

Dear Shareholders

ANNUAL GENERAL MEETING – VISURAY PLC

Please find attached the notice for the Annual General Meeting (AGM) of Visuray plc (the Company) to be held on Thursday 23 September at 10:00. Due to Covid-19 related restrictions, the meeting will be held at the offices of the Company Secretary at 168, St Christopher Street, Valletta VLT1467, Malta.

Shareholders wishing to attend and vote at the AGM will need to do so by way of proxy and instruct the financial institution holding their shares to issue the relevant proxy form found at the end of this document. We ask that proxies are sent in good time for the meeting and received by not later than 16:00 CEST on Monday 20 September 2021.

The purpose of the AGM is to:

- Consider the Annual Accounts and the reports of the directors and auditors for the year ended 31 December 2020
- Set dividends at zero in accordance with the recommendation of the Board of Directors
- Appointment of Directors
- Appointment of Auditors and the fixing of their remuneration
- Resolve to consolidate the share capital of the Company through a reverse split (share consolidation)

The audited financial statements for 2020 have been posted on the Company's website.

Please ensure that proxies are handled by the financial institution holding your shares through the regular Clearstream channel. Any voting instructions must be communicated to your financial institution at the earliest convenience for further forwarding to the Malta Stock Exchange (as the registered shareholder) within the deadline. We strongly recommend that you provide your financial institution with your 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



NOTICE AND AGENDA OF AN ANNUAL GENERAL MEETING

NOTICE is hereby given to all members of Visuray plc (the 'Company') in terms of Article 33 of the Company's Articles of Association that an ANNUAL GENERAL MEETING of the Company shall be held at 10:00 CEST on 23 September 2021 at 168, St Christopher Street, Valletta VLT1467, Malta (the 'Meeting').

General instructions and Record Date

To be entitled to attend and vote at the Meeting and for the Company to be able to determine the number of votes that may be cast, a shareholder must be entered in the Company's register of members or be indicated as a holder of shares in the register or records maintained by Clearstream (or any other relevant CSD) as at 17 September 2021 (the 'Record Date').

Any member entitled to attend and vote at a general meeting of the Company may appoint another person as his/her/their proxy to attend and vote in his/her/their stead, and a proxy so appointed shall have the same right as that member to speak at the meeting and to demand a poll.

Shareholders should consult their custodian/nominee about the process they must follow in order to submit their signed proxy forms and should ensure that their proxy form is submitted to the relevant CSD in good time for the Meeting for processing and onward transmission by SWIFT instruction through the Clearstream system to the Malta Stock Exchange (as issuer CSD). The final proxies issued by the registered member/s must be in writing and must be registered with the Company Secretary before the time for holding the Meeting.

Due to Covid-19 travel and other restrictions that may be in place at the time of the Meeting, we encourage you not to attend the Meeting in person, but to instead vote on all proposed resolutions in advance by appointing the Chairman of the Meeting as their proxy and completing the voting instructions sheet attached to this notice.

Note for CSDs only: Aggregated proxy data processed by Clearstream or any other CSD must be sent by the relevant CSD and received by the Malta Stock Exchange (as issuer CSD) by not later than Monday 20 September 2021. The Company must receive aggregated proxy data processed by the Malta Stock Exchange before the time appointed for the Meeting and any proxy data which is not received in time shall not be treated as valid.



Agenda

1. Opening of the Meeting
2. Appointment of the Chairman of the Meeting
3. Drawing up and approval of voting list
4. Determination of quorum and whether the Meeting has been duly convened
5. Approval of the Agenda
6. Presentation by the Chairman of the Company, including presentation of the Annual Accounts and the directors' and auditor's report
7. Vote on the following ordinary resolutions:
 - a. To consider the Auditor's Report and to approve the Audited Financial Statements of the Company for the financial year ended 31 December 2020
 - b. To declare a dividend of zero, based on the recommendation of the Board of Directors
 - c. To confirm and re-appoint Ernst & Young Malta Ltd as auditors of the Company and to authorise the Board of Directors to fix their remuneration
 - d. 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 re-appointed or appointed hereafter shall terminate at the next Annual General Meeting of the Company
 - e. To elect the proposed Directors presented at the Meeting
 - f. To set the Directors' remuneration at a maximum of €60,000 per annum per director and to resolve that the Board of Directors shall be authorised to set the details of the remuneration of each individual director
8. Vote on the following extraordinary resolutions:
 - a. To resolve to consolidate the share capital of the Company through a reverse split (share consolidation)

Information on Agenda and Proposed Resolutions

Agenda Item 2, Appointment of Chairman of the Meeting

In terms of Article 38 of the Articles of Association of the Company, the Chairman of the Company shall preside as Chairman of the Meeting. Should the Chairman of the Company not be present within 15 minutes after the appointed time, the Chairman of the Meeting shall be elected by the members present.

