

Sliema, May 22th 2015

Dear Shareholders,

Please find attached the notice for the annual general meeting of Visuray plc to be held on June 25, 2015 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 June 23, 2015.

The purpose of the meeting is to

- 1) Approve the Audited Financial statements for the period ended Dec 31, 2013
- 2) Set the dividend at zero, based on the recommendation of the Board of Directors
- 3) Appointment of Auditors & remuneration of auditors
- 4) Approve the issuance options to Thor Haugnaess
- 5) Approve the issuance of options to Jean-Philippe Flament
- 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 2014 will be posted on the company's website ahead of the AGM.

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 26 of the Company’s Articles of Association for the Company’s Annual General Meeting shall be held as follows for the transaction of the business specified hereunder:

Date: June 25, 2015

Time: 10:00 CET

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, 2014
- 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) Approve the issuance options to Thor Haugnaess
- 5) Approve the issuance of options to Jean-Philippe Flament
- 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

With respect to item 4) and 5) above the Board has in the past allocated options to Thor Haugnaess and Jean-Philippe Flament for the work they undertake as part of the executive committee and their extensive involvement in supporting subsidiaries of the group. The Board has decided that any new and future allocation of options be decided upon by the members. The members are asked to vote on whether to approve a grant of 1,250,000 options to Thor Haugnaess and 2,750,000 options to Jean-Philippe Flament in respect of their services for the year 2015. The options to have a strike price of Euro 1.85/share and a five-year exercise period starting from the date the AGM. The options would vest immediately.

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 June 19, 2015 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 June 19, 2015 (record date) by the member.



Members are kindly asked to register for the Annual General Meeting by June 23, 2015 at Visuray Plc, 375 Manwel Dimech Street, Sliema SLM 1058, Malta E-mail: jp.flament@visuray.com Fax: +356 2122 7667

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: May 22, 2015



Proxy Form

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

Name and Surname of Proxy

Passport/I.D. Card Number

Address

as my proxy to attend and vote at the Annual General Meeting to be held on June 25, 2015 at Level 1, 375 Manwel Dimech Street, Sliema SLM 1058, Malta at 10.00am (CET).

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

VOTING PREFERENCES

	In Favour	Against
Approve the Audited Financial statements for the period ended Dec 31, 2014		
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		
Approve the issue of 2,750,000 options to Jean-Philippe Flament		
Approve the issue of 1,250,000 options to Thor Haugnaess		
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.		
Elect Thor Kristian Haugnaess as Director		
Elect Jean-Philippe Flament as Director		
Elect Tore Hansen-Tangen as Director		
Elect Franck Biancheri as Director		
Elect Boris Ivanov as Director		



Elect Ondine de Rothschild as Director		
Set the Directors' remuneration at zero		

Signature
(Shareholder Name in Block Letter)

Date

Attachment: Confirmation of shareholding by depository bank