



Buckingway Business Park  
Anderson Road  
Swavesey  
Cambridge CB24 4UQ  
United Kingdom

Tel: +44 (0)1954 234 100  
Fax: +44 (0)1954 234 101

[www.aminocom.com](http://www.aminocom.com)

24 February 2017

Dear Shareholder

I am pleased to enclose the Annual Report and Accounts for the year ended 30th November 2016 together with a Notice of the Annual General Meeting and a Form of Proxy for your attention.

The AGM will be held at the offices of finnCap, **60 New Broad Street, London EC2M 1JJ on Wednesday 29th March 2017 at 10.00am.**

The Board looks forward to receiving your support of all the proposed resolutions which are as follows:

**Resolution 1: Receiving the Annual Report and Accounts**

The directors are required to present the Company's annual accounts to shareholders in general meeting.

**Resolution 2: Approving the Directors' Remuneration Report**

This resolution seeks approval of the Directors' Remuneration Report.

**Resolution 3: Approval of Dividend**

The directors have recommended a full year dividend for the year ended 30th November 2016 of 6.05 pence per ordinary share held. This is an increase of 10% on the dividend paid for the financial year ended 30th November 2015 (5.50p per share).

In September 2016, the Company paid an interim dividend in respect of the financial year ended 30th November 2016 of 1.391 pence per share and accordingly proposes a final dividend for the year of 4.659 pence per share. If approved this dividend will be payable to shareholders registered on 7th April 2017. The shares will become ex-dividend on 6th April 2017 and the dividend will be payable on 28th April 2017.

**Resolution 4: Re-election of Donald McGarva as a director**

Under Article 104 of the Company's Articles of Association at each annual general meeting one third of the directors must retire and offer themselves for re-election (or, if the number of directors is not a multiple of three, such number of them as does not exceed one third). Donald McGarva is due to retire at the AGM and approval is sought for his re-election.

**Resolution 5: Re-election of Karen Bach as a director**

Karen Bach was appointed to the Board after the date of the notice for the 2016 annual general meeting and is required by Article 110 of the Company's Articles of Association to retire at the 2017 AGM. Approval is sought for Karen's re-election.

**Resolution 6: Re-election of Mark Carlisle as a director**

Mark Carlisle was appointed to the Board after the 2016 annual general meeting and is also required by Article 110 of the Company's Articles of Association to retire at the 2017 AGM. Approval is sought for Mark's re-election.

**Resolution 7: Re-appointment of the Auditors and the Auditor's Remuneration**

At every general meeting at which accounts are laid, the Company must appoint auditors to hold office until the conclusion of the next such meeting. You are asked to re-appoint Grant Thornton UK LLP as auditors for another year and, following normal practice, to authorise the directors to fix their remuneration.

### **Resolution 8: Power to Allot Ordinary Shares**

This resolution seeks authority for the directors to allot unissued shares or other relevant securities up to an amount equal to approximately one-third of the nominal amount of the Company's current issued share capital (excluding shares held in treasury). This equates to approximately 23,940,000 ordinary shares of 1 pence each having an aggregate nominal value of £239,400.

The Company's current issued share capital is 74,872,391 ordinary shares of which 3,040,418 ordinary shares are held in treasury (a total of 71,831,973 ordinary shares, net of treasury shares).

### **Resolution 9: Power to Allot Equity Securities for Cash**

This resolution seeks authority for the directors to allot securities for cash:-

- (a) to existing shareholders in connection with a rights issue or other offer of securities (subject to such arrangements as the directors consider expedient to deal with such matters as fractional entitlements and legal and practical problems arising in overseas jurisdictions); and
- (b) to any persons without offering them first to existing shareholders in proportion to their shareholdings but limited to an aggregate nominal amount of £35,900 (representing 3,590,000 ordinary shares of 1 pence each) which equates to approximately 5.0% of the Company's current issued share capital after deducting the shares held in treasury.

The directors consider that the Company should have a reasonable degree of flexibility to allot equity securities for cash if opportunities arise which they consider to be in the Company's best interests.

The authorities and powers given under Resolutions 8 and 9 will expire on the earlier of the 2018 Annual General Meeting and 31st May 2018.

#### *Proxy voting*

If you would like to vote on the resolutions but cannot come to the AGM, please complete the enclosed Form of Proxy and return it to our Registrars as soon as possible but in any event by **10.00am on Monday 27th March 2017**.

You may also submit your proxy electronically using the Share Portal Service on to [www.capitashareportal.com](http://www.capitashareportal.com). To vote online you will need to enter your surname, investor code and postcode. Please note that the deadline for receiving proxies is **10.00am on Monday 27th March 2017**.

Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

#### *Electronic Communications*

You will also find enclosed for your attention a letter asking you to confirm whether you wish to continue to receive hard copy (printed) shareholder documents by post or whether instead you are content to be notified when documents which the Company is required to send to shareholders are published on our website.

Yours faithfully



**Keith Todd, CBE**  
Chairman

**Amino Technologies plc**  
Registered in England & Wales No. 5083390  
Registered office:  
Buckingway Business Park  
Anderson Rd, Swavesey  
Cambridge CB24 4UQ  
United Kingdom

**Amino Communications Limited**  
Registered in England & Wales No. 3490180.  
Registered office as Amino Technologies plc  
VAT Registration No. GB731996012  
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owned subsidiary of Amino Technologies plc