

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you sell or have sold or otherwise transferred all of your Ordinary Shares you should send this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.

It is expected that Admission will become effective and that dealings on the London Stock Exchange in the New Ordinary Shares will commence on 18 October 2016. No application is currently intended to be made for the Ordinary Shares to be admitted to listing or dealt with on any other exchange.

ILIKA PLC

(Incorporated in England and Wales with registered number 07187804)

Placing of 12,600,000 new Ordinary Shares at 50 pence per share

**Circular to shareholders
and
Notice of General Meeting**

The whole of this document should be read. Your attention is drawn to the letter from the Chairman of Ilika plc that is set out in **Part 2** of this document.

Upon Admission, the New Ordinary Shares will rank *pari passu* in all respects with the existing issued Ordinary Shares of the Company and will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company.

Numis Securities Limited, which is authorised and regulated by the Financial Conduct Authority, is acting as nominated adviser and broker exclusively for the Company and no-one else in connection with the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Numis Securities Limited or for advising any such person in connection with the Placing or any other matter referred to in this document. The responsibility of Numis Securities Limited as nominated adviser under the AIM Rules is owed solely to the London Stock Exchange and not the Company or its Directors or any other person. Numis Securities Limited has not authorised the contents of this document and no liability is accepted by Numis Securities Limited for the accuracy of any information or opinions contained in or for the omission of any information from this document, for which the Company and the Directors are solely responsible.

Notice of a General Meeting of Ilika plc to be held at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS at 1.30 pm on 17 October 2016 is set out at the end of this document. The form of proxy for use at the meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach Computershare Investor Services plc, The Pavilions Bridgwater Road, Bristol BS99 6ZY not later than 1.30 pm on 13 October 2016. Completion and return of the form of proxy will not preclude

Shareholders from attending and voting in person at the General Meeting, should they so wish.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Placing and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, or Numis Securities Limited or their respective associates, directors, officers or advisers.

The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under the applicable securities laws of any state of the United States, any province or territory of Canada, Japan, Australia, the Republic of South Africa or the Republic of Ireland. The Ordinary Shares may not be offered, sold, taken up, renounced or delivered, directly or indirectly, within the United States, Canada, Australia, Japan, the Republic of South Africa or the Republic of Ireland or their respective territories or possessions.

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or development may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this document speak only as of the date of such statement and (other than in accordance with their legal or regulatory obligations) neither the Company, nor Numis Securities Limited nor any of their respective associates, directors, officers or advisers undertakes any obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of forms of proxy	1.30 pm on 13 October 2016
General Meeting	1.30 pm on 17 October 2016
Admission and commencement of dealings in the New Ordinary Shares	8.00 am on 18 October 2016
Expected date for CREST accounts to be credited for the Placing Shares (where applicable)	18 October 2016

Notes:

- (1) Reference to times in this document is to London time unless otherwise stated.
- (2) Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to the Shareholders by announcement through a regulatory information service.
- (3) The admission and commencement of dealings in the New Ordinary Shares on AIM are conditional on, *inter alia*, the passing of the Resolutions at the General Meeting

PART 1

PLACING STATISTICS

Placing Price	50 pence per share
Gross proceeds of the Placing	£6.3 million
Number of Ordinary Shares in issue on the date of this document	65,802,710
Number of share options in issue on the date of this document	7,443,212
Fully diluted share capital on the date of this document	73,245,922
Number of Placing Shares	12,600,000
Enlarged Issued Share Capital	78,402,710
Fully diluted Enlarged Issued Share Capital	85,845,922
Placing Shares as a percentage of the Enlarged Issued Share Capital ¹	16.1%
Placing Shares as a percentage of the fully diluted Enlarged Issued Share Capital ²	14.7%

1 For the purpose of this calculation it is assumed that no Ordinary Shares, other than the Placing Shares, will be issued between the Latest Practicable Date and the allotment of the New Ordinary Shares

