

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all your ordinary shares in Artiliium plc, you should pass this document, together with the accompanying Form of Proxy and the Annual Report and Accounts, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

ARTILIUM PLC

(Registered in England & Wales with registered number 03904535)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the offices of Rosenblatt Solicitors, 9-13 St Andrew Street, London EC4A 3AF on 20 December 2016 at 11.30 a.m. is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting is enclosed with this document. Shareholders are requested to complete and return the Form of Proxy for use at the Annual General Meeting in accordance with the instructions printed thereon whether or not they intend to be present at the meeting. To be valid for use at the meeting the Form of Proxy should be returned so as to be received by the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event no later than 11.30 a.m. on 16 December 2016. Alternatively, shareholders may register their proxy vote electronically no later than 11.30 a.m. on 16 December 2016 by using the electronic proxy appointment service, details of which are provided in the notes to the Notice of the Annual General Meeting of the Company set out at the end of this document. Completion and return of a Form of Proxy will not preclude a shareholder from attending and voting at the meeting in person.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Act”	the Companies Act 2006
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened for 11.30 a.m. on 20 December 2016 pursuant to the Notice of Annual General Meeting
“Annual Report and Accounts”	the annual report and accounts of the Company, including the audited financial statements of the Company for the year ended 30 June 2016
“Articles”	the articles of association of the Company in force at the date of this document
“Board” or “Directors”	the board of directors of the Company
“Company” or “Artilium”	Artilium plc
“Form of Proxy”	the form of proxy accompanying this document for use at the Annual General Meeting
“Notice of Annual General Meeting”	the notice of the Annual General Meeting of the Company which appears at the end of this document
“Ordinary Shares”	ordinary shares of £0.05 each in the capital of the Company
“Resolutions”	the resolutions set out in the Notice of Annual General Meeting
“Shareholders”	holders of Ordinary Shares

All references to times are to London time unless otherwise stated.

Artilium plc
(Registered in England & Wales with registered number 03904535)

Directors:

Jan Paul Menke (Chairman and Non-Executive Director)
Bart Weijermars (Chief Executive Officer)
Bote De Vries (Non-Executive Director)
Gerard Dorenbos (Non-Executive Director)

Registered Office:
9-13 St Andrew Street
London EC4A 3AF

24 November 2016

Dear Shareholder

Introduction

The Annual Report and Accounts setting out the results for the year ended 30 June 2016 have been posted on the Company's website at www.artilium.com. This letter contains the formal Notice of the Annual General Meeting and provides some additional information on the Resolutions. Shareholders should read the contents of this document in conjunction with the Annual Report and Accounts.

Annual General Meeting

You will find set out at the end of this document the Notice of the Annual General Meeting, which convenes the Annual General Meeting of the Company held at 11.30 a.m. on 20 December 2016. The following resolutions will be proposed at the Annual General Meeting:

1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 June 2016, and the Directors' Report and the Independent Auditors' Report on those accounts.
2. To reappoint as a Director Bote De Vries who, in accordance with the Articles, is required to retire by rotation at the Annual General Meeting and, being eligible, offers himself for reappointment.
3. To reappoint PKF Littlejohn LLP of 1 Westferry Circus, Canary Wharf, London E14 4HD as the auditors of the Company to hold office until the next annual general meeting of the Company.
4. To authorise the Directors to determine the level of the remuneration of the auditors.
5. To grant the Directors authority to allot shares in the capital of the Company.
6. To grant the Directors the power to disapply the statutory pre-emption rights for certain shares.

Resolutions 1, 3 and 4 are self-explanatory. Information on the other Resolutions is provided below. Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions which require to be passed the approval of a simple majority of Shareholders present and voting in person or by proxy or authorised representative. On a show of hands each Shareholder so present has one vote, but should a poll be demanded each such Shareholder has one vote for each Ordinary Share held by him or her. Resolution 6 is proposed as a special resolution which requires to be passed the approval of at least 75 per cent. of the Shareholders present, determined in the same way as for the ordinary resolutions.

