

Sliema, 6<sup>th</sup> August 2014

Dear Shareholders,

Please find attached the notice for the annual general meeting of Visuray plc to be held on September 9, 2014 at 09:00. 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 use the Proxy form at the end of this document. Proxies need to be received by 16:00 CET on September 5, 2014.

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) 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 2013 are available on the company's website.

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 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: Sept 9, 2014

Time: 09:00 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, 2013
- 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 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 is increased from six million Euros



(€6,000,000) divided into one hundred twenty million (120,000,000) ordinary shares of a nominal value of five Euro cents (€0.05) each to seven million five hundred thousand Euros (€7,500,000) divided into one hundred fifty million (150,000,000) ordinary shares of a nominal value of five Euro cents each (€0.05)

- 2.) That the Board of Directors is authorised to issue any shares in the Company up to the limit of the authorised share capital of the Company. Furthermore, the Board of Directors is authorised to restrict or withdraw the right of pre-emption with respect to the issuance of new shares in the Company for consideration in cash. Such authorisation shall be valid for a maximum period of five (5) years from the date of this resolution.
- 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 September 1, 2014 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 September 1, 2014 (record date) by the member.

Members are kindly asked to register for the Annual General Meeting by September 5, 2014 at Visuray

Plc, 375 Manwel Dimech Street, Sliema SLM 1058, Malta E-mail: [jp.flament@visuray.com](mailto: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](http://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 a long horizontal stroke at the end.

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By order of the Board of Directors  
Date: August 6, 2014



## 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 September 9, 2014 at Level 1, 375 Manwel Dimech Street, Sliema SLM 1058, Malta at 9.00am (CET).**

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, 2013		
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 to Euro 7,500,000.00		
Authorize 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 authorise the Board of Directors to restrict or withdraw the right of pre-emption with respect to the issuance of new shares in the Company for consideration in cash. Such authorisation shall be valid for a maximum period of five (5) years from the date of this resolution and 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.		
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 Marie-Laurence Mora 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