2 For the purpose of this calculation it is assumed that no Ordinary Shares, other than the Placing Shares, will be issued between the Latest Practicable Date and the allotment of the New Ordinary Shares

PART 2

LETTER FROM THE CHAIRMAN OF ILIKA PLC

(Incorporated and registered in England and Wales with registered number 07187804)

Directors:

Mike Inglis (*Non-executive Chairman*)
Graeme Purdy (*Chief Executive Officer*)
Stephen Boydell (*Finance Director*)
Prof. Brian Hayden (*Chief Scientific Officer*)
Clare Spottiswoode CBE (*Non-executive director*)
Prof. Sir William Wakeham (*Non-executive director*)
Prof. Keith Jackson (*Non-executive director*)

Registered Office:

Kenneth Dibben House
University of Southampton Science Park
Enterprise Road
Chilworth
Southampton
SO16 7NS

30 September 2016

To Shareholders and, for information only, to the holders of options under the Share Option Schemes

Dear Shareholder

**Conditional Placing of 12,600,000 new Ordinary Shares at 50 pence per share
and
Notice of General Meeting**

1. Introduction

The purpose of this circular is to provide notice of the general meeting to be held at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS at 1.30 pm on Monday 17 October 2016 at which Shareholders will be asked to approve resolutions required to effect the Placing (as defined in the following paragraph).

The Placing

On 27 September 2016, the Company announced a conditional placing of 12,600,000 new ordinary shares of 1 pence each ("Placing Shares") at a price of 50 pence per share (the "Placing"). The Placing will raise gross proceeds of £6.3m for the Company at a 5.21% discount to the closing mid-market price on 26 September 2016. The Placing Shares will represent 16.1 per cent. of the Company's enlarged issued ordinary share capital immediately following Admission. In view of its size, the Placing is conditional upon, amongst other things, the approval of Ordinary Shareholders in general meeting.

The Directors believe that raising equity finance using the flexibility provided by a non-pre-emptive placing is the most appropriate and optimal structure for the Company at this time. This allows both existing institutional holders and new institutional investors the opportunity to participate in the Placing and avoids the requirement for a prospectus, which is a costly and time consuming process.

Proceeds of the Placing

The net proceeds of the Placing will be required to strengthen the Company's balance sheet and provide additional working capital during the Stereax commercialisation process. The Placing significantly strengthens the Company's balance sheet and will allow it to pursue licensing opportunities for its Stereax solid state battery technology across a number of commercial applications.

Terms of the Placing

In connection with the Placing, the Company has entered into a placing agreement with Numis pursuant to which Numis has agreed, in accordance with its terms, to use reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price (the "Placing Agreement"). The Placing has not been underwritten.

The Placing Agreement is conditional, *inter alia*, on the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission and Admission becoming effective by no later than 8.00 a.m. on 18 October 2016 (or such later time and/or date as the Company and Numis may agree not being later than 8.00 a.m. on 1 November 2016).

The Placing Agreement contains certain customary warranties, undertakings and indemnities from the Company in favour of Numis. Numis is entitled to terminate the Placing Agreement in certain circumstances prior to Admission including, in particular, in the event of a breach of warranty or the occurrence of certain *force majeure* events.

The Placing Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after the Admission and will otherwise rank on Admission *pari passu* in all respects with the existing ordinary shares in the capital of the Company.

Application will be made for the Placing Shares to be admitted to trading on AIM; it is expected that such admission will be effective as at 8.00am on 18 October 2016 ("Admission").