Resolution 2 - reappointment of Bote De Vries as Director

Mr De Vries is liable to retire by rotation at the Annual General Meeting under the Articles, and offers himself up for reappointment. Mr De Vries has extensive experience in the financial industry and is the former Chief Commercial Officer (CCO) of DVB Bank America. Currently he is CEO of Finmar BV and serves as a non-executive director for major shipping, finance and healthcare companies.

Resolution 5 – authority to issue shares

It is proposed that an ordinary resolution is passed to allot relevant securities up to an aggregate nominal value of £4,536,320.85, being equal to 90,726,417 Ordinary Shares (ie. to increase the general authority of the Company to allot relevant securities as proposed in the Notice of Annual General Meeting by thirty per cent. of the issued share capital of the Company).

Assuming the passing of the resolution, the new authority will expire fifteen months from the date of the passing of the resolution or until the conclusion of the next annual general meeting, if earlier.

Resolution 6 – disapplication of pre-emption rights

Section 561 of the Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such pre-emption rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Resolution 5 authorises the Directors to allot equity securities as if section 561(1) of the Act did not apply to:

- (a) the allotment of equity securities in connection with a rights issues; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £2,268,160.42, which represents approximately fifteen per cent. of the issued share capital of the Company.

Assuming the passing of the resolution, the new authority will expire fifteen months from the date of the passing of the resolution or until the conclusion of the next annual general meeting, if earlier, and will revoke all previous authorities to the extent that they have not already been utilised.

The Directors believe that it is important that they have sufficient flexibility in respect of the funding options available to the Company, including having the power to issue new ordinary shares in the Company on a non-pre-emptive basis, if the Directors determine it is in the best interest of the Company and Shareholders as a whole to do so.

Recommendation

The Directors consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed resolutions.

Jan Paul Menke
Chairman

Actions to be taken in respect of the Annual General Meeting

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the Annual General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you propose to attend the Annual 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, at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 11.30 a.m. on 16 December 2016 (or, in the case of an adjournment of the Annual 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 the Annual General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (CREST ID RA10) by no later than 11.30 a.m. on 16 December 2016 (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 Annual 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 Annual General Meeting, or any adjournment thereof, in person should you wish to do so.

Company number: 03904535

ARTILIUM PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Artilium plc (the “**Company**”) will be held at 9-13 St Andrew Street, London EC4A 3AF on 20 December 2016 at 11.30 a.m for the purpose of considering and, if thought fit, passing resolutions 1 to 5 as ordinary resolutions and resolution 6 as a special resolution.

ORDINARY RESOLUTIONS

1. TO receive and adopt the Company’s Annual Report and Accounts for the financial year ended 30 June 2016 and the Directors’ Report, and the Independent Auditors’ Report on those accounts.
2. TO reappoint as a Director Bote de Vries who, in accordance with the Articles, is required to retire by rotation at the Annual General Meeting and, being eligible, offers himself for reappointment.
3. TO reappoint PKF Littlejohn LLP of 1 Westferry Circus, Canary Wharf, London E14 4HD as the auditors of the Company to hold office until the next annual general meeting of the Company.
4. TO authorise the Directors to determine the level of the remuneration of the auditors.
5. THAT, in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and are hereby generally and unconditionally authorised, pursuant to 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 such shares (all of which transactions are hereafter referred to as an allotment of “**relevant securities**”) up to an aggregate nominal amount of £4,536,320.85 (representing approximately thirty per cent. of the issued ordinary share capital of the Company) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) fifteen months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

SPECIAL RESOLUTION

6. THAT, the Directors are hereby empowered to, subject to and conditionally upon the passing of resolution 5, allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 5 as if section 561(1) of the Act did not apply to any such allotment and provided that such power:
 - (1) shall, subject to the continuance of the authority conferred by resolution 5, expire fifteen months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be

previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and

- (2) shall be limited to:
- (a) the allotment of equity securities in connection with an offer by way of rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates, legal or practical problems in or under the laws of any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and
 - (b) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (a) up to an aggregate maximum nominal amount of £2,268,160.42 (representing approximately fifteen per cent. of the issued ordinary share capital of the Company).

