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If you are in any doubt about the course of action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of Irish resident shareholders an adviser authorised or exempt under the Investment Intermediaries Act 1995 of Ireland or an authorised investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2017 and in the case of UK resident shareholders, an independent financial adviser who is authorised to carry on a regulated activity under the Financial Services and Markets Act 2000 of the UK).

If you have sold or transferred all your shares in SCISYS Group PLC, please pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

SCISYS Group PLC

Annual General Meeting 2019

A letter from the Chairman of SCISYS Group PLC (the "Company") is set out on pages 3 to 6 of this document.

Notice convening the annual general meeting of the Company to be held at Methuen Park, Chippenham, Wiltshire, SN14 0GB at midday on 6 June 2019 (the "Annual General Meeting") and related statement of procedures are set out on pages 7 to 10 of this document.

To be valid, Forms of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company's registrars, Computershare Investor Services (Ireland) Ltd, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, no later than midday on 4 June 2019. Notes 4 and 5 in the Statement of Procedures on page 10 of this document give further particulars as to appointment of proxies by posting or delivering Forms of Proxy, appointment of proxies via the Internet and appointment of proxies via CREST.

Letter from the Chairman of SCISYS Group PLC

SCISYS GROUP PUBLIC LIMITED COMPANY

(the "Company")

(Registered in Ireland, Registered Number 633147)

Directors:

Mike Love	(Non-Executive Chairman)	Chris Cheetham	(Finance Director)
David Coghlan	(Independent Non-Executive Director)	Steve Brignall	(Executive Director)
David Jones	(Deputy Chairman and Executive Director)	Klaus Meng	(Executive Director)
Klaus Heidrich	(Chief Executive Officer)	Natasha Laird	(Legal Director and Company Secretary)

To the holders of fully paid Ordinary Shares

Dear Shareholder,

Annual General Meeting

You are invited to attend the 2019 Annual General Meeting of SCISYS Group PLC, which will be held at Methuen Park, Chippenham, Wiltshire, SN14 0GB on 6 June 2019 at midday.

The purpose of this circular is to give you more details of the resolutions to be proposed at the forthcoming Annual General Meeting, to describe the action to be taken generally in relation to the notice of the Annual General Meeting attached and to set out the Directors' recommendation in respect of the resolutions to be put to the Annual General Meeting.

This is the first annual general meeting since the creation of the Company as the new holding company of the SCISYS Group. However, the Directors have resolved to continue the retirement of Directors by rotation in the same sequence as it had been continued prior to the reorganisation of the Group. On this basis, Mike Love, Chris Cheetham, Steve Brignall and David Coghlan will stand for election at this Annual General Meeting. Natasha Laird, who was co-opted to the Board on 18 December 2018, is required to stand for election at the Annual General Meeting.

A final dividend is recommended by the Board which provides shareholders with 2.38 pence per share for the year ended 31 December 2018.

Registered Office:
6th Floor
South Bank House
Barrow Street
Dublin 4
D04 TR29
Ireland

Resolution 1: Receipt of the Accounts

This is a resolution to receive the Report of the Directors and audited Accounts of the Company for the financial year ended 31 December 2018.

Resolution 2: Receipt and approval of the Remuneration Report

This is a resolution to receive and approve the Remuneration Report of the Company for the year ended 31 December 2018.

Resolution 3: Declaration of a dividend

To declare a final dividend of 1.73 pence per share for the year ended 31 December 2018.

Resolutions 4(a) to (e): Election of Directors

The Directors have resolved to continue the retirement of Directors by rotation in the same sequence as it had been continued prior to the reorganisation of the Group. On this basis, Mike Love, Chris Cheetham, Steve Brignall and David Coghlan will stand for election at the Annual General Meeting in 2019. Natasha Laird, who was co-opted to the Board on 18 December 2018, is also required to stand for election at this AGM.

