

ADEPT TECHNOLOGY GROUP PLC
(Registered in England and Wales No.4682431)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 annual general meeting of AdEPT Technology Group plc (the “**Company**”) will be held at Oakhurst House, 77 Mount Ephraim, Tunbridge Wells, Kent, TN4 8BS on 25 September 2019 at 10.15am for the following purposes:

Ordinary Business

1. To receive and adopt the Company’s accounts for the financial year ended 31 March 2019 together with the independent auditors’ report thereon.
2. To re-appoint Crowe U.K. LLP as auditors of the Company from the conclusion of the annual general meeting to the conclusion of the next annual general meeting.
3. To re-appoint Phil Race, having been appointed by the Board since the last annual general meeting, as a Director of the Company.
4. To re-appoint Richard Bligh, having been appointed by the Board since the last annual general meeting, as a Director of the Company.
5. To re-elect Roger Wilson as a Director of the Company, who retires from office in accordance with the Company’s articles of association.
6. To authorise the directors to determine the remuneration of the auditors.

Special Business

You will be asked to consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions in the case of resolutions 7 and 10 and as special resolutions in the case of resolutions 8 and 9.

7. THAT the directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “**Act**”), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company, such rights and shares together being “relevant securities”:
 - (a) otherwise than pursuant to paragraph (b) below, up to an aggregate nominal value of £790,061 (approximately one third of the issued share capital of the Company) (such amount to be reduced by the aggregate nominal amount of any equity securities (as defined by section 560 of the Act) allotted under paragraph (b) below in excess of £790,061); and
 - (b) comprising equity securities up to an aggregate nominal amount of £1,580,122 (approximately two thirds of the issued share capital of the Company) (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue to (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and (ii) holders of equity securities in the capital of the Company as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

provided that (unless previously renewed, varied or revoked) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 24 January 2021 save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

8. That, subject to the passing of resolution 7 set out above, the directors be and are hereby given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the “**Act**”) to allot equity securities (as defined in Section 560(1) of the Act, for cash pursuant to the authorisation conferred by that resolution, as if section 561 of the Act did not apply to any such allotment, provided that such authority be limited to:
 - (a) the allotment of equity securities for cash in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authorisation granted under resolution 7(b) above, 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 (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 expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities under paragraph (a) of resolution 7 (otherwise than under paragraph (a) above) up to a nominal amount of £237,018 (approximately 10 per cent. of the issued share capital of the Company),

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 24 January 2021), unless previously revoked or varied by the Company (save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired).

9. THAT the Company be generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares, and to cancel or hold in treasury such shares provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 3,555,273;
 - (b) the minimum price which may be paid for an Ordinary Share is 10p;
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of (i) an amount equal to 5 per cent. above the average market value of the Ordinary Shares for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the current highest independent bid on the trading venue where the purchase is carried out;

- (d) the authority hereby conferred shall expire at midnight on 24 January 2021 or, if earlier, at the conclusion of the annual general meeting of the Company unless such authority is renewed, revoked or varied prior to such time by the Company in general meeting; and
 - (e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract.
10. To declare a final dividend of 4.90p per Ordinary Share, as recommended by the directors, for the financial year ended 31 March 2019 and payable on 8 October 2019 to shareholders who are on the register of members on the record date of 27 September 2019.

By order of the Board



John Swaite
Director
16 August 2019

Registered office: c/o Dentons Secretaries Limited
One Fleet Place
London EC4M 7WS

Notes:

1. As a member, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
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 the rights attached to any one share. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 889 3192 or you may photocopy the form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A form of proxy is enclosed. To be valid, your proxy form and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority should be sent to Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY so as to arrive no later than 10.00 am on 23 September 2019.
3. If you do not give your proxy an indication of how to vote on any resolution, 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.
4. If you appoint a proxy, this will not prevent you attending the meeting and voting in person if you wish to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. 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 Registrars helpline on 0370 889 3192. 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.
6. A member may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. 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. The revocation notice must be received by the Company no later than 10.00am on 23 September 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
7. Any corporation which is a member can authorise one or more person(s) to act as its representative(s) at the meeting.
8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to have the right to attend and vote at the meeting a member must first have his or her name entered in the Company's register of members by no later than 6.00 pm on 23 September 2019, or if the meeting is adjourned, no later than 6.00 pm on the day two days prior to the adjourned meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the meeting.
9. 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.
10. 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 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. For this purpose, the time of receipt will be taken to be the first 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.
11. CREST member and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and 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 as appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) takes(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.
12. 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.
13. As at 10.00am on 9 August 2019, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 23,701,832 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 10.00am on 9 August 2019 is 23,701,832. The Company's website will include information on the number of shares and voting rights.