24 November 2016

By order of the Board

Tom Ferns
Company Secretary

Registered Office:
9-13 St. Andrew Street
London
EC4A 3AF
Registered in England and Wales No.
03904535

Notes:

1. As at 5.00 p.m. on 23 November 2016, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 302,421,389 Ordinary Shares of £0.05 each. Each ordinary share carries the right to one vote at the general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on 23 November 2016 is 302,421,389.
2. Information regarding the meeting, including the information required by section 311A of the Act, can be found at www.artilium.com.
3. If you wish to attend the meeting in person, you should attend the venue ten minutes prior to the start time of the meeting for registration. If you have any special requirements you should contact the venue and speak with the reception staff.
4. Any member attending the meeting has the right to ask questions. The Company must answer any questions you ask relating to the business being dealt with at the meeting unless (a) answering the questions would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website or in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
5. If you are a member of the Company at the time set out in paragraph 25 below, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company, and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
6. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form and delete the Chairman of the meeting. Please initial the amendment. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
8. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. 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 and signed appointment of proxy must be returned to the Company by one of the following methods:
 - a. in hard copy form by post, by courier or by hand to the Company's registrars at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or

- b. by completing it online at **www.capitashareportal.com** by following the instructions on screen to submit it; or
- c. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company's registrars, Capita Asset Services, not less than 48 hours before the time fixed for the meeting. The Company will not accept any communication that is found to contain a computer virus.

10. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
11. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
12. 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).
13. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. 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.
14. 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 the Company's registrar at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
15. If you submit more than one valid proxy appointment, the differing proxies will be dealt with in accordance with article 31.5 of the Articles.
16. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any 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.
17. The revocation notice must be received by the Company's registrars, Capita Asset Services, not less than 48 hours before the time fixed for the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
18. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
19. A corporation which is a member can 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 share.
20. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.

21. 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 at 11.30 a.m. on 20 December 2016 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.
22. 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 (“**Euroclear**”) 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 Asset Services (CREST Participant ID: RA10), no later than 48 hours 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.
23. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear 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.
24. 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.
25. Only those members entered on the register of members of the Company at 6.00 p.m. on 18 December 2016 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to entries in the register of members after 6.00 p.m. on 18 December 2016 or, if the meeting is adjourned, in the register of members after 6.00 pm on the second day prior to the day of the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.

ARTILIUM PLC
 (the "Company")
ANNUAL GENERAL MEETING
FORM OF PROXY

Before completing this form, please read the explanatory notes below

Shareholder Name:

.....

I/We being a member of the Company appoint the Chairman of the meeting or (see note 3):

.....

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.30 a.m. on 20 December 2016 at the offices of Rosenblatt Solicitors, 9-13 St. Andrew Street, London and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 June 2016 and the Directors' Report and the Independent Auditors' Report on those accounts.			
2. To reappoint as a Director Bote De Vries who, in accordance with the Articles, is required to retire by rotation at the Annual General Meeting and, being eligible, offers himself for reappointment.			
3. To reappoint PKF Littlejohn LLP of 1 Westferry Circus, Canary Wharf, London E14 4HD as the auditors of the Company to hold office until the next annual general meeting of the Company.			
4. To authorise the Directors to determine the level of the remuneration of the auditors.			
5. To grant the Directors authority to allot shares in the capital of the Company.			
SPECIAL RESOLUTION	For	Against	Vote Withheld

6. To grant the Directors the power to disapply the statutory pre-emption rights for certain shares.			
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Signature: Date:

NOTES TO THE PROXY FORM

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish you proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Kent BR3 4TU; and
 - received by Capita Asset Services no later than 48 hours before the time fixed for the Annual General Meeting.
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. 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).
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of Annual General Meeting.
11. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.