Resolutions 4 (a) to (e) are resolutions to elect Mike Love, Chris Cheetham, Steve Brignall, David Coghlan and Natasha Laird respectively as Directors of the Company. Biographical details of the Directors are found on pages 44 to 45 of the Annual Report and are available on the Company's website www.scisys.co.uk.

Resolution 5: Auditor's remuneration

Ernst & Young LLP, the statutory auditor, continues in office in accordance with the Companies Act 2014. This resolution is an ordinary resolution to permit the Directors to fix the auditor's remuneration.

Resolution 6: Authority to allot relevant securities

The Companies Act 2014 (the "2014 Act") provides that the Directors of a public limited company may not allot "relevant securities", which means shares in the Company (other than shares allotted pursuant to an employee share scheme) and rights to subscribe for, or convert any security into, shares, unless authorised to do so by the shareholders.

As at the date of this circular, the Company's issued share capital consists of 29,584,660 Ordinary Shares of £0.25 each. Under paragraph (i) of Resolution 6, the Directors will be authorised to allot new shares or grant rights to subscribe for or convert securities into Ordinary Shares up to an aggregate nominal amount of £2,465,389 representing approximately one third of the total issued share capital of the Company at the date of this circular (no shares are currently held in treasury).

Paragraph (ii) of this Resolution is in line with guidance issued by the Investment Association. It gives the Directors authority to allot new shares or grant rights to subscribe for or convert securities into Ordinary Shares in connection with a rights issue, to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings, up to an aggregate nominal amount equal to £4,930,777, as reduced by the nominal amount of any shares issued under paragraph (i) of Resolution 6. This amount (before any reduction) represents approximately two thirds of the total issued share capital of the Company at the date of this circular, excluding treasury shares.

The authorities sought under paragraphs (i) and (ii) of Resolution 6 will expire (unless previously renewed or revoked by the Company in general meeting) at the earlier of 15 months from the date of this year's Annual General Meeting or the conclusion of the next Annual General Meeting of the Company in 2020. The Directors intend to seek to renew these authorities at each Annual General Meeting, in accordance with current best practice.

There is no present intention to use either authority other than, as required, under paragraph (i), in connection with exploiting acquisition opportunities or for the implementation of any of the Company's share option schemes.

Resolution 7: Authority to dis-apply pre-emption rights

Section 1022 of the 2014 Act prohibits the allotment of equity securities by a public limited company (which, for these purposes, includes the re-issue of treasury shares) for cash (other than in connection with an employee share scheme) unless they have first been offered to holders of existing equity securities pro-rata to their existing holdings. Section 1023 of the 2014 Acts permits the Directors in certain circumstances, if so authorised by the Company's Articles of Association or by special resolution, to exclude or modify the pre-emption rights conferred by Section 1022.

Resolution 7 dis-applies such pre-emption rights until the conclusion of the Annual General Meeting to be held in 2020 in respect of any shares allotted for cash:

- (i) pursuant to a rights issue, open offer or other pre-emptive offer; and
- (ii) other than as set out above, up to an aggregate nominal amount equal to 5 per cent of the issued share capital of the Company.

The maximum aggregate nominal value of shares which could be issued under paragraph (ii) of Resolution 7 would be £369,809 in respect of 1,479,233 Ordinary Shares, representing approximately 5 per cent of the issued ordinary share capital of the Company (excluding any treasury shares) as at the date of this circular. The Directors have no present intention of exercising this power but believe that this resolution will assist them in taking advantage of any business opportunities that might arise. The authority granted by the resolution will continue until the earlier of 15 months from the date of this year's Annual General Meeting or the conclusion of the Annual General Meeting to be held in 2020.

The Directors also confirm their intention that, (except in relation to the additional 5% referred to below) in accordance with the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015, no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three year period without prior shareholder consultation.

