



Advanced Medical Solutions Group plc

Notice of the 2021 Annual General Meeting

Notice of the twenty-seventh Annual General Meeting ('AGM') of Advanced Medical Solutions Group plc (the 'Company'), to be held at 11:00 am on Tuesday 8 June 2021, is set out on pages 6 and 7 of this document. Your attention is drawn to the letter from the Company's Chairman on page 2 of this document. **Given ongoing public health considerations, you are strongly advised not to attend the meeting in person.**

Please complete and submit a proxy appointment form or electronic proxy appointment instruction by 11am on Friday 4 June 2021 in accordance with the notes to the Notice of AGM set out on page 7.

We are closely monitoring the ongoing impact of the COVID-19 pandemic and any changes in the public health guidance. If any changes are required to the format and/or the arrangements for the 2021 AGM after the date of this Notice, we will notify shareholders as soon as practicable. We encourage shareholders to monitor the Company's website (<https://www.admedsol.com/investor-relations/shareholder-information/agm>) and RNS alerts for any updates.

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you are recommended immediately to seek your own financial advice from your stockbroker, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser. If you have sold or transferred all of your shares in Advanced Medical Solutions Group plc, please send this document and any accompanying documents as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Letter from the Chairman

Advanced Medical Solutions Group plc

Premier Park
33 Road One
Winsford
Cheshire
CW7 3RT

Dear Shareholder,

2020 Annual Report and Accounts and AGM

I am pleased to report that Advanced Medical Solutions Group plc's Annual Report and Accounts for the year ended 31 December 2020 (Report of the Directors and the Financial Statements of the Company) and Notice of AGM have now been published.

A copy of the 2020 Annual Report is enclosed. The document can also be accessed via the investors' section of our website (www.admedsol.com/investor-relations). The results of the AGM will be announced to the London Stock Exchange and placed on the Group's website, in the usual way, as soon as practicable after the conclusion of the AGM.

Covid-19/AGM

The Board continues closely to monitor the coronavirus pandemic and our priority at this time remains the health, safety and well-being of all of our stakeholders. As part of its monitoring, the Board has noted, in particular, the gradual easing of public health restrictions across England in line with the government's "COVID-19 Response – Spring 2021" roadmap published in February 2021. Based on that roadmap and associated guidance, it is currently anticipated that attendance in person at the meeting will not be unlawful. It is therefore intended that the Directors will be present in person at the AGM, observing relevant social distancing guidelines in place on the date of the meeting. However, given ongoing public health considerations, you are strongly encouraged not to attend the meeting in person.

Instead, you are strongly encouraged to appoint the Chairman of the meeting as your proxy and to give your instructions on how you wish the Chair to vote on the proposed resolutions. This will ensure that your votes will be counted if ultimately you (or any other proxy who you might otherwise appoint) are not able, or do not wish, to attend the AGM in person.

Information on how to appoint a proxy can be found in the Notes to the Notice of AGM on page 7. To be valid, your proxy appointment must be received at the address for delivery specified in the Notes no later than 11.00am on Friday 4 June. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions set out in the Notice of AGM.

Appointing the Chair of the meeting as your proxy will not prevent you from attending the meeting and voting in person if you wish to do so (and if attendance in person is permitted under applicable public health restrictions and guidance).

However, I strongly encourage you not to attend the AGM in person.

Any shareholder who nonetheless wishes to attend the AGM in person is asked to register their intention to do so as soon as practicable. This should be done by notifying the Company by completing and returning the proxy form to LINK Asset Services as outlined on the Proxy form. Any shareholders attending in person will be expected to adhere to any special arrangements and safety measures which the Company may put in place on the day.

Change of circumstances

The Board recognises that the coronavirus pandemic is an evolving situation and that it may be necessary to modify our AGM arrangements further in the coming weeks. The arrangements are therefore subject to change, including at short notice, if circumstances and/or public health guidance changes. If restrictive Government measures on travel or public gatherings, or 'stay at home' measures, will be in place on the date of the AGM, the meeting will be scaled-back accordingly. This may mean that not all Directors are present in person at the meeting and that you (and anyone other than the Chairman who is appointed as a proxy) may not be permitted to attend the meeting in person.

The Board therefore recommends that you monitor the Company's announcements for any updates and register to receive our RNS alerts at www.admedsol.com/investor-relations/alert-service.

Recommendation

The Board is committed to the principles of good corporate governance and reports against the 2018 UK Corporate Governance Code (Code). As a result, in 2021 we will put all Directors forward for re-election. We have also addressed certain corporate governance principles in the explanatory notes, including Board appointments and the tenure of Penny Freer.