Certain directors of the Company have subscribed for Shares in the Placing at the issue price as follows:

<i>Director</i>	<i>Existing beneficial shareholding</i>	<i>Shares subscribed for</i>	<i>Shareholding completion of the Placing</i>	<i>Shareholding as a % of on issued share capital as enlarged by the Placing</i>
Mike Inglis	65,000	50,000	115,000	0.15%
Graeme Purdy	589,427	20,000	609,427	0.78%
Prof. Keith Jackson	0	20,000	20,000	0.03%
Prof. Sir William Wakeham	0	20,000	20,000	0.03%

2. General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS at 1.30 pm on 17 October 2016 at which the following resolutions will be proposed (with resolutions (a) and (c) being proposed as ordinary resolutions and resolutions (b) and (d) being proposed as special resolutions):

- (a) to authorise the Directors pursuant to section 551 of the 2006 Act to allot 12,600,000 Ordinary Shares (representing approximately 19.1 per cent. of the present issued share capital and approximately 16.1 per cent. of the Enlarged Share Capital) for the purpose of the Placing such authority to expire on 2 November 2016;
- (b) to disapply the statutory pre-emption rights contained in section 561 of the 2006 Act in relation to the allotment of equity securities for cash, up to an aggregate nominal

amount of £126,000 (12,600,000 Ordinary Shares) (representing approximately 19.1 per cent. of the present issued share capital as at 29 September 2016 being the last practical date before the issue of this circular, and approximately 16.1 per cent. of the Enlarged Share Capital) for the purpose of the Placing, such authority to expire on 2 November 2016;

- (c) to authorise the Directors pursuant to section 551 of the 2006 Act to allot up to 26,200,000 Ordinary Shares (representing approximately one third of the Enlarged Share Capital) such authority to expire on the earlier of 31 December 2017 and the conclusion of the next annual meeting of the Company; and
- (d) to disapply the statutory pre-emption rights contained in section 561 of the 2006 Act in relation to the allotment of equity securities for cash, up to an aggregate nominal amount of £78,400 (7,840,000 Ordinary Shares) (representing approximately 10 per cent. of the Enlarged Share Capital), such authority to expire on the earlier of 31 December 2017 and the conclusion of the next annual meeting of the Company.

The authorities under section 551 of the 2006 Act in resolution (a) are required to authorise the Directors to allot Ordinary Shares for the purpose of the Placing. The authorities under section 570 of the 2006 Act in resolution (b) are required to provide limited authority to allot shares for cash otherwise than *pro rata* to Shareholders in connection with the Placing.

If resolutions (a) and (b) are approved, the Company proposes that the authorities in resolutions (c) and (d) are approved in substitution of the existing authorities to allot and issue shares which were granted at the Company's annual general meeting held on 29 September 2016.

The authorities under section 551 of the 2006 Act in resolution (c) are required to authorise the Directors to allot Ordinary Shares for general purposes and in an amount which is proportionate to the Enlarged Share Capital. The authorities under section 570 of the 2006 Act in resolution (d) are required to provide limited authority to allot shares for cash otherwise than *pro rata* to Shareholders in an amount which is proportionate to the Enlarged Share Capital.

Save in respect of the Placing and shares to be issued during this financial year under the Share Option Schemes the Directors have no present intention to issue any such shares.

3. Action to be taken

You will find enclosed with this document a form of proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are asked to complete the form of proxy and return it to the Company's Registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to arrive as soon as possible, but in any event so as to be received not later than 1.30 pm on 13 October 2016. Completion and return of a form of proxy will not preclude you from attending and voting at the General Meeting in person if you wish.

4. Statement of Capital and Voting Rights

As at 29 September 2016 (being the latest practicable date prior to publication of this circular), the Company's issued share capital consisted of 65,802,710 Ordinary Shares which each carry one vote. Therefore, total voting rights in the Company as at 29 September 2016 are 65,802,710.

The Company's total issued share capital after admission of Placing Shares will be 78,402,710 ordinary shares. The Company does not currently hold any shares in treasury.

Following Admission, this figure of 78,402,710 ordinary shares may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

5. Recommendation

Your Board considers the Placing and the Resolutions to be proposed at the General Meeting of the Company to be in the best interests of the Company and its Shareholders as a whole.

Accordingly your Directors unanimously recommend that Shareholders vote in favour of the Resolutions set out in the notice of General Meeting at the end of this document, as they intend to do in respect of their own beneficial holdings which amount to 708,971 Ordinary Shares (representing 1.1 per cent. of the existing issued ordinary share capital of the Company as at 29 September 2016, the last practicable day prior to publication of this document).

