

Immunodiagnostic Systems Holdings PLC

(Incorporated in England and Wales with registered number 05146193)

Notice of Annual General Meeting



NOTICE is hereby given that the Annual General Meeting of Immunodiagnostic Systems Holdings PLC (“Company”) will be held at 10 Didcot Way, Boldon, Tyne & Wear NE35 9PD on Monday 4 August 2014 at 2:00pm for the following purposes:

Ordinary business

To consider and, if thought fit, to pass the following resolutions numbered 1 to 7 (inclusive) as Ordinary resolutions of the Company:

- 1 To receive the accounts for the financial year ended 31 March 2014 together with the reports of the Directors and of the Auditor thereon.
- 2 To declare a final dividend for the financial year ended 31 March 2014 of 8.5p per ordinary share of 2p in the capital of the Company, to be paid on 22 August 2014 to shareholders whose names appear on the Register of Members in respect of such shares at the close of business on 25 July 2014.
- 3 To re-elect as a Director of the Company Dr Edward Blair, who retires by rotation in accordance with the Company’s articles of association and who is eligible for re-election.
- 4 To re-elect as a Director of the Company Mr Roland Sackers, who retires by rotation in accordance with the Company’s articles of association and who is eligible for re-election.
- 5 To re-appoint Ernst & Young LLP as Auditor of the Company to hold office until the conclusion of the next meeting at which the accounts are laid before the Company.
- 6 To authorise the Directors of the Company to determine the remuneration of the Auditor of the Company.
- 7 To approve the Directors’ remuneration report for the financial year ended 31 March 2014.

To transact any other ordinary business of the Company.

Special business

To consider and, if thought fit, to pass the following resolution number 8 as an Ordinary resolution:

- 8 That the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (as amended) (“Act”) to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company (such rights to subscribe for or to convert any security into shares in the Company being “Rights”) up to a maximum aggregate nominal amount of £194,412.76 provided that this authority shall, unless renewed, revoked or varied by the Company in general meeting, expire on 31 August 2015 or, if earlier, the conclusion of the Company’s next Annual General Meeting, provided that the Directors of the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted, or otherwise dealt with or disposed of after the expiry of such authority and the Directors of the Company may allot any shares or grant any Rights after the expiry of such authority in pursuance of any such offer or agreement as if this authority conferred by this resolution had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors in accordance with section 551 of the Act to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

To consider and, if thought fit, to pass the following resolution number 9 as a Special resolution:

- 9 That, subject to and conditional upon the passing of resolution 8 set out in the Notice of this Meeting, the Directors of the Company be given power pursuant to section 570 of the Companies Act 2006 ("Act") to allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 8 set out in the Notice of this Meeting as if Section 561 of the Act did not apply to any such allotment, such power to expire (unless the authority conferred by resolution 8 set out in the Notice of this Meeting is previously renewed, revoked or varied) on 31 August 2015 or, if earlier, the conclusion of the Company's next Annual General Meeting provided that before such expiry the Directors of the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors of the Company may allot equity securities after such expiry under this power in pursuance of any such offer or agreement as if this power had not expired.

This power is limited to:

- a) the allotment of equity securities for cash in connection with an offer by way of a rights issue to holders of Ordinary shares of 2p each in the capital of the Company (as nearly as may be practicable to the respective numbers of Ordinary shares of 2p each in the capital of the Company held by them but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory); and
- b) the allotment (other than pursuant to paragraph a) of this Special resolution) of equity securities up to a maximum aggregate nominal amount of £29,161.90.

This power applies in relation to any sale of shares, which is an allotment of equity securities by virtue of Section 560(3) of the Act, as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 8 set out in the Notice of this Meeting" were omitted.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

Andrew Davison LLB
Secretary

Registered Office:
10 Didcot Way
Boldon Business Park
Boldon
Tyne and Wear
NE35 9PD

23 June 2014

Notes

1 Entitlement to attend and vote

Only those holders of Ordinary shares of 2p each in the capital of the Company registered in the Company's Register of Members at:

1.1 2:00pm on 31 July 2014; or

1.2 if this meeting is adjourned, at 5.00pm two working days prior to the adjourned meeting;

shall be entitled to attend and vote at the meeting in respect of the number of Ordinary shares of 2p each in the capital of the Company registered in their name at that time. Subsequent changes to entries in the Register of Members shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2 Appointment of proxies

2.1 If you are a member of the Company at the time set out in note 1.1 or 1.2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting (whether on a show of hands or on a poll) 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 your proxy form. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on 0870 707 1065. Lines are open 8am – 6pm Mon-Fri or, if calling from outside the UK, on +44 870 707 1065.

2.2 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 may photocopy the enclosed proxy form or request an additional form from Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

2.3 A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the Explanatory Notes on the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. 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 the resolutions and any other matter which is put before the Annual General Meeting or any adjournment thereof.

2.4 To appoint a proxy using the proxy form, the form must be:

2.4.1 completed and signed;

2.4.2 sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and

2.4.3 received by Computershare Investor Services PLC no later than 2.00pm on 31 July 2014 or two working days prior to any adjourned meeting or, in the case of a poll taken more than 48 hours after it is demanded, one working day before the time appointed for the taking of the poll.

2.5 In the case of a member, which is a company, the 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. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

2.6 Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

2.7 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).

3 Corporate representative

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.

4 Biographical details

Biographical details of each Director of the Company who is being proposed for election or re-election by shareholders, including their membership of Board committees, are set out in the Annual Report & Accounts posted to shareholders with this Notice.

5 Communication

Except as provided above, members who have general queries about the Annual General Meeting should contact the Company Secretary at 10 Didcot Way, Boldon, Tyne & Wear NE35 9PD or on 0191 211 7950 (no other methods of communication will be accepted).

You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents, to communicate with the Company for any purposes other than those expressly stated.

6 Issued shares and voting rights

As at 23 June 2014, the Company's issued share capital comprised 29,161,915 Ordinary shares of 2p each. Each Ordinary share carries the right to one vote at a general meeting of the Company.