Resolution 8: Further authority to dis-apply pre-emption rights

Resolution 8 dis-applies pre-emption rights (pursuant to section 1023 of the 2014 Act) until the earlier of 15 months from the date of this year's Annual General Meeting or the conclusion of the Annual General Meeting to be held in 2020 in respect of any shares allotted for cash up to an additional aggregate nominal amount equal to 5 per cent of the issued share capital of the Company. This resolution will be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015. The maximum aggregate nominal value of shares which could be issued under Resolution 8 would be £369,809 in respect of 1,479,233 Ordinary Shares, representing approximately 5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of this circular.

Resolution 9: Authority for the payment of a scrip dividend

Article 144 of the Company's Articles of Association permits the Board, with the prior authority of an ordinary resolution of the Company and subject to such terms and conditions as the Board may determine, to offer to any holders of Ordinary Shares the right to elect to receive fully paid Ordinary Shares instead of the whole or part of any dividend to which they are entitled.

Resolution 9 gives the Directors a general authority to offer the holders of Ordinary Shares the right to receive a scrip dividend alternative. Such authority enables the Directors to offer shareholders a scrip dividend alternative in respect of interim and final dividends in respect of the current financial year ended on 31 December 2019.

Resolution 10: Authority to purchase own shares

The authority for the Company to purchase its own shares can, if the prevailing market conditions are suitable, be a useful mechanism to enhance earnings per share for those members who retain their Ordinary Shares. Under the 2014 Act, a company is permitted to purchase its shares if it has the authority of its members to do so.

Resolution 10 grants the Directors a general authority to purchase up to 2,958,466 Ordinary Shares of £0.25 each, representing approximately 10 per cent of the Company's existing issued share capital (excluding any treasury shares, none currently held).

The Directors intend that the Company will make purchases of Ordinary Shares only to the extent that there are cash reserves that are not otherwise required for the purpose of the business and if they are reasonably satisfied that such purchases would be in the best interests of the shareholders and would result in an increase in future earnings per share after taking account of other investment opportunities, the level of borrowing and the Company's overall financial position. Any Ordinary Shares purchased by the Company would be cancelled or held in treasury. Treasury shares may be re-issued for cash, transferred for the purposes of an employee share scheme or cancelled. It is likely that any Ordinary Shares purchased under the authority given by this resolution will be held as treasury shares although the Board will continue to review this position. No voting rights can be exercised, or dividends paid, in respect of any treasury shares.

The maximum price to be paid on any exercise of the authority would not exceed 10 per cent above the average of the middle-market quotations for the Company's Ordinary Shares for the 5 business days immediately preceding the date of purchase.

Explanatory notes to the resolutions (continued)

The minimum price would never be less than the lower of 10 per cent below the average of the middle-market quotations for the Company's Ordinary Shares for the 5 business days immediately preceding the date of purchase and £0.25, being the nominal value of an Ordinary Share.

Any purchase of the Company's own shares would take place within the limits of available distributable reserves of the Company which as at 31 March 2019 stood at £928,000. The Company may, if appropriate, and subject to the limitations imposed by the 2014 Act, finance a purchase of its own shares, by the proceeds of a fresh issue of shares. The authority granted under Resolution 10 will last until the earlier of 15 months from the date of this year's Annual General Meeting or the conclusion of the Annual General Meeting to be held in 2020.

As at 10 April 2019, there are outstanding options over a total of 1,516,500 Ordinary Shares, representing 5.12 per cent of its issued equity share capital (excluding any treasury shares) and which would represent 5.69 per cent of the issued share capital (excluding treasury shares) if the maximum amount of this authority to purchase own shares was utilised and the shares so purchased were cancelled.

As at 10 April 2019 (being the latest practicable date prior to the publication of this document), the Company holds no Ordinary Shares in treasury and has 29,584,660 Ordinary Shares in issue (excluding treasury shares).

