

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised financial adviser, without delay. If you have sold or transferred all of your ordinary shares in Access Intelligence plc, you should pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Dear shareholder,

Annual General Meeting 2020

The Annual General Meeting (“AGM”) of Access Intelligence plc will be held at The Johnson Building, 79 Hatton Garden, London, EC1N 8AW at 2:00pm on Wednesday 20 May 2020. The Notice of Meeting for the AGM (“Notice”) is set out on pages 4 to 6 of this document and this letter gives an explanation of the items of business to be transacted at the AGM.

Resolutions 1 to 6 (inclusive) are ordinary business and proposed as ordinary resolutions. To be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 to 9 are proposed as special resolutions. This means that for each of the special resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

We note the current issues surrounding COVID-19 (coronavirus) and the rapidly developing public health guidance in the UK at the time of writing. This includes the stringent requirements announced on 23 March 2020, which require UK nationals to stay at home except in tightly defined circumstances (which do not include attending an AGM), the social distancing guidance for those over the age of 70 or with underlying medical conditions, and the ban on all non-essential travel. The health and safety of our shareholders is always our utmost priority. If the public health guidance remains unchanged, we regretfully will be unable to hold an AGM event as in previous years. This year we will hold a closed meeting, and shareholders will not be able to attend in person. We will continue to monitor the situation and the latest available public health guidance and will provide updates in relation to our AGM on our website at www.accessintelligence.com/investors/reports-and-results/.

Voting

Your vote is important to us and in the light of the above, we strongly encourage you to consider ensuring your vote is counted by submission of a printed proxy form, voting electronically or through CREST as set out below:

1. **Complete a printed Form of Proxy** - Please return it, together with any power of attorney or other authority under which it is signed; to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD, so as to arrive by no later than 2.00pm on 18 May 2020;
2. **Vote electronically** - submit your proxy at www.sharegateway.co.uk by following the authentication requirements on the website so as to be received by no later than 2.00pm on 18 May 2020; or
3. **Vote via CREST** - if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service, details of which are set out in Note 9 to the Notice of Annual General Meeting.

Please note that the Annual Report and Accounts for the period ending 30 November 2019, together with the Notice and Form of Proxy, are also available on the Company's website, www.accessintelligence.com.

Resolution 1 – Annual Report and Accounts

The Directors must present the report of the Directors and auditors and the accounts of the Company for the year ended 30 November 2019 to shareholders at the AGM. These documents are contained in the Annual Report 2019.

Resolutions 2 and 3 - Directors

Under the Company's Articles of Association, one third of the Directors must retire each year. As such, Joanna Arnold (Marguarite Joanna Arnold) and Jeremy Hamer retire from the Board by rotation and seek re-election. These re-appointments shall take effect at the conclusion of the AGM. Biographies of all directors are set out on the Company's website.

Resolutions 4 and 5 - Reappointment and Remuneration of the Auditor

The Company proposes the re-appointment of the Company's existing auditors, Mazars LLP, until the conclusion of the next general meeting of the Company at which accounts are laid. Shareholders are also asked to grant authority for the board to determine the auditors' remuneration. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

Directors' Ability to Allot Shares (Resolution 6)

Shareholders are being asked to grant the Directors the authority to allot shares in the Company. Sub-paragraph (a) of this resolution will, if passed, authorise the Directors to allot the Company's shares up to a maximum aggregate nominal amount of £1,270,922 representing approximately one-third of the issued ordinary share capital of the Company, excluding treasury shares as at 20 April 2020 being the last practicable date. This authority will expire at the conclusion of the AGM of the Company next year or, if earlier, 15 months from the date of the resolution on 5 August 2021. In addition, sub-paragraph (b) of this resolution will, if passed, authorise the Directors to allot further shares in the Company up to a maximum aggregate nominal amount of £1,270,922 representing approximately a further one-third of the issued ordinary share capital of the Company, excluding treasury shares as at 20 April 2020 being the last practicable date, in connection with a fully pre-emptive rights issue.

The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines in order to respond to market developments and to enable allotments to take place. If the directors do exercise the additional authority, they intend to follow continuing best practice as regards its use (including the directors standing for re-appointment in certain circumstances) as recommended by The Investment Association and the Pensions and Lifetime Savings Association. The directors have no present intention of allotting, or agreeing to allot, any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted or required by such schemes.

As at 20 April 2020, the Company held 2,966,666 ordinary shares in treasury, which represents approximately 4 per cent of the total ordinary share capital including treasury shares in issue at that date being the last practicable date before publication of this document.

