

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 Friday 29 December 2023 at 09:00. 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 Thursday 28 December 2023.

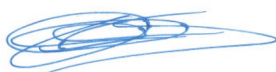
The purpose of the AGM is to:

- Consider the Annual Accounts and the reports of the directors and auditors for the year ended 31 December 2022
- Set dividends at zero in accordance with the recommendation of the Board of Directors
- 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
- Appointment of Directors
- Appointment of Auditors and the fixing of their remuneration

The audited financial statements for 2022 will be posted within a week 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 on 29 December 2023 at 09:00 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 23 December 2023 (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 before 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.

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 Thursday 28 December 2023. 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. Determination of quorum and whether the Meeting has been duly convened
3. Appointment of the Chairman of the Meeting
4. Drawing up and approval of voting list
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 2022
 - 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 €80,000 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 proposed by the Board:

"Resolved

a) That the authorised share capital of the Company is increased from forty-five million Euros (Euro 45,000,000) divided into forty-five million (45,000,000) 'A' ordinary shares of a nominal value of one Euro (Euro 1.00) each to sixty-five million Euros (Euro 65,000,000) divided into sixty-five million (65,000,000) 'A' ordinary shares of a nominal value of one Euro each (Euro 1.00).

b) 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.

c) 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."

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 except for Mr. Scott Heck 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 7. f., Remuneration of the Board

Please note that the Directors are not remunerated for the work they do as Directors of Visuray plc in cash but by way of either an allocation of shares or the granting of options.



Agenda Item 8, Extraordinary Resolutions.

As the Company is working towards a large private placement of its shares and a possible IPO, the Board is starting to make the relevant changes to its Article of Association that will be required to accommodate such a placement. The Company also needs short term funding and this change is required to allow for the Company to get this required funding.

Sincerely yours

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke at the bottom.

Jean-Philippe Flament
Chairman of the Board



PROXY FORM

As shareholder of Visuray plc, 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 29 December 2023 at 168, St Christopher Street, Valletta VLT1467, Malta at 09:00 CET 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 2022		
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 €80,000 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 increase the authorised share capital of the Company, as per proposed text		
8.b. To authorise the Board of Directors to issue shares and restrict or withdraw pre-emption rights, as per proposed text		
8.c. To authorise the Board of Directors and/or the Company Secretary to register a revised M+A, as per proposed text		



Signature:

Date:

Name in block letter:

Attachment: Confirmation of shareholding by depository bank