Actions to be taken

Holders of Ordinary Shares on 4 June 2019 are entitled to attend and vote on all the resolutions at the Annual General Meeting and you will have been provided with a proxy card for this purpose. Whether or not you propose to attend the Annual General Meeting, please complete and return the enclosed proxy card as soon as possible in accordance with the instructions printed on it. Completion and return of the proxy card will not prevent you from attending and voting in person at the Annual General Meeting should you wish, but proxy cards should in any event be returned so as to be received by the Company's Registrars, Computershare Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than midday on 4 June 2019.

Recommendation

The Directors believe that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and recommend members to vote in favour of each of resolutions 1 to 10, as they intend to do in respect of their own beneficial and non-beneficial holdings amounting in aggregate to 8,008,172 Ordinary Shares, representing approximately 27 per cent of the Company's existing ordinary voting share capital as at 10 April 2019.

Yours faithfully

Mike Love
Chairman

23 April 2019

Notice of Annual General Meeting

SCISYS GROUP PUBLIC LIMITED COMPANY

(the "Company")

(Registered in Ireland, Registered Number 633147)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of SCISYS Group PLC will be held at Methuen Park, Chippenham, Wiltshire, SN14 0GB at midday on 6 June 2019 for the following purposes:

To consider and if thought fit pass the resolutions numbered 1 to 6 as Ordinary Resolutions.

1. To receive the Report of the Directors and the audited Financial Statements of the Company for the period ended 31 December 2018 and together with the report of the Auditors. **(Resolution 1)**
2. To receive and approve the Remuneration Report of the Company for the year ended 31 December 2018. **(Resolution 2)**
3. To declare a final dividend of 1.73 pence per share for the year ended 31 December 2018. **(Resolution 3)**
4. To elect each of the following as a Director:
 - (a) Mike Love;
 - (b) Chris Cheetham;
 - (c) Steve Brignall;
 - (d) David Coghlan; and
 - (e) Natasha Laird.

each of whom retires and, being eligible, offers himself or herself for election.

(Resolutions 4(a) to 4(e), each a separate Ordinary Resolution)

5. To authorise the Directors to fix the remuneration of the Auditors. **(Resolution 5)**
6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 1021 of the Companies Act 2014 (the "2014 Act") and Article 4.2 of the Articles of Association and in substitution for any existing authorities to exercise all the powers of the Company to allot relevant securities (as defined by that section):

- (i) up to a maximum aggregate nominal amount of £2,465,389; and
- (ii) comprising equity securities (as defined in section 1023(1) of the 2014 Act) up to an aggregate nominal amount of £4,930,777, (including within such limit any shares and rights to subscribe for or convert any security into shares allotted under paragraph (i) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory.

This authority shall be in substitution for and shall replace any existing authorities and shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2020, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry." **(Resolution 6)**

Special Resolutions

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“THAT subject to the passing of Resolution 6 the Directors be and are hereby empowered pursuant to section 1023(3) of the Companies Act 2014 (the “2014 Act”) to allot equity securities (as defined in section 1023(1) of the 2014 Act) of the Company, to include the re-issue of treasury shares, for cash under the authority given by that resolution as if section 1022 of the 2014 Act did not apply to any such allotment or re-issue provided that this power shall be limited to the allotment of equity securities and the re-issue of treasury shares (as applicable) for cash:

- (i) in connection with or pursuant to an offer or invitation (but in the case of the authority granted under Resolution 6(ii), by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and
- (ii) in the case of the authority granted under Resolution 6(i), and otherwise than pursuant to sub-paragraph (i) of this resolution, up to an aggregate nominal amount of £369,809 being approximately 5 per cent of the Company’s issued Ordinary Share capital (excluding treasury shares) as at the date of this circular,

and this power shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2020, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and notwithstanding such expiry the Directors may allot equity securities, or sell treasury shares, in pursuance of such offers or agreements.” **(Resolution 7)**

8. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“THAT subject to the passing of Resolution 6 in addition to any authority granted under Resolution 7 the Directors be and are hereby empowered pursuant to section 1023(3) of the Companies Act 2014 (the “2014 Act”) to allot equity securities (as defined in section 1023(1) of the 2014 Act) of the Company, to include the re-issue of treasury shares, for cash under the authority given by that resolution as if section 1022 of the 2014 Act did not apply to any such allotment or re-issue provided that this power shall be limited to the allotment of equity securities and the re-issue of treasury shares (as applicable) for cash:

- (i) and such power to be limited to the allotment of equity securities or re-issue of treasury shares up to an aggregate nominal amount of £369,809 being approximately 5 per cent of the Company’s issued Ordinary Share capital (excluding treasury shares) as at the date of this circular; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015,

and this power shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2020, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and notwithstanding such expiry the Directors may allot equity securities, or sell treasury shares, in pursuance of such offers or agreements.” **(Resolution 8)**

Ordinary Resolution

9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“THAT the Directors be and they are hereby authorised:

- (i) to exercise the power contained in Article 144 of the Articles of Association of the Company so that, to the extent determined by the Directors, the holders of Ordinary Shares be permitted to elect to receive new Ordinary Shares in the capital of the Company, credited as fully paid, instead of all or part of any interim or final dividend for the year ending 31 December 2019 which may be declared or recommended by the Board on or before the Annual General Meeting to be held in 2020; and

- (ii) to capitalise that appropriate nominal amount of additional Ordinary Shares falling to be allocated pursuant to elections made aforesaid and any premium thereon out of the amounts standing to the credit of reserves of the Company, to apply such sums in paying up such Ordinary Shares and to allot such Ordinary Shares to members of the Company validly making such elections.” **(Resolution 9)**

Special Resolution

10. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“THAT the Company be and it is hereby generally and unconditionally authorised to purchase Ordinary Shares of £0.25 each of the Company on a securities market (as defined by Section 1072 of the Companies Act 2014) provided that:

- (i) the maximum aggregate number of Ordinary Shares hereby authorised to be acquired is 2,958,466 representing approximately 10 per cent of the Company’s issued ordinary share capital (excluding treasury shares);
- (ii) the minimum price (exclusive of expenses) which may be paid for any such share is the lower of:
 - (A) 10 per cent below the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the share is contracted to be purchased; and
 - (B) £0.25, being the nominal value of an Ordinary Share; and
- (iii) the maximum price (exclusive of expenses) which may be paid for any such share is an amount equal to 10 per cent above the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the share is contracted to be purchased; and
- (iv) the authority hereby conferred shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2020, except that a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract.”

By Order of the Board,

Natasha Laird
Director and Secretary

23 April 2019

Registered office: 6th Floor, South Bank House, Barrow Street, Dublin 4, Ireland.
Registered in Ireland: 633147

Statement of procedures

Statement of procedures

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in their place. The proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland so as to arrive not later than midday on 4 June 2019. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude shareholders from attending the Annual General Meeting and voting in person.
3. Pursuant to sections 1095 and 1105 of the Companies Act 2014, to be entitled to attend and vote at the Annual General Meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company as at 6 p.m. on 4 June 2019 or, if the Annual General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. Changes to entries on the Register of Members after 6 p.m. on 4 June 2019 shall be disregarded in determining the right of any person to attend or vote at the Annual General Meeting.
4. The appointment of a proxy may be submitted electronically via the internet by accessing the website operated by the Company's Registrar, www.eproxyappointment.com. To submit a proxy online, members will need their Control Number, Shareholder Reference Number (SRN) and PIN, which are printed on the enclosed Form of Proxy. Full details of the procedures, including voting instructions, are given on the website.
5. CREST members, CREST sponsored members or CREST members who have appointed voting service providers may appoint proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Registrar under CREST Participant ID 3RA50 not later than midday on 4 June 2019.
6. Details of how to participate in the AGM remotely from Ireland will be available on our website at <https://www.scisys.co.uk/who-we-are/investors.html>.



SCISYS Group PLC

Registered Office:
6th Floor
South Bank House
Barrow Street
Dublin 4
Ireland