In accordance with the Code, the Group is continuing the process of recruiting further Non-Executive Directors as part of the plan for Board refreshment. This process started with the retirement of Peter Steinmann at the 2020 AGM, will progress with the retirement of Steve Bellamy from the Board at the upcoming 2021 AGM and will continue over the next two years. The Board would like to thank Steve for his significant contribution to the success of AMS over the last fourteen years. Grahame Cook will become Chairman of the Audit Committee. We will ensure that new Non-Executive Directors are appointed in a timely manner to allow for a smooth and effective handover.

You will find on pages 3 to 5 of this document the explanatory notes in relation to the various resolutions which are set out in the Notice of AGM. The Board considers that each of these resolutions is in the best interests of the Company and its shareholders as a whole. Accordingly, all Directors intend to vote in favour of each resolution in respect of their own beneficial holdings (with the exception of resolutions relating to their own re-appointment). The Directors unanimously recommend that shareholders vote in favour of all the proposed resolutions.

The Board would like to thank all shareholders for their continued support and understanding in these exceptional circumstances.

Yours sincerely

Peter Allen
Chairman

Explanatory Notes to the Business of the AGM

Notes on Ordinary Business

Resolution 1: Report of the Directors and the Financial Statements of the Company

The Companies Act 2006 requires the Directors of the Company to lay before the shareholders in general meeting copies of its annual accounts, the Strategic Report, the Directors' Report and the Independent Auditors' Report on those accounts in respect of each financial year. In accordance with best practice, the Company proposes, as an Ordinary Resolution, a resolution to receive the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2020.

Resolution 2: Approval of Directors' Remuneration Report

As a matter of good corporate governance, the Company has elected to seek shareholder approval at this AGM (and at each subsequent AGM), by way of Ordinary Resolution, for the part of its Directors' Remuneration Report which describes how the Company's Directors' remuneration policy has been implemented during the previous financial year. The relevant part of the Directors' Remuneration Report is set out on pages 66 to 76 of the 2020 Annual Report. Please note that this vote is advisory only and does not affect the historical remuneration paid to any individual Director.

Resolution 3: Auditor's reappointment and remuneration

At or before each general meeting at which the Report of the Directors and Financial Statements of the Company for a financial year are laid, the Company is required to appoint auditors to serve for the following financial year. Deloitte LLP have indicated their willingness to continue as the Company's auditors. Resolution 3 is an Ordinary Resolution to reappoint them and give the Directors discretion to determine the auditor's remuneration.

Resolutions 4 to 8: Election and re-election of Directors

In accordance with the Company's Articles of Association, one-third of the Directors must stand for re-election by shareholders annually in rotation. However, to underline their accountability to shareholders and the Board's commitment to the Code and wider corporate governance principles, the Board have decided that all Directors will stand for re-election at this AGM and every subsequent AGM. Steve Bellamy will retire from the Board this year and will not put himself forward for re-election at the upcoming AGM.

The Code requires that the Board should set out why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success. These details are set out below, together with brief biographical details and that we believe shareholders should vote in favour of the re-election of each Director. Any Corporate Governance issues impacting each Director are also addressed.

The Board believes that all the Executive and Non-Executive Directors who are currently serving on the Board and are seeking re-election this year, continue to be effective, make a positive contribution to the Board and demonstrate commitment to their roles.

Resolution 4: Peter Allen – Chairman

Peter Allen has extensive experience in the healthcare industry, having held key senior positions in a number of companies and playing a significant role in their development. This includes 12 years at Celltech Group plc (1992–2004) as CFO and Deputy CEO, six years as Chairman (2007–2013) of ProStrakan Group plc (Interim CEO 2010–11), three years as Chairman of Proximagen Neurosciences plc (2009–12) and five years as Chairman at Diurnal plc (2015–2020). He is a qualified Chartered Accountant.

Peter and AMS are aware of the corporate governance requirements in relation to the number of Board appointments. In this regard, Peter stepped down as Chairman of Diurnal plc in 2020 which helps to meet those requirements.

In his role as Chairman, Peter attended all Board meetings during 2020. Peter is not a member of the Audit Committee in line with Best Practice.

Resolution 5: Penny Freer – Senior Non-Executive Director

Penny Freer joined the Board of AMS in March 2010. With 25 years' experience in investment banking, she was formerly Head of Equities for Robert W Baird in London and prior to this held senior positions at Credit Lyonnais and NatWest Markets.

Penny Freer, despite her tenure in excess of the nine-year limit outlined in Code Provision 10, is considered to be independent of character and judgement, qualities which are exhibited through her contribution to Board meetings and Chairmanship of the Remuneration Committee. In addition, Penny has extensive experience of the Company and undertakes ongoing training and development to maintain relevant knowledge and expertise. The Board rigorously self assesses performance, with a focus on independence and commitment, and believes that she will continue to add value. As a result, the Company complies with Code Provision 24, requiring it to have at least two independent Non-Executive Directors.

