

Sliema, May 25, 2020

Dear Shareholders,

Please find attached the notice for an extraordinary general meeting of Visuray plc to be held on June 22, 2020 at 10:00. Due to Covid-19 related travel restrictions, the meeting will be held at the offices of the company secretary office, 168 St Christopher Street, Valletta VLT 1467, 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 19, 2020.

The purpose of the meeting is to

- 1) Increase the authorised share capital of the Company
- 2) Authorise the Board of Directors to issue new shares in the Company and restrict or withdraw pre-emption rights

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**

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## **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 for an Extraordinary General Meeting to be held as follows for the transaction of the business specified hereunder:

Date: June 22, 2020

Time: 10:00 CET

Place: 168 St Christopher Street, Valletta, Malta

The purpose of the meeting is to:

- 1) Increase the authorised share capital of the Company
- 2) Authorise the Board of Directors to issue new shares in the Company and restrict or withdraw pre-emption rights
- 3) Other matters

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

“Resolved

1) That the authorised share capital of the Company is increased from thirty million Euros (Euro 30,000,000) divided into six hundred million (600,000,000) ordinary shares of a nominal value of five Euro cents (Euro 0.05) each to thirty five million Euros (Euro 35,000,000) divided into seven hundred million (700,000,000) ordinary shares of a nominal value of five Euro cents each (Euro 0.05)

2) To authorise the Board of Directors to issue any shares in the Company up to the limit of the authorised share capital of the Company and to restrict or withdraw any pre-emption rights. The authorisation shall be valid for a period of five (5) years from the date of this resolution and may be renewed for further periods of five (5) years each.

3) 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.”

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 18, 2020 at the latest (record date) are entitled to notice of and to vote at the Extraordinary 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 18, 2020 (record date) by the member.



Members are kindly asked to register for the Extraordinary General Meeting by June 19, 2020 through the institution that holds the shares on their behalf. Such instruction to then be communicated to the Malta Stock Exchange.

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 a long horizontal stroke extending to the right.

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By order of the Board of Directors

Date: May 25, 2020



## Proxy Form

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

Name and Surname of Proxy

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Passport/I.D. Card Number

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Address

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as my proxy to attend and vote at the Extraordinary General Meeting to be held on June 22, 2020 at 168 St Christopher Street, Valletta VLT 1467, Malta at 10.00am (CET) and any adjournment or postponement thereof.

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

### VOTING PREFERENCES

	In Favour	Against
To resolve to increase the authorised share capital of the company		
To authorise the Board of Directors to issue new shares in the Company up to the limit of the authorised share capital and restrict or withdraw any pre-emption rights		
To authorise the Board of Directors and/or the Company Secretary to register the revised and updated M+A with the Registrar of Companies		

Signature  
(Shareholder Name in Block Letter)

Date

Attachment: Confirmation of shareholding by depository bank