Yours sincerely

Mike Inglis
Chairman

PART 3

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"2006 Act"	the Companies Act 2006, as amended
"Admission"	an admission of the New Ordinary Shares to AIM becoming effective, in accordance with the AIM Rules
"AIM Rules"	the AIM Rules for Companies, published by the London Stock Exchange plc
"Board" or "Directors"	the board of directors of the Company
"Company" or "Ilika"	Ilika plc
"CREST"	the computerised settlement system operated by Euroclear UK & Ireland Limited which facilitates the transfer of shares
"CREST regulations"	the Uncertificated Securities Regulations 2001 (SI2001/3755)
"Enlarged Share Capital"	the issued ordinary share capital of the Company immediately following the implementation of the Placing and Admission
"FCA"	the Financial Conduct Authority
"General Meeting"	the general meeting of the Company to be held on 17 October 2016, notice of which is set out at the end of this document
"Latest Practicable Date"	close of business (5.00 pm London time) on 29 September 2016, being the latest practicable date prior to the publication of this Circular
"London Stock Exchange"	London Stock Exchange plc
"New Ordinary Shares"	12,600,000 new Ordinary Shares to be issued pursuant to the Placing
"Numis"	Numis Securities Limited
"Ordinary Shares"	ordinary shares of £0.01 each in the capital of the Company
"Placing"	the conditional placing by Numis, as agent for the Company, of the New Ordinary Shares at a price of 50p per New Ordinary Share on the terms and conditions set out in the Placing Agreement
"Placing Agreement"	the placing agreement dated 27 September 2016 between the Company and Numis
"Resolutions"	the resolutions set out in the notice of General Meeting at the end of this document

“Shareholders”

holders of Ordinary Shares

“Share Option Schemes”

the Company’s existing share option schemes

**“uncertificated” or “in
uncertificated form”**

recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

PART 4

DIRECTORS, SECRETARY AND ADVISERS

Directors:	Mike Inglis <i>(Non-executive Chairman)</i> Graeme Purdy <i>(Chief Executive Officer)</i> Stephen Boydell <i>(Finance Director)</i> Prof. Brian Hayden <i>(Chief Scientific Officer)</i> Clare Spottiswoode CBE <i>(Non-executive director)</i> Prof. Sir William Wakeham <i>(Non-executive director)</i> Prof. Keith Jackson <i>(Non-executive director)</i> all of Kenneth Dibben House, University of Southampton Science Park, Enterprise Road, Chilworth, Southampton SO16 7NS
Secretary and Registered office:	Stephen Boydell Kenneth Dibben House, University of Southampton Science Park, Enterprise Road, Chilworth, Southampton SO16 7NS
Nominated adviser and broker to the Company:	Numis Securities Limited 10 Paternoster Square, London EC4M 7LT
Auditors to the Company:	BDO LLP 55 Baker Street, London W1U 7EU
Solicitors to the Company:	Eversheds LLP One Wood Street, London EC2V 7WS
Registrars:	Computershare Investor Services plc The Pavilions, Bridgwater Road, Bristol BS13 8AE

Ilika plc

(Registered in England No. 07187804)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS at 1.30 pm on 17 October 2016 for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as to resolutions 1 and 3 as ordinary resolutions and as to resolutions 2 and 4 as special resolutions:

1. THAT, subject to and conditional on the passing of resolution 2 set out in this notice of meeting and subject to and in accordance with Article 16 of the Articles of Association of the Company, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("Companies Act") (in substitution of any existing authority, save for any authority granted by resolutions 2, 3 and 4) to allot shares in the Company pursuant to the Placing (as defined in the circular to shareholders of the Company in which this notice of general meeting is published (the "Circular")) up to an aggregate nominal amount of £126,000 (12,600,000 ordinary shares of 1p each in the capital of the Company ("Ordinary Shares")), provided that this authority shall expire on 2 November 2016.
2. THAT, subject to and conditional on the passing of resolution 1 set out in this notice of meeting and subject to and in accordance with Article 17 of the Articles of Association of the Company, the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act (in substitution of any existing authority, save for any authority granted by resolutions 1, 3 and 4) to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the general authority conferred on the Directors pursuant to resolution 1 above as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to the Placing up to an aggregate nominal amount of £126,000 (12,600,000 Ordinary Shares) and such power shall expire on 2 November 2016.
3. THAT, subject to and conditional on the passing of resolutions 1 and 2 set out in this notice of meeting and subject to and in accordance with Article 16 of the Articles of Association of the Company, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("Companies Act") (in substitution of any existing authority, save for any authority granted by resolutions 1, 2 and 4) 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 an aggregate nominal amount of £262,000 (26,200,000 Ordinary Shares, representing approximately one third of the issued share capital of the Company following allotment of the New Ordinary Shares (as defined in the Circular)), provided that this authority shall expire on the earlier of 31 December 2017 and the conclusion of the next annual meeting of the Company. The Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors are hereby authorised to allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
4. THAT, subject to and conditional on the passing of resolutions 1, 2 and 3 set out in this notice of meeting and subject to and in accordance with Article 17 of the Articles of Association of the Company, the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act (in substitution of any existing

authority, save for any authority granted by resolutions 1, 2 and 3) to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the general authority conferred on the Directors pursuant to resolution 3 above as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as applicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) (otherwise than pursuant to sub-paragraph (i) of this Resolution 4) up to an aggregate nominal amount of £78,400 (7,840,000 Ordinary Shares), representing approximately 10 per cent. of the issued share capital of the Company following allotment of the New Ordinary Shares,

and such power shall expire on the earlier of 31 December 2017 and the conclusion of the next annual meeting of the Company. The Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors are hereby authorised to allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated: 30 September 2016

Registered Office:

Kenneth Dibben House,
University of Southampton Science Park,
Enterprise Road,
Chilworth,
Southampton SO16 7NS

By order of the Board

Stephen Boydell
Secretary

Notes:

Members' right to vote

1. The right of members to vote at the meeting is determined by reference to the register of members. As permitted by section 360B(3) of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6.00 pm on 13 October 2016 in order to be entitled to attend and vote at the meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Any member entitled to attend and vote at the above meeting is entitled (unless they have, pursuant to article 92 of the Company's articles of association, nominated someone else to enjoy such a right, in which case only the person so nominated may exercise the right) to appoint one or more proxies (who need not be a member of the Company) to attend and on a poll to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
3. 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).
4. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act, each such

representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative.

5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 (“nominated persons”). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. In order to be valid, any form of proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, in order to be valid, must reach the Company’s Registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting.
7. Any member attending the general meeting (unless they have, pursuant to article 92 of the Company’s articles of association, nominated someone else to enjoy such a right in which case only the person so nominated may exercise the right,) is entitled, pursuant to section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The Company will cause any such questions to be answered unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Voting by CREST members

8. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures laid down in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed 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.
9. In order for a proxy appointment or instruction 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 specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to 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 Number 3RA50) by no later than 1.30 pm on 13 October 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message 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.
10. 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.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited 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, 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. Please see sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Publication of documents

12. From the date of this notice and for the following two years the following information will be available on the Company’s website and can be accessed at www.ilika.com/investors:
 - (i) the matters set out in this notice of meeting;

- (ii) the total numbers of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and
- (iii) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

13. A statement or summary of transactions made by the directors (and their family interests) in the share capital of the Company and copies of their service contracts are available for inspection at the Company's registered office during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the general meeting and will also be available for inspection at the place of the general meeting for at least 15 minutes prior to and during the meeting.

Total voting rights

14. The total number of ordinary shares of 1 pence each in issue as at 29 September 2016, the last practicable day before printing this document was 65,802,710 ordinary shares and the total level of voting rights was 65,802,710.

