

5th October 2020

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING OF IDEAGEN PLC

Enclosed with this letter is a notice of the Annual General Meeting of Ideagen plc (the "Company") to be held at the offices of Ideagen plc, Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire, NG11 6JS at 12 noon on Wednesday 28th October 2020.

COVID-19

In light of the COVID-19 pandemic and the current UK Government restrictions which restrict, among other things, the size of public gatherings, this year's AGM will be held in a different format to that of previous years, while still allowing Shareholders to exercise their voting rights. The health and safety of Shareholders and colleagues is always the Company's main priority and we are committed to supporting UK Government's efforts in relation to this pandemic.

The AGM will therefore take place as a closed meeting. This means the AGM will be held with only the minimum number of persons in attendance as is legally required to form a quorate meeting. Two directors of the Company, both of whom is either a Shareholder, or a proxy or corporate representative appointed by a Shareholder, will attend the meeting. Please do not travel to the AGM as anyone who seeks to attend in person will be refused entry. All Shareholders are therefore strongly urged to register their votes in advance by appointing the chairman of the AGM as their proxy and giving them voting instructions. We do not recommend the appointment of any other person as your proxy as they will not be able to attend the AGM and your vote will not be counted.

The Company is committed to constructive engagement with all its shareholders and they are invited to submit questions in advance of the AGM by emailing them to agmquestions@ideagen.com. Responses to questions of common interest will be made available on our website at www.ideagen.com as soon as practical following the meeting.

The enclosed notice of Annual General Meeting ("AGM") includes resolutions for the following:

1. to receive the Annual Report and Accounts for the year ended 30th April 2020 (a copy of which is enclosed with this letter);
2. to approve the re-appointment of Barnaby Kent as a director of the Company;
3. to approve the re-appointment of Richard Longdon as a director of the Company;
4. to approve the re-appointment of Emma Hayes as a director of the Company;
5. to receive and approve the Remuneration Committee Report as set out in the Company's Annual Report and Accounts for the year ended 30 April 2020;
6. to approve the re-appointment of RSM UK Audit LLP as auditor of the Company at a fee to be agreed with the Directors;
7. to approve the payment of a final dividend of 0.216 pence per share in respect of the year ended 30th April 2020;
8. to renew the general allotment authority of the Directors to enable them to allot relevant securities, being up to 75,541,984 ordinary shares in the capital of the Company, representing approximately one third of the issued ordinary share capital of the Company on 22nd September 2020;
9. to renew the disapplication of allotment authority given to the Directors to enable the Directors to dis-apply the statutory rights of pre-emption in relation to the allotment of equity securities, such authority limited to 22,662,595 ordinary shares in the capital of the Company, representing approximately 10 per cent. of the issued ordinary share capital of the Company on 22nd September 2020.

Ideagen plc

(Registered in England and Wales with registered number 02805019)

Note on re-appointment of directors

In accordance with the Company's articles of association, Barnaby Kent is retiring by rotation and, being eligible, is seeking re-appointment as a director under resolution 2.

Since the last AGM of the Company, the Board has appointed Richard Longdon and Emma Hayes as directors of the Company. The articles of association of the Company provide that any director who was appointed by the Board since the last AGM shall only hold office until the conclusion of next AGM and shall then be eligible for election. The election of these directors at the forthcoming AGM is proposed by resolutions 3 and 4.

Form of proxy

A form of proxy for use by shareholders at the Annual General Meeting is enclosed. You are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's registrars, SLC Registrars at Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS (or by email to office@slcregistrars.com), as soon as possible and in any event so as to be received no later than 12 noon on Monday 26th October 2020 (London (UK) Time).

As noted above, in light of the COVID-19 pandemic, all Shareholders are urged to appoint the chairman of the AGM as their proxy and to give them voting instructions. We do not recommend the appointment of any other person as your proxy as they will not be able to attend the AGM and your vote will not be counted.

Recommendation

The Board believes that the proposals in Resolutions 1 to 9 are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors (excluding Barnaby Kent for the purposes of Resolution 2, Richard Longdon for the purposes of Resolution 3 and Emma Hayes for the purposes of Resolution 4) recommend that Shareholders vote in favour of each Resolution, as they intend to do so in respect of their own beneficial shareholdings.

Yours faithfully

David Hornsby
Chairman

Ideagen plc

(Registered in England and Wales with registered number 02805019)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the shareholders of Ideagen plc (the "Company") will be held at the offices of Ideagen plc, Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire, NG11 6JS on Wednesday 28th October 2020 at 12 noon to consider and if deemed fit to approve the following resolutions:

