

Notice of Annual General Meeting

Notice is hereby given that the third Annual General Meeting (the "Meeting") of Quartix Holdings plc will be held at **Wellington House, East Road, Cambridge CB1 1BH** on **Tuesday 29 March 2016** at **11.00 am** for the following purposes:

To consider, and if deemed fit, to pass the following as ordinary resolutions:

1. To receive and adopt the audited annual accounts for the year ended 31 December 2015.
2. To approve and declare a final dividend for the year ended 31 December 2015 of 4.0p per ordinary share. This will be paid on 4 April 2016 to shareholders on the register as at 11 March 2016.
3. To re-elect Andrew Walters as a Director who, in accordance with the Company's Articles of Association, retires as a Director and is eligible for re-election.
4. To re-elect David Bridge as a Director who, in accordance with the Company's Articles of Association, retires as a Director and is eligible for re-election.
5. To re-elect Paul Boughton as a Director who, in accordance with the Company's Articles of Association, retires as a Director and is eligible for re-election.
6. To re-elect Jim Warwick as a Director who, in accordance with the Company's Articles of Association, retires as a Director and is eligible for re-election.
7. To re-appoint Grant Thornton UK LLP as the auditors of the Company until the end of the next Annual General Meeting.
8. To authorise the Directors to determine the remuneration of the auditors.
9. To give the Directors general and unconditional authorisation for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal value of £157,250 (representing approximately 33% of the issued share capital of the Company as at 26 February 2016) to such persons at such times and on such terms they deem proper provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2017, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as defined in section 560 of the Act) to be allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and all prior authorities to allot securities (to the extent unutilised) be revoked, but without prejudice to the allotment of any shares or securities already made or to be made pursuant to such prior authorisation.

To consider, and if deemed fit, to pass the following as special resolutions:

10. That the Directors be and are empowered, pursuant to section 570 of the Companies Act 2006 (the "Act"), to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by resolution 9 above and to allot equity securities (as defined in section 560(3) of the Act (*sale of treasury shares*)) for cash in each case as if section 561 of the Act did not apply to any such allotment provided, however, that the power conferred by this resolution shall be limited to:
 - a. The allotment of equity securities in connection with a rights issue, open offer or any other offer of, or invitation to apply for, equity securities in favour of holders of ordinary shares in the Company on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares in the Company held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, treasury shares, record dates, or legal or practical problems arising or

- resulting from the application of the laws of any overseas territory or the requirements of any other recognised regulatory body or stock exchange in any territory or by virtue of shares being represented by depository receipts or any other matter whatever; and
- b. The allotment, other than pursuant to sub-paragraph 'a' above, to any person or persons of equity securities up to an aggregate nominal value not exceeding £23,590, representing approximately 5% of the ordinary share capital in issue as at 26 February 2016.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2017, whichever is the earlier, unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred had not expired; and all prior powers granted under section 570 of the Act shall be revoked provided that such revocation shall not have retrospective effect.

11. That the Directors be generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (the "Act"), to make market purchases, as defined in section 693(4) of the Act, of ordinary shares of £0.01 each in the Company on such terms and in such manner as the Directors shall determine, provided that:
- a. The maximum aggregate number of ordinary shares which may be purchased is 2,359,000 (representing approximately 5% of the ordinary share capital in issue as at 26 February 2016);
- b. The minimum price that may be paid for an ordinary share is its nominal value (£0.01);
- c. The maximum price that may be paid for an ordinary share shall be an amount equal to 105% of the average middle market quotations for the ordinary shares of the Company as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
- d. This authority shall expire, unless previously renewed, revoked or varied, on the date of the next Annual General Meeting or 30 June 2017, whichever is earlier, save that the Company may enter into a contract for the purchase of ordinary shares under this authority which would or might be completed, wholly or partly, after this authority expires.

By order of the Board on 26 February 2016.

David Bridge
Company Secretary

Notes to the Notice of Annual General Meeting

1 Entitlement to attend and vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than 6.00 pm on 23 March 2016, or, in the event that the meeting is adjourned, at 6.00 pm on the date which is two days prior to the date of any such adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2 Information regarding the meeting

A copy of this Notice of Annual General Meeting and other information required by section 311A of the Companies Act 2006 is available online at www.quartix.net.

3 Appointment of proxy

Members of the Company are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Meeting instead of him or her. The person appointed does not need to be a member of the Company but they must attend the Meeting to represent the member. 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 your appointee.

If you appoint more than one proxy, each proxy must only be appointed to exercise the rights attaching to different shares.

A proxy can be appointed using the form accompanying this Notice. Instructions for use are shown on the form. Please complete and return this form to the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than **11.00 am** on Wednesday **23 March 2016**.

You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The notes to the proxy form give details of how to appoint a proxy via the CREST system.

4 Changing appointment of proxy

A member may change the person they have appointed as proxy using the same process as outlined above. The appointment received last before the latest time for receipt of proxies will take precedence over any previous appointments (see note 3). Any amended proxy appointments received after the relevant cut-off time will be disregarded.

5 Revoking proxy appointment

A member may revoke the appointment of a proxy by sending a signed note to the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. If the member is a company, such a note must be executed under common seal or signed on the company's behalf by an officer of the company or an attorney for the company. Any power of attorney or other authority under which the proxy form is signed must be included with the proxy form. If a revocation is received after the specified time (see note 3), the proxy appointment will remain valid. Alternatively, if a member appoints a proxy but attends the Meeting in person, the proxy appointment will be automatically terminated.

6 Issued shares and total voting rights

At close of business on 26 February 2016 the Company's issued share capital comprised 47,175,704 ordinary shares of £0.01 each. Each ordinary share entitles the holder to one vote at a general meeting of the Company. Consequently, the aggregate number of voting rights in the Company at that time was 47,175,704.

7 Documents on display

Copies of the Directors' service contracts with the Company will be available for inspection at the registered office of the Company at least 15 minutes prior to and until the termination of the Annual General Meeting.

8 Communication

Any general queries by members about the Annual General Meeting should be addressed to the Company Secretary by letter or email at Quartix Holdings plc, Wellington House, East Road, Cambridge CB1 1BH or david.bridge@quartix.net.

Result of Annual General Meeting

Quartix Holdings plc is pleased to announce that each of the resolutions proposed at the Annual General Meeting held at 11.00 on 29 March 2016 were duly passed on a show of hands.