

# Shareholder information

## Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Surgical Innovations Group plc (the "Company") will be held at 3.00 p.m. on 19 June 2019 at the offices of Surgical Innovations Group plc, Clayton Wood House, 6 Clayton Wood Bank, Leeds, LS16 6QZ for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions, except resolution 8 which will be proposed as a special resolution:

### Ordinary resolutions

1. THAT the report of the directors and the accounts for the year ended 31 December 2018, together with the report of the auditors and the strategic report be and are hereby received and adopted.
2. THAT BDO LLP be and hereby is re-appointed as the Company's auditors until the conclusion of the next general meeting at which accounts are laid before the Company.
3. THAT the directors be and they hereby are authorised to fix the remuneration of BDO LLP as the auditors of the Company.
4. THAT Nigel Rogers be re-elected as a director of the Company.
5. THAT Melanie Ross be re-elected as a director of the Company.
6. THAT Michael McMahon be re-elected as a director of the Company.
7. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Companies Act") in substitution for all existing authorities to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into such shares (together "Relevant Securities") up to an aggregate nominal amount of three million, nine hundred and thirty seven thousand, eight hundred and thirty pounds and eighty eight pence (£3,937,830.88), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the annual general meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

### Special Resolution

8. THAT the directors be and are empowered, in accordance with sections 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560(1) of the Companies Act) pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities for cash in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

(b) the allotment (otherwise than pursuant to resolution 8(a) above) of equity securities for cash up to an aggregate nominal amount of one million, five hundred and seventy five thousand, one hundred and thirty two pounds and thirty five pence (£1,575,132.35), and shall expire upon the expiry of the general authority conferred by resolution 7 above, except that the Company may make an offer or agreement before this power expires 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 power conferred by this resolution had not expired.

## **By Order of the Board**

Charmaine Day  
**Company Secretary**  
**8 May 2019**

Clayton Wood House  
6 Clayton Wood Bank  
Leeds  
West Yorkshire  
LS16 6QZ  
Registered in England and Wales No 02298163

## Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned in hard copy form by post, by courier or by hand to the Company's registrars, Neville Registrars of Neville House, Steelpark Road, Halesowen, B62 8HD no later than 3.00 pm on 17 June 2019.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Neville Registrars Limited, at the address stated above. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others.
6. Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 17 June 2019 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

8. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

9. As at 7 May 2019 (being the last business day before the publication of this Notice), the Company's issued share capital consisted of 787,566,177 ordinary shares carrying one vote each. The Company does not hold any shares in treasury.

10. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- 10.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- 10.2 the answer has already been given on a website in the form of an answer to a question; or
- 10.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

11. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:

- 11.1 copies of the executive directors' service contracts with the Company; and
- 11.2 copies of the letters of appointment of non-executive directors.

## **Explanatory notes to the Notice of Annual General Meeting**

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 8 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Resolution 1: Receiving the Company's accounts**

An ordinary resolution to receive and adopt the report of the directors and accounts for the year ended 31 December 2018, together with the report of the auditors and the strategic report.

### **Resolutions 2 and 3: Re-appointment of the Company's auditors**

Resolution 2 is an ordinary resolution to approve the re-appointment of BDO LLP as the Company's auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company. Resolution 3 is an ordinary resolution to authorise the directors to set the auditors' remuneration.

### **Resolutions 4, 5 and 6: Re-appointment of directors**

Resolutions 4, 5 and 6 are ordinary resolutions to re-elect each of Nigel Rogers, Melanie Ross and Michael McMahon who each retire in accordance with the articles of association of the Company.

Biographical information relating to each director seeking re-election appears on the Company's website at <https://www.sigrouplc.com/board-of-directors>. The Board has confirmed, following a performance review, that all directors standing for reappointment continue to perform effectively and demonstrate commitment to their role.

### **Resolution 7: Authority to allot ordinary shares**

At the last annual general meeting of the Company held on 26 June 2018, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £3,912,830.89 (representing half of the Company's then issued ordinary share capital). This authority expires at the conclusion of the AGM.

Your Board considers it appropriate that a similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £3,937,830.88 (representing approximately one half of the Company's current issued ordinary share capital) during the period up to the conclusion of the next annual general meeting of the Company.

As at the date of this notice, the Company does not hold any ordinary shares in the capital of the Company in treasury.

### **Resolution 8: Disapplication of statutory pre-emption rights**

Resolution 8 will empower the directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- in connection with a rights issue or other pro-rata offer to existing shareholders for cash; and
- otherwise than in connection with a rights issue, up to a maximum nominal value of £1,575,132.35 (representing approximately 20% of the Company's current issued ordinary share capital) for cash.

Resolutions 7 and 8 would, if passed, give the directors the power to take advantage of funding (including without limitation the reduction of external borrowing) and/or acquisition opportunities as and when they arise, without the need to refer to shareholders. However, the Board has no present intention of exercising either authority.