ORDINARY RESOLUTIONS

1. TO receive the Annual Report and Accounts for the year ended 30th April 2020.
2. TO re-appoint Barnaby Kent as a director of the Company.
3. TO re-appoint Richard Longdon as a director of the Company.
4. TO re-appoint Emma Hayes as a director of the Company.
5. TO receive and approve the Remuneration Committee Report as set out in the Company's Annual Report and Accounts for the year ended 30 April 2020.
6. TO re-appoint RSM UK Audit LLP, as auditor of the Company until the next general meeting at which financial statements are laid before the Company, at a fee to be agreed with the board of Directors.
7. TO approve the payment of a final ordinary dividend of 0.216 pence per share in respect of the year ended 30th April 2020. If approved the final dividend would be paid on 25th November 2020 to shareholders on the register on 6th November 2020.
8. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any securities into, shares in the Company, provided that such authority shall be limited to the allotment of Ordinary Shares of £0.01 each in the capital of the Company ("Ordinary Shares") or the grant of rights to subscribe for or to convert any securities into Ordinary Shares up to an aggregate nominal amount of £755,419.84 (the equivalent of up to 75,541,984 Ordinary Shares, representing approximately one third of the issued ordinary share capital of the Company on 22nd September 2020), this authority to expire on the earlier of fifteen months from the date of the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2021 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

9. THAT, subject to the passing of Resolution 8 above, the Directors be and are hereby unconditionally empowered pursuant to sections 570 and 571 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted to the Directors pursuant to Resolution 6 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 9.1 the allotment of equity securities in connection with a rights issue, open offer or equivalent offer in favour of the holders of Ordinary Shares and such other equity securities of the Company as the Directors may determine in which such holders are offered the right to participate in proportion (as nearly as may be) to their respective holdings of such equity securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any recognised regulatory body or stock exchange in any territory;
 - 9.2 other than pursuant to sub-paragraph 7.1 above, the allotment of equity securities up to an aggregate nominal amount of £226,625.95 (the equivalent of up to 22,662,595 Ordinary Shares, representing approximately 10 per cent. of the issued ordinary share capital of the Company on 22nd September 2020); and this power shall expire on the earlier of fifteen months from the date of passing of this resolution and upon the conclusion of the Annual General Meeting of the Company to be held in 2020 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

By Order of the Board

Graeme Spenceley
Company Secretary
5th October 2020

Ideagen plc

("the Company")

FORM OF PROXY

For use at the Annual General Meeting of the Company to be held at the offices of Ideagen plc, Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire, NG11 6JS at 12 noon on Wednesday 28th October 2020.

I/We (Full Name(s)* and address in which shares are registered. Please use Block Capitals)

.....
of.....

being member(s)* of Ideagen plc, appoint the Chairman of the meeting, or (see note 1 overleaf)

.....
as my/our* proxy to attend, to speak and to vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held at the offices of Ideagen plc, Ergo House, Mere Way, Ruddington Fields Business Park, Ruddington, Nottinghamshire, NG11 6JS on Wednesday 28th October 2020 and at any adjournment of such meeting in relation to the resolutions specified in the notice of the Annual General Meeting dated 5th October 2020 on the following resolutions, to be submitted to the meeting and any adjournment thereof.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made. For the appointment of one or more proxies, please refer to explanatory Note 2 (below).

Please indicate with an "X" in the spaces below how you wish your votes to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

I/We* instruct my/our* proxy to vote as follows in respect of the Resolutions:

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD (SEE NOTE 3 OVERLEAF)
1. To receive and adopt the Annual Report and Accounts for the year ended 30th April 2020			
2. To re-appoint Barnaby Kent as a director of the Company			
3. To re-appoint Richard Longdon as a director of the Company			
4. To re-appoint Emma Hayes as a director of the Company			
5. To receive and approve the Remuneration Committee Report as set out in the Company's Annual Report and Accounts for the year ended 30th April 2020			
6. To re-appoint RSM UK Audit LLP, as auditor of the Company and to authorise the Directors to fix their remuneration			
7. To approve the payment of a final ordinary dividend of 0.216 pence per share in respect of the year ended 30th April 2020			
8. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 551 of the Companies Act 2006 (subject to certain specified limitations)			
SPECIAL RESOLUTION			
9. To authorise the Directors to dis-apply the statutory rights of pre-emption in relation to certain allotments of equity securities, subject to certain limitations			

Signed by shareholder(s)*:.....

Date:

* Please delete as appropriate

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

NOTES

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. However, as noted in the letter accompanying the notice of the AGM, in light of the COVID-19 pandemic, this year's AGM will be a closed meeting. All shareholders are strongly urged to appoint the Chairman of the AGM as their proxy and to give them voting instructions. We do not recommend the appointment of any other person as your proxy as they will not be able to attend the AGM and your vote will not be counted. Notwithstanding this, If you still wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided and strike out "the Chairman of the meeting" (see above) however, as noted above, if you appoint anyone other than the Chairman of the AGM as your proxy, we emphasise that they will not be able to attend the AGM or vote on your behalf. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box above the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this 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.
3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30pm on Monday 26th October 2020. Changes to entries on the Register of Members after that time shall be disregarded.
5. To be effective, all votes must be lodged by no later than 12 noon on Monday 26th October 2020 at the office of the Company's registrars at SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS or by email to office@slcregistrars.com.
6. 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 joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. In the case of a member which is a company, this 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 this form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. Unless otherwise indicated the proxy will vote as they think fit or, at their discretion, abstain from voting.