SPECIAL BUSINESS

Disapplication of Pre-emption Rights (Resolution 7)

This resolution supplements the Directors' authority to allot shares in the Company given to them by resolution 6. The resolution, if passed, authorises the Directors to issue ordinary shares for cash, either by way of a rights issue or offer to existing shareholders or to other persons on a non-pre-emptive basis, provided that any issue for cash to such persons on a non-pre-emptive basis shall not exceed £396,114 representing 7,922,275 new ordinary share of 5 pence each (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is

equivalent to approximately 10 per cent of the Company's issued ordinary share capital including treasury shares as at 20 April 2020 being the last practicable date before publication of this document. The Board considers that, given the Company's size, market position and general liquidity, an overall authority of 10% is appropriate. However, your Board intends that in the event of the authority or any part of it, being utilised, in doing so it will follow the Statement of Principles set out by the Pre-Emption Group. These are that 5% would be applied on an unrestricted basis and, in the event that the additional 5% were to be employed, this would be utilised exclusively for the purposes of an acquisition or a specified capital investment. This is in line with the level of authority sought at the Company's last annual general meeting. Shareholders will note that this resolution also relates to treasury shares and will be proposed as a special resolution.

The authority will be effective until the conclusion of the next AGM of the Company or, if earlier, 5 August 2021.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

Authority to Purchase Own Shares (Resolution 8)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from shareholders to continue to do so. The directors would exercise this power only when, in the light of market conditions, they believe that the effect of such purchases will be to increase earnings per share and is in the best interest of the shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. Treasury shares do not attract voting rights or dividends whilst held in treasury. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares.

The maximum number of ordinary shares that may be acquired is 3,812,804 (approximately 5 per cent of the Company's issued ordinary share capital, excluding treasury shares as at 20 April 2020 being the last practicable date before publication of this document) and the maximum and minimum prices at which they may be bought is set out in the Notice.

Authority to Purchase Own Shares (Cello Health plc) (Resolution 9)

The Company also seeks authority to purchase its own shares from shareholders to repurchase 4,076,238 consideration shares from Cello Health plc at £1 total consideration in line with the Settlement Agreement.

Recommendation

The Directors considered the adoption of each of the resolutions to be in the best interest of the Company and its members as a whole. Accordingly, your Board unanimously recommends that shareholders vote in favour of each resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

Christopher Satterthwaite
Chairman

Access Intelligence plc

ACCESS INTELLIGENCE PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Access Intelligence plc (the “Company”) will be held at The Johnson Building, 79 Hatton Garden, London, EC1N 8AW at 2:00pm on 20 May 2020 to consider, and if thought fit, pass the following resolutions, as either ordinary or special resolutions as set out below.

ORDINARY BUSINESS

Resolutions 1 to 6 will be proposed as ordinary resolutions:

1. To receive and adopt the audited accounts of the Company for the financial year ended 30 November 2019 together with the Directors’ report and the independent auditors’ report.
2. To re-appoint as a Director Jeremy Hamer who retires in accordance with Company’s Article of Association and offers himself for re-appointment.
3. To re-appoint as a Director Joanna Arnold who retires in accordance with Company’s Article of Association and offers herself for re-appointment.
4. To re-appoint Mazars LLP as independent auditor to the Company, from the conclusion of this AGM until the conclusion of the next AGM of the Company at which accounts are laid.
5. To authorise the directors to determine the auditor’s remuneration.
6. THAT, in place of all existing authorities, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the “Act”):
 - (a) To allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £1,270,922 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 5 August 2021 and the end of the next AGM of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired; and
 - (b) in addition, to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of ordinary shares (but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory) up to a maximum aggregate nominal amount of £1,270,922 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of 5 August 2021 and the end of the AGM of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL BUSINESS

Resolutions 7 to 9 will be proposed as special resolutions:

7. THAT, subject to the passing of resolution 6 above and in place of all existing powers (save to the extent set out in resolution 6 above), the Directors be generally and unconditionally authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 6 above and be empowered pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares (as defined by section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to allotments of equity securities and/or the sale of treasury shares:

(a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise)

(i) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and

(ii) otherwise than pursuant to sub-paragraph (a)(i) of this resolution up to an aggregate nominal amount of £396,114;

(b) this power shall expire on the earlier of 5 August 2021 and the conclusion of the next AGM of the Company, but the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(c) this power also applies in relation to a sale of treasury 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 'subject to the passing of resolution 6 above' and 'pursuant to the authority granted by resolution 6 above' were omitted.

8. THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares and to cancel or hold in treasury such shares provided that:

(a) the maximum aggregate number of ordinary shares that may be acquired is 3,812,804 being approximately 5% of the Company's existing issued ordinary share capital excluding treasury shares;

(b) the minimum price per share (exclusive of expenses) that may be paid for any such shares is 5 pence;

(c) the maximum price (exclusive of expenses) that may be paid for any such shares is the higher of:

(i) the price of the last independent trade of; and

(ii) the highest current independent bid for the Company's ordinary shares on the AIM market of the London Stock Exchange at the time that an ordinary share is contracted to be purchased; and

(d) The authority hereby conferred shall expire at the earlier of the close of the next Annual General Meeting or 5 August 2021 except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred had not expired.

9. THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act, to make a market purchase (within the meaning of section 693(4) of the Act) of up to 4,076,238 ordinary shares from Cello Health plc in line with the Settlement Agreement for a total consideration of £1 and to cancel such shares. The authority hereby conferred shall expire at the earlier of the close of the next Annual General Meeting or 5 August 2021 except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred had not expired.

By order of the Board

Beyond Governance Limited
Corporate Secretary

21 April 2020

Registered Office:
The Johnson Building
79 Hatton Garden
London EC1N 8AW

Registered in England and Wales No. 04799195

NOTES

- (1) Biographies of the Director's are set out on the Investors section of our corporate website available at <https://www.accessintelligence.com/access-intelligence-board/>.
- (2) A member of the Company may appoint one or more proxies to attend, speak and vote instead of the member. A proxy of a member need not also be a member. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share.
- (3) The instrument appointing a proxy, and any power of attorney or other authority under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, not less than 48 hours (excluding non-working days) before the time for holding the meeting. A Form of Proxy accompanies this document for use by members. As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.sharegateway.co.uk and completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 2.00pm on 18 May 2020.
- (4) Completion of the Form of Proxy would not usually preclude a member from attending and voting in person at the AGM however given COVID-19 Government guidance this year members will be refused admittance and as such it is advised that you vote in advance in one of the ways set out in the letter above.
- (5) A corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf. Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company. On a vote by a show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote, however as set out in note 4 above this year attendance will be prohibited. On a poll vote, every member who is present in person or by proxy has one vote for every ordinary share of which he/she is the holder.
- (6) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) the Company specifies that only those shareholders registered in the Register of Members of the Company as at 2.00pm on 18 May 2020 (the "Specified Time") shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their names at that time however as set out in note 4 above this year attendance will be prohibited. Changes to entries on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. Should the Annual General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of shareholders to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Annual General Meeting. Should the Annual General Meeting be adjourned for a longer period, to be so entitled, shareholders must have been entered on the Register at the time which is 48 hours before the time fixed for the adjourned Annual General Meeting or, if the Company gives notice of the adjourned Annual General Meeting, at the time specified in the Notice.
- (7) Copies of Contracts of Service and letters of appointment (including indemnities) between any Director and the Company or its subsidiaries are available for inspection at the registered office of the Company during normal business hours and will also be available for inspection at the place of the Annual General Meeting until the conclusion of the meeting.
- (8) 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).
- (9) CREST members who wish to appoint a Proxy or Proxies through the CREST electronic Proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal 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 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 instructions, as described in the CREST manual. All messages relating to the appointment of a Proxy or an instruction to a previously appointed Proxy must be transmitted so as to be received by Neville Registrars Limited (**ID: 7RA11**) no later than 2.00pm on 18 May 2020. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take 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 sponsor(s) or voting service provider(s) 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 as amended.
- (10) As at 20 April 2020, being the last practicable date before the date of this Notice there were 79,222,753 ordinary shares in issue, each with equal voting rights. The total number of voting rights in the Company as at 20 April 2020, being the last practicable date before the date of this Notice is 76,256,087. Held in treasury are 2,966,666 shares. Holders of ordinary shares are entitled to attend, speak and vote, either in person or by proxy, at General Meetings of the Company.
- (11) For further details relating to voting or participation rights of shareholders including the information required by Section 311A of the Companies Act 2006, please refer to the Company's Articles of Association, copies of which together with a copy of this Notice, the Form of Proxy and the Annual Report and Accounts for the period ending 30 November 2019 including the information required by Section 311A of the Companies Act 2006 can be found at and are available on our website at www.accessintelligence.com.
- (12) Accessibility - Please let us know in advance at if you will require assistance.
- (13) If you will be attending please be prepared to provide evidence of your shareholding and/or identity. You may also find it helpful to bring this Notice with you so that you can refer to it at the AGM. If you are attending on behalf of a registered holder of shares you must bring photographic proof of your identity and evidence of your appointment to represent that shareholder. This includes those appointed by proxy, or as a corporate representative, nominated person and under a power of attorney. Guests will be admitted at the discretion of the Company. We thank you in advance for your cooperation with any security measures. You may be asked to pass through a security point before entering the meeting, where your bag will be checked. You will not be permitted to take large items of luggage into the meeting room. We do not permit cameras or recording equipment at the meeting and we would be grateful if you would ensure you switch off any mobile devices before the start of the meeting. We will not permit behaviour which may interfere with anyone's safety, comfort or the orderly conduct of the meeting.