The succession plan being implemented will allow for the smooth and effective handover in respect of Committee Chairmanships. The Board will pay due consideration to the diversity of the Board and consider the requirements of the Hampton-Alexander review when refreshing the Board. Penny attended all Board and Committee meetings in 2020. Penny was appointed as the designated Non-Executive Director for Workforce Engagement in 2020 in accordance with Code Provision 5.

Explanatory Notes to the Business of the AGM continued

Notes on Ordinary Business continued

Resolution 6 – Grahame Cook

Grahame Cook has 18 years' experience in investment banking in global equity capital markets and M&A and corporate advisory. He advised the London Stock Exchange on the creation of TechMark, the specialist segment of the Main Market focusing on innovative technology and healthcare companies and has healthcare experience, most recently as a Non-Executive Director of Morphogenesis Inc and Chairman of Sinclair Pharma plc. He also held Board positions at Horizon Discovery plc, MDY Healthcare plc and Crawford Healthcare Holdings Limited. He is a qualified Chartered Accountant.

Grahame Cook was appointed to the Board on 1 February 2021 and will become Chairman of the Audit Committee following the AGM. Grahame worked with Steve Bellamy and management on the year-end audit, Annual Report and Internal Audit plan to help ensure a smooth transition.

Resolutions 7 and 8: Chris Meredith – Chief Executive Officer / Eddie Johnson – Chief Financial Officer

Chris Meredith joined AMS as Group Commercial Director in July 2005 following a successful 18-year career in international healthcare sales, marketing and business development. His experience covered business-to-business contract manufacturing, product development and clinical research, as well as branded product sales all within the medical device, pharmaceutical or consumer healthcare markets. Chris has previously held senior positions at Smiths Industries, Cardinal Health, Banner Pharmacaps, and Aster Cephac. He was appointed Managing Director of Advanced Woundcare in February 2008, became Chief Operating Officer in January 2010 and was appointed as Chief Executive Officer in January 2011.

Eddie Johnson joined AMS in October 2011 and was appointed Group Financial Controller in November 2012. Prior to this he gained a first class degree in Maths and Computer Science from Keele University in 1993 and qualified as a Chartered Accountant in 1996. Since moving into the industry in 1996 Eddie has held a number of senior finance roles in various industry sectors including, more recently, Head of Commercial Finance at Norcros plc and Western European Financial Controller for Sumitomo Electrical Wiring Systems. Eddie was appointed as Chief Financial Officer in January 2019.

Resolution 9: Declaration of a final dividend

The Directors recommend a final dividend of 1.20p per Ordinary Share. If approved by Ordinary Resolution of the shareholders, the dividend will be paid on 18 June 2021 to shareholders on the register at close of business on 28 May 2021.

Notes on Special Business

Resolution 10: Authority to allot Ordinary Shares and other relevant securities

This Resolution would give the Directors the authority to allot Ordinary Shares up to an aggregate nominal amount equal to £3,591,221 (representing 71,824,429 Ordinary Shares of 5p each). This amount represents approximately one-third of the issued Ordinary Share capital of the Company as at 31 March 2021, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the conclusion of the Annual General Meeting of the Company held in 2022 or, if earlier, 15 months after the passing of the resolution. While the Directors have no present intention of issuing any of the authorised but unissued share capital, it is considered prudent and appropriate to maintain the flexibility that this authority provides.

Resolution 11: Disapplication of Pre-emption Rights

Your Directors also require additional authority from shareholders to allot shares or grant rights over shares or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders in proportion to their existing holdings. Accordingly, Resolution 11 will be proposed as a Special Resolution to grant such authority. Apart from rights issues, open offers or any other pre-emptive offer as mentioned, the authority will be limited to the issue of shares and sales of treasury shares for cash up to an aggregate nominal value of £1,077,366 (being 10% of the Company's issued Ordinary Share capital at 31 March 2021, the latest practicable date prior to publication of this Notice). This is in keeping with the extent for which such authority has been sought and given at each previous Annual General Meeting of the Company since 2006.

Allotments made under the authorisation in paragraph (a) of Resolution 11 would be limited to allotments by way of a rights issue only (subject to the right of the Directors to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

If given, this authority will expire at the conclusion of the Annual General Meeting of the Company held in 2022 or, if earlier, 15 months after the passing of the Resolution.

Resolution 12: Purchase by the Company of its own shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares. Under Section 701 of the 2006 Act, the Directors of a Company may make market purchases of that Company's shares if authorised to do so. Your Directors believe that granting such approval would be in the best interests of shareholders in allowing Directors the