

LightwaveRF PLC
NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of LightwaveRF plc (**Company**) will be held at the Company's registered office at Innovation Campus Birmingham, Faraday Wharf, Holt Street, Birmingham B7 4BB on Thursday 25 January 2018 at 11.00 a.m. to consider and, if thought fit, pass the following resolutions. **Resolutions 1 to 5 will be proposed as ordinary resolutions. Resolution 6 will be proposed as a special resolution.**

Ordinary Business

Resolution 1

THAT the Audited Accounts for the year ended 30 September 2017, together with the Directors' Report and Auditors' Report thereon, be received and adopted.

Resolution 2

THAT Moore Stephens LLP be re-appointed as the Auditors of the Company and the Directors be authorised to fix their remuneration.

Resolution 3

THAT Kevin Edwards be re-elected as a Director of the Company retiring by rotation in accordance with the Articles of Association.

Resolution 4

THAT John Shermer be re-elected as a Director of the Company retiring by rotation in accordance with the Articles of Association.

Special Business

Resolution 5

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (**Act**) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £1,192,000, being approximately one third of the Company's issued share capital, provided that this authority shall expire on the date of the next annual general meeting of the Company following the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to section 551 of the Act to the extent not utilised at the date this resolution is passed.

Resolution 6

THAT, subject to and conditional upon the passing of Resolution 5, the Directors be and are hereby generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash for the duration of this authority as if section 561(1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of those securities) in proportion (as nearly as may be) to their respective holdings, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical difficulties in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £536,000, being approximately fifteen per cent. of the Company's issued share capital.

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant section 570 of the Act and shall expire on the date of the next annual general meeting of the Company following the passing of this resolution (unless renewed varied or revoked by the

Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which requires or might require equity securities to be allotted after the expiry of such period.

BY ORDER OF THE BOARD

Kevin Edwards
(Company Secretary)

Dated: 21 December 2017

Registered office:
Innovation Campus Birmingham
Faraday Wharf
Holt Street
Birmingham
B7 4BB

NOTES:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. A Form of Proxy is enclosed for use at the AGM. Please read carefully the instructions on how to complete the form. To be valid it must be received by post or (during normal business hours only) by hand to the Company's registrars (Neville Registrars), no later than 48 hours before the time appointed for holding the meeting.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the 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 48 hours before the time appointed for holding the meeting or adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by 11.00 a.m. on 23 January 2018. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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(s) take(s)) 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 sponsors or

voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. 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.
9. 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.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Directors are required by law to present to the meeting the Audited Accounts and Directors' Report for the year ended 30 September 2017.

Resolution 2

The Auditors are required to be re-appointed at each AGM at which the Company's Audited Accounts are presented.

Resolution 3

The Company currently has six Directors and the Articles require one third of the Board to retire every year, with the longest serving retiring first. Kevin Edwards, being one of the longest serving Directors, will retire by rotation and offer himself for re-election.

Resolution 4

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Resolution 5

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot the unissued share capital. This resolution will give the Directors power to issue new Ordinary Shares with a nominal value of up to £1,192,000. If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 6

The Directors require additional authority from the Company's shareholders to allot shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue for cash new Ordinary Shares with a nominal value of up to £536,000 other than to the Company's shareholders on a pro rata basis. This resolution will be proposed as a special resolution. If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise. This resolution is proposed as a special resolution.