Agenda Item 7. e., Election of proposed Directors presented at the Meeting

The current directors are considering offering themselves up for re-appointment at the Meeting. A final list of directors up for election will be presented at the Meeting.

Agenda Item 8. a., Resolution to consolidate the share capital of the Company

The Company's authorised share capital is currently set at €40,000,000 divided into 800,000,000 'A' Ordinary Shares of a nominal value of €0.05 each. The Company has issued 752,565,032 'A' Ordinary Shares as at the date of this notice.



To ensure that the Company remains attractive to investors and in order to have the option to list the Company on an exchange, the Board of Directors propose that the Meeting resolves to re-designate the authorised and issued share capital of the Company by consolidating every 20 'A' Ordinary Shares of a nominal value of €0.05 each into 1 'A' Ordinary Share of a nominal value of €1 by passing the following extraordinary resolution:

"To re-designate the authorised share capital of the Company by consolidating every twenty (20) 'A' Ordinary Shares of a nominal value of five Euro cents (€0.05) each into one (1) 'A' Ordinary Share of one Euro (€1) and to replace Clause 5.1 of the Memorandum of Association of the Company with the following wording: The authorised share capital of the Company is forty million Euros (€40,000,000) divided into forty million (40,000,000) 'A' Ordinary Shares of a nominal value of one Euro (€1) each.

To re-designate the fully paid up issued share capital of the Company by consolidating every twenty (20) issued 'A' Ordinary Shares of a nominal value of five Euro cents (€0.05) each into one 'A' Ordinary Share of a nominal value of one Euro (€1).

Should the re-designation of shares result in any shareholder being entitled to a fractional shareholding, such fraction shall be rounded up to the nearest whole new share and any increase in the issued share capital as a result of the re-designation rounding up shall be paid out of the share premium account of the Company.

The Board of Directors of the Company is hereby authorised to file a resolution with the Malta Business Registry as soon as the final number of new shares has been calculated and recorded by the Company Secretary of the Company in accordance with the shares held by each shareholder as confirmed by the relevant depositary bank/CSD at the close of business today.

The re-designation shall take effect as soon as the final number of new shares has been calculated and recorded by the Company Secretary and the filing of the Board of Directors Resolution to this effect with the Malta Business Registry in accordance with the Malta Companies Act.

The Company shall close the Company's Register of Members as at today's date until the final number of new shares has been calculated and no new particulars may be entered in the Register of Members until the Board of Directors of the Company files the relevant resolution regarding the re-designation of shares with the Malta Business Registry.

The Board of Directors and/or the Company Secretary is hereby authorised to register a revised and updated Memorandum and Articles of Association containing the changes thereto as a result of the resolution/s approved at this Meeting".

Sincerely yours

A handwritten signature in blue ink, appearing to be "Jean-Philippe Flament", written over a light blue circular stamp or watermark.

Jean-Philippe Flament
Chairman of the Board



PROXY FORM

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

Name and Surname of Proxy: _____

Passport/ID Card Number of Proxy: _____

Address of Proxy: _____

as my/our proxy to attend and vote at the Annual General Meeting of the Company to be held on 23 September 2021 at 168, St Christopher Street, Valletta VLT1467, Malta at 10:00 CEST and at any adjournment or postponement thereof.

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

VOTING PREFERENCES

Agenda Item	In Favour	Against
7.a. To consider the Auditor's Report and to approve the Audited Financial Statements of the Company for the financial year ended 31 December 2020		
7.b. To declare a dividend of zero, based on the recommendation of the Board of Directors		
7.c. To confirm and re-appoint Ernst & Young Malta Ltd as auditors of the Company and to authorise the Board of Directors to fix their remuneration		
7.d. 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 re-appointed or appointed hereafter shall terminate at the next Annual General Meeting of the Company		
7.e. To elect the proposed Directors presented at the Meeting		
7.f. To set the Directors' remuneration at a maximum of €60,000 per annum per director and to resolve that the Board of Directors shall be authorised to set the details of the remuneration of each individual director		
8.a. To resolve to consolidate the share capital of the Company through a reverse split (share consolidation)		

Signature:

Date:

Name in block letter:

Attachment: Confirmation of shareholding by depository bank