



Registered in England and Wales with registered number 06425793

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Rex Bionics plc
to be held at 12.00pm
on Monday 18th November 2019
at the offices of Grant Thornton UK LLP
30 Finsbury Square, London EC2A 1AG

Whether or not you propose to attend the Annual General Meeting, please complete and submit the Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by the Registrars of the Company, Share Registrars Limited not later than 48 hours before the time of the holding of the Annual General Meeting.

REX BIONICS Plc

Registered in England and Wales with registered number 06425793

Directors
David Macfarlane
Susan Fraser

Registered Office
27/28 Eastcastle Street
London W1W 8DH

21 October 2019

LETTER FROM THE CHAIRMAN

Dear Shareholders,

Please find enclosed the Annual Report and Accounts of Rex Bionics plc ("the Company") for the year ended 31 March 2019 together with the Notice of the Company's Annual General Meeting and Proxy Form.

Annual General Meeting

The Company's Annual General Meeting will be held at 12.00pm on Monday 18 November 2019 at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG. The following resolutions will be proposed at the Annual General Meeting as Ordinary Resolutions:

Ordinary Resolutions

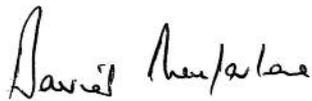
1. To receive the Report of the Directors and Financial Statements for the period ended 31 March 2019 together with the report of the auditors.
2. To re-appoint Grant Thornton UK LLP as auditors of the company and authorise the directors to fix their remuneration.
3. To re-appoint David Macfarlane as a Director of the Company.

Pursuant to the Articles of Association of the Company I will retire by rotation and stand for re-appointment as a Director.

Action to be Taken

A form of Proxy is enclosed for use in connection with the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of Proxy to the Company's registrars, Share Registrars Limited, as soon as possible but in any event so as to arrive not later than 12.00pm on 14 November 2019. The completion and return of a Form of Proxy will not preclude you from attending the meeting or speaking and voting in person should you subsequently wish to do so.

Yours,



David Macfarlane
Chairman



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Rex Bionics plc will be held at 12.00pm on Monday 18th November 2019 at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG at which the following resolutions will be proposed, all of which will be proposed as Ordinary Resolutions.

Ordinary Resolutions

1. To receive the Report of the Directors and Financial Statements for the period ended 31 March 2019 together with the report of the auditors.
2. To re-appoint Grant Thornton UK LLP as auditors of the company and authorise the directors to fix their remuneration.
3. To re-appoint David Macfarlane as a Director of the Company.

By Order of the Board

CARGIL MANAGEMENT SERVICES LIMITED
Company Secretary

21 October 2019

Registered Office:
27/28 Eastcastle Street
London W1W 8DH

Action to be Taken

A form of Proxy is enclosed for use in connection with the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of Proxy to the company's registrars, Share Registrars Limited, as soon as possible but in any event so as to arrive not later than 12.00pm on 14 November 2019. The completion and return of a form of Proxy will not preclude you from attending the meeting or speaking and voting in person.

NOTICE OF ANNUAL GENERAL MEETING *continued*

Notes

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares, in which case you should specify the number of shares in respect of which each proxy is entitled to exercise their rights. You may not appoint more than one proxy to exercise the rights attached to any one share. A corporate member is also entitled to authorise a person or persons to act as its representative or representatives at the meeting with the entitlement to exercise on behalf of the member the same powers as the member could exercise, if it were an individual member of the Company.
2. A form of proxy is enclosed for use at the above meeting. Completion and return of the form of proxy will not prevent a member from attending the meeting and voting in person. To be effective, the form of proxy, duly executed, must be lodged at the address shown on the form of proxy not later than 48 hours before the time of the meeting.
3. In order to have the right to attend and vote at the meeting (and also for the purpose of determining 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 at 12.00pm on 14 November 2019, being 48 hours (ignoring any part of any day that is not a working day) before the start of the Annual General Meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
4. As a member, you have the right to put questions at the meeting relating to the business being dealt with at the meeting. Any joint holder may vote at the meeting, either personally or by proxy, and if more than one are present the one whose name stands first in the Register shall be entitled to vote.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
6. The statement of the rights of members in relation to the appointment of proxies in the notes above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

REX BIONICS Plc

Registered in England and Wales with registered number 06425793

PROXY FORM

for the Annual General Meeting to be held on Monday 18th November 2019 at 12.00pm at
the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG

PLEASE PRINT IN BLOCK CAPITALS

I/We, the undersigned

of

being a member of the company hereby appoint the Chairman of the Meeting, or (note 3)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 12.00pm on
Monday 18th November 2019 at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG.

ORDINARY RESOLUTIONS	For	Against	Vote withheld	Discretionary
1. To receive the Report of the Directors and Financial Statements for the period ended 31 March 2019				
2. To re-appoint Grant Thornton UK LLP as auditors of the Company and authorise the Directors to fix their remuneration				
3. To re-appoint David Macfarlane as a Director of the Company				

Signature

(Notes 6 and 7)

Date

Please mark this box if you are appointing more than one proxy (Note 4)

PROXY FORM *continued*

Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
 - (c) received by Share Registrars Limited no later than 12.00pm on 14 November 2019
6. In the case of a member which is a company, this proxy 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.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
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. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting