

Sliema, September 30, 2019

Dear Shareholders,

Please find attached the notice for the annual general meeting of Visuray plc to be held on October 31, 2019 at 10:00. The meeting will be held at Visuray's office, Level 1, 375 Manwel Dimech Street, Sliema SLM 1058 Malta. Shareholders wishing to vote will need to do so by way of proxy and instruct their Bank to use the Proxy form at the end of this document. Proxies need to be received by 16:00 CET on October 28, 2019.

The purpose of the meeting is to

- 1) Approve the Audited Financial statements for the period ended Dec 31, 2018
- 2) Set the dividend at zero, based on the recommendation of the Board of Directors
- 3) Appointment of Auditors & remuneration of auditors
- 4) Increase the authorised share capital of the Company
- 5) Authorise the Board of Directors to issue new shares in the Company and restrict or withdraw pre-emption rights
- 6) Directors
 - a) Determine the period for which a director shall hold office
 - b) Election of Directors
 - c) Set remuneration at zero

Audited financial statements for 2018 will be posted on the company's website ahead of the AGM.

Please ensure that the proxy is handled by the bank holding your shares and any voting instructions must be communicated to your bank at the earliest convenience so that the bank can communicate this onward to the Malta Stock Exchange within the deadline. We recommend that you provide your bank with voting instructions as soon as possible.

Sincerely yours,

A handwritten signature in blue ink, appearing to read "Jean-Philippe Flament".

Jean-Philippe Flament
Chairman of the Board



VISURAY PLC
C 52031
375 Manwel Dimech Street, Sliema SLM 1058, Malta

NOTICE AND AGENDA OF ANNUAL GENERAL MEETING

NOTICE is hereby given to all the members of VISURAY PLC (“the Company”) in terms of Article 33 of the Company’s Articles of Association that the Company’s Annual General Meeting shall be held as follows for the transaction of the business specified hereunder:

Date: October 31, 2019

Time: 10:00 CEST

Place: Level 1, 375 Manwel Dimech Street, Sliema SLM 1058, Malta

The purpose of the meeting is to:

- 1) Approve the Audited Financial statements for the period ended Dec 31, 2018
- 2) Set the dividend at zero, based on the recommendation of the Board of Directors
- 3) Re-appoint Ernst & Young Malta Limited as auditors of the Company, and to authorise the board to fix their remuneration
- 4) Increase the authorised share capital of the Company
- 5) Authorise the Board of Directors to issue new shares in the Company and to restrict or withdraw pre-emption rights
- 6) Directors
 - a) Determine the period for which a director shall hold office
 - b) Election of Directors
 - c) Set remuneration at zero
- 7) Other matters

In this regard the Board is proposing the following extraordinary resolution:

“Resolved

1) That the authorised share capital of the Company be increased from twenty seven million five hundred thousand Euros (€27,500,000) divided into five hundred and fifty million (550,000,000) ordinary shares of a nominal value of five Euro cents (€0.05) each to thirty million Euros (€30,000,000) divided into six hundred million (600,000,000) ordinary shares of a nominal value of five Euro cents each (€0.05)

2) To authorise the Board of Directors and/or the Company Secretary to register with the Registrar of Companies in Malta, a revised and updated Memorandum and Articles of Association containing the changes approved in the Extraordinary General Meeting.



3)To authorise the Board of Directors of the Company to issue any shares in the Company up to the limit of the authorised share capital of the Company and to restrict or withdraw the right of pre-emption with respect to the issuance of new shares in the Company for cash consideration. This authorisation shall be valid for a period of five (5) years from the date of this resolution.”

Any member entitled to attend and vote at a general meeting of the Company may appoint another person as his proxy to attend and to vote in his stead and a proxy so appointed shall have the same right as that member to speak at the meeting and to demand a poll. Members who hold their shares at the close of business on October 25, 2019 at the latest (record date) are entitled to notice of and to vote at the Annual General Meeting or any adjournment or postponement thereof. The depositary-bank has to confirm that those shares were held at the close of business on October 25, 2019 (record date) by the member.

Members are kindly asked to register for the Annual General Meeting by October 28, 2019 through the institution that holds the shares on their behalf. Such instruction to then be communicated to the Malta Stock Exchange.

The proxy may be appointed by using the enclosed proxy form which is to be mailed or delivered to the registered address of the Company at 375 Manwel Dimech Street, Sliema SLM 1058, Malta. Shareholders may also opt to obtain their proxy form electronically from the website of Company – www.visuray.com

In order to be valid, the completed proxy shall be in writing and shall be registered at the Company’s office before the time for holding the meeting.

Shareholders wishing to participate at the general meeting by proxy are to complete in full all details required on the proxy form, and in particular, where the proxy is being filled in by hand, details should be completed clearly and in a legible manner.

A handwritten signature in blue ink, consisting of several overlapping loops and lines, positioned above the signature line.

By order of the Board of Directors

Date: September 30, 2019



Proxy Form

As shareholder of Visuray plc, I/we hereby appoint:

Name and Surname of Proxy

Passport/I.D. Card Number

Address

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as my proxy to attend and vote at the Annual General Meeting to be held on October 31, 2019 at Level 1, 375 Manwel Dimech Street, Sliema SLM 1058, Malta at 10.00am (CEST).

My proxy is authorised to vote: as he/she wishes as indicated on this proxy form.

VOTING PREFERENCES

	In Favour	Against
Approve the Audited Financial statements for the period ended Dec 31, 2018		
Declare a dividend of zero, based on the recommendation of the Board of Directors		
Re-appoint Ernst & Young Malta Limited as auditors of the Company, and to authorise the board to fix their remuneration		
Increase the authorised share capital of the company		
Authorise the Board of Directors to issue new shares in the Company and restrict or withdraw pre-emption rights		
To resolve that the period for which the current directors shall hold office shall terminate as at this Annual General Meeting and that the term of any director appointed hereafter shall terminate at the next Annual General Meeting of the Company.		
To elect the proposed Directors presented at the meeting		
Set the Directors' remuneration at zero		

Signature
(Shareholder Name in Block Letter)

Date

Attachment: Confirmation of shareholding by depository bank