Chairman

24 March 2017

Part II

Notice of Annual General Meeting

Eurovestech Plc

(Registered in England and Wales with no. 3913197)

NOTICE is hereby given that the Annual General Meeting of Eurovestech Plc (the “**Company**”) will be held at the offices of the Company, 29 Curzon Street, London W1J 7TL on Tuesday, 18 April 2017 at 10:30 a.m. for the transaction of the following business:

Ordinary business

As ordinary business to consider and, if thought fit, to pass the following resolutions numbered 1 to 4, each of which will be proposed as ordinary resolutions:

1. That the Company’s annual accounts for the year ended 30 June 2016, together with the Directors’ Report and the Auditors’ Report on those accounts, be received and adopted.
2. That PricewaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company and the Directors be authorised to fix the auditors’ remuneration.
3. That Quentin Solt be re-elected as a Director.
4. That pursuant to Section 551 of the Companies Act 2006:
 - 4.1 the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in Section 560 of the Companies Act 2006) up to a maximum aggregate nominal amount of £1,131,834 to such persons and at such times and on such terms as they think proper during the period expiring at the conclusion of the Annual General Meeting of the Company to be held in 2018 (unless previously revoked or varied by the Company in general meeting); and
 - 4.2 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special business

As special business to consider and, if thought fit, to pass the following resolutions as special resolutions:

5. That, subject to the passing of resolution 4 set out in the Notice convening this Meeting, the Directors are empowered in accordance with Section 571 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred on them to allot equity securities (as defined in Section 560 of the Companies Act 2006) by that resolution, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
 - 5.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory;
 - 5.2 the allotment (otherwise than pursuant to paragraph 5.1) of equity securities up to an aggregate nominal value not exceeding £339,550; and
 - 5.3 the power granted by this resolution, unless renewed, revoked or varied, shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2018 but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

6. That the Company is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make purchases (as defined in Section 693 (4) of the said Companies Act 2006) of ordinary shares of 1 penny each in the capital of the Company (“**ordinary shares**”) provided that:
- 6.1 the maximum number of ordinary shares hereby authorised to be purchased is 33,955,000;
 - 6.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 1 penny per share, being the nominal amount thereof;
 - 6.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be 5 per cent above the matched bargain facility price set by London Matched Markets for the five business days before the purchase is made;
 - 6.4 the authority hereby conferred shall (unless previously renewed or revoked) expire at the conclusion of the Company’s next Annual General Meeting to be held in 2018; and
 - 6.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

BY ORDER OF THE BOARD

Quentin Solt

Secretary

Eurovestech Plc
24 March 2017

Registered Office: 29 Curzon Street, London W1J 7TL

Notes:

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf at the meeting and a proxy form should have been received with notice of this Meeting. A proxy may only be appointed using the procedures set out in these notes and the notes to the form of proxy.
- (ii) A proxy need not be a member of the Company but must attend the Meeting to represent you.
- (iii) A member 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 or shares held by that member. You may not appoint more than one proxy to exercise rights attached to any one share.
- (iv) To appoint a proxy the Form of Proxy enclosed with this Notice of Annual General Meeting must be used. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and signed and deposited by 10:30 a.m. on 12 April 2017 at the offices of Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- (v) Completion of the Form of Proxy will not prevent the member from attending and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will be automatically terminated.
- (vi) A member wishing to change their proxy instructions should simply submit a new proxy appointment using the methods set out in these notes and the notes to the form of proxy. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- (vii) If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will automatically take precedence.
- (viii) To revoke a proxy instruction the Company will need to be informed by the member by sending a signed hard copy notice stating clearly the intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Any power of attorney or other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company not less than three hours before the Annual General Meeting. Any revocation received after the time specified, subject to the provisions of note (v) above, will not take effect and the proxy appointment will remain valid.
- (ix) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 10:30 a.m. on 12 April 2017 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 10:30 a.m. on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (x) In the case of joint holders, 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 and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (xi) CREST members who wish to appoint a proxy through the CREST service may do so provided that the procedures contained in the CREST Manual are followed. In order to be valid, the completed and authenticated CREST proxy instruction must be received by Capita Asset Services not less than 48 hours before the Annual General Meeting. 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).
- (xii) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer’s agent (ID RA10) no later than 10:30 a.m. on 12 April 2017, or, in the event of an adjournment of the meeting, 48 hours before the adjourned 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 Applications Host) from which the issuer’s agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
- (xiii) Members who have general queries about the Meeting should contact Richard Bernstein at 020 7478 9070.