

Scientific Digital Imaging PLC

(incorporated in England & Wales with registered number 6385396)

NOTICE OF ANNUAL GENERAL MEETING

23 September 2016

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in **Scientific Digital Imaging plc**, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of **Scientific Digital Imaging plc** ("**Company**") will be held at the offices of Mills & Reeve LLP at **Botanic House, 100 Hills Road, Cambridge CB2 1PH on 23 September 2016 at 11.00 am.**

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.

RESOLUTIONS

ORDINARY BUSINESS

1. Report and accounts

To receive and adopt the Directors' report, the audited accounts and independent auditors' report for the period ended 30 April 2016 and to consider the recommendation of the Directors that no dividend be declared in respect of the year ended 30 April 2016.

2. Re-appointment of auditors

To reappoint Messrs Grant Thornton UK LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the members and to authorise the Directors to determine their remuneration.

3. Re-appointment of a retiring Director

To re-appoint as a Director Dr. Ann Simon who retires in accordance with Article 81 of the Company's Articles of Association ("**Articles**") and is entitled to be re-appointed in accordance with Article 87 of the Articles.

SPECIAL BUSINESS

As special business, to consider and if thought fit, to pass resolution 5 as an ordinary resolution and resolutions 6 and 7 as special resolutions:

4. Directors' authority to allot shares

That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("**CA 2006**") and in substitution for any existing authority conferred on them to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £214,000 to such persons at such times and on such terms as they think proper provided that the authorities conferred by this resolution expire, unless previously revoked, varied or renewed at the conclusion of the Annual General Meeting of the Company in 2017 save that the Company may in accordance with s551(7) CA 2006, prior to the expiry of such period, make any offer or agreement which requires or might require relevant securities to be allotted after the expiry of such period, and the Directors may allot such shares pursuant to such offer or agreement notwithstanding such expiry.

5. Dis-application of statutory pre-emption rights

That subject to the passing of resolution 5 above the Directors in accordance with section 570 CA 2006 be and they are hereby empowered to allot equity securities (as defined in section 560 CA 2006) of the Company for cash pursuant to the authority of the Directors under section 551 CA 2006 conferred by resolution 5 above for the duration of such authority, as if section 561(1) CA 2006 did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

(a) the allotment of equity securities in connection with an issue or offer of equity securities by way of rights or otherwise open for acceptance for a period fixed by the Directors in favour of holders of equity securities and any other persons entitled to participate in such issue or offer in proportion (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date for such allotment (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or practical problems arising under the laws of any overseas territory or the requirements of any regulatory authority or body or any stock exchange in any territory; and

(b) the allotment (other than pursuant to the power referred to in sub-paragraph (a) above) of equity securities up to an aggregate nominal value equal to an aggregate nominal amount of £64,000; and

the Company may, prior to the expiry of such power make any offer or agreement which requires or might require securities to be allotted after the expiry of such power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding such expiry.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) as if in the first paragraph of this resolution the words "pursuant to the authority of the Directors under section 551 CA 2006 conferred by resolution 5 above" were omitted.

By order of the Board dated 30 August 2016

Scientific Digital Imaging plc

Beacon House
Nuffield Road
Cambridge
CB4 1TF

Mr. Michael John Creedon
Chief Executive Officer

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at:
 - 11.00 am on 21 September 2016; or,
 - if this Meeting is adjourned, 48 hours excluding non working days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting 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 the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.
5. 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 any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
 - received by Share Registrars no later than 21 September 2016 at 11:00 am.

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

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.

In each case the proxy appointment must be received not less than 48 hours before the time for the holding of the Meeting or adjourned meeting together (excluding non-working days) with any authority (or a duly certified copy of such authority) under which it is signed.

Appointment of proxies through CREST

8. As an alternative to completing the hardcopy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it 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 voting 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Company’s agent (ID: 7RA36) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting excluding days which are non-working days. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Appointment of proxy by joint members

9. 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).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) 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 Share Registrars, , The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, tel. 01252 821390.

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.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. 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 Share Registrars not less than 48 hours excluding non working days before the time for holding the Meeting or adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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

Corporate representatives

12. 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.

Issued shares and total voting rights

13. As at 7.00 a.m. on 30 August 2016, the Company's issued share capital comprised 64,224,808 ordinary shares of 1p 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 7.00 a.m. on 30 August 2016 is 64,224,808.

Communication

14. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- calling the Share Registrars shareholder helpline on 01252 821390 or, if calling from outside the UK on +44 1252 821390. The helpline is available between the hours of 9.00 am and 5.00 pm Monday to Friday excluding public holidays.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
 - any related documents (including the chairman's letter and proxy form),
- to communicate with the Company for any purposes other than those expressly stated.