

PINNACLE TECHNOLOGY GROUP plc

(Registered in England and Wales with registered number 5259846)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held at the offices of N+1 Singer Capital Markets Limited, 1 Bartholomew Lane, London, EC2N 2AX, on 26 March 2014 at 2:00pm for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1-4 will be proposed as Ordinary Resolutions and resolutions 5 to 7 will be proposed as a Special Resolutions:

ROUTINE BUSINESS

Ordinary Resolutions

1. To receive the report of the directors and the financial statements for the year ended 30 September 2013 together with the report of the auditors thereon.
2. To approve the report of the board to the members on directors' remuneration for the year ended 30 September 2013.
3. To re-appoint Grant Thornton UK LLP as the auditors.
4. To authorise the directors to agree the remuneration of the auditors.

SPECIAL BUSINESS

Ordinary Resolutions

5. To Appoint Dr James Dodd, as a director and Non Executive Chairman of the Company.
6. To Appoint Dr Tom Black, as a director and Non Executive Director of the Company.

Special Resolution

7. That:

- a) That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), the Directors be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") in the Company up to an aggregate nominal amount of up to a maximum of 15% of the authorised share capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the Annual General Meeting of the Company to be held in 2015 or 15 months after the date of the passing of this resolution (whichever is the earlier) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

- b) the directors of the Company be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) of the Company for cash pursuant to the general authority conferred on the Directors by paragraph (a) of this resolution as if section 561(1) of the 2006 Act did not apply to such allotment, provided that this power shall:
 - I. be limited to the allotment of equity securities up to an aggregate nominal amount of up to a maximum of 15% of the unissued share capital of the Company; and
 - II. expire on the date of the Annual General Meeting of the Company to be held in 2015 or 15 months after the date of the passing of this resolution (whichever is the earlier) (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an 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 notwithstanding that the power conferred by this resolution has expired.

Registered Office

By order of the Board

5 Fleet Place
London
EC4M 7RD

WJM Secretaries Limited
Company Secretary

Dated: 17 February 2014

Notes:

1. A member is entitled to appoint another person as his proxy to attend and speak and vote on his behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services plc on 0870 707 1017.
2. To be valid a form of proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be deposited at the offices of Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
5. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at the close of business on 24 March 2014 shall be entitled to attend and vote, whether in person or by proxy, at the Annual General Meeting, in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the register of members after the close of business on 24 March 2014 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. If the Annual General Meeting is adjourned, entitlements to attend and vote will be determined by reference to the register of members of the Company as at the close of business two days before the time of the adjourned meeting.
6. Completion and return of the form of proxy will not preclude members from attending or voting in person at the meeting if they so wish.
7. As at 17 February 2014 (being the last business day prior to the publication of this notice) the Company's issued voting share capital consists of 32,725,855 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 17 February 2014 are 32,725,855.

EXPLANATORY NOTES TO THE RESOLUTIONS

ROUTINE BUSINESS

The following notes explain the items of routine business.

Resolution 1 (Receipt of reports and accounts)

The directors must lay the annual accounts and the respective reports of the directors and auditors before shareholders at an Annual General Meeting.

Resolution 2 (To approve the directors' remuneration report)

Shareholders are asked to approve the directors' remuneration report, which may be found in the annual report on pages 23 to 25. This resolution is an advisory one and no entitlement to remuneration is conditional on the resolution being passed.

Resolution 3 (Appointment of auditors)

At each general meeting at which accounts are laid before the members, the Company is required to appoint auditors to serve until the next such meeting. Grant Thornton UK LLP have indicated their wish to continue as the Company's auditors.

Resolution 4 (Agreement of auditors' remuneration)

The directors are seeking authority to agree the remuneration of Grant Thornton UK LLP as the Company's auditors.

SPECIAL BUSINESS

In addition to the routine business of the Company, there will be the following items of special business at the Annual General Meeting.

Resolution 5 (Appointment of Non Executive Chairman)

Appoint Dr James Dodd, as a director and Non Executive Chairman of the Company

Resolution 6 (Appointment of Non Executive Director)

Appoint Dr Tom Black, as a director and Non Executive of the Company

Resolution 7 (Authority to issue Ordinary Shares and waiver of Pre-emption Rights)

By resolution 7(a), you are asked to give the directors authority to allot share capital up to 15% of the maximum authorised share capital. This authority shall remain in force until the 2015 AGM or for 15 months (whichever is earlier).

By resolution 7(b), you are asked to give the directors authority to disapply the statutory pre-emption rights in favour of existing shareholders in respect of share allotments in the Company. This authority shall remain in force until the 2015 AGM or for 15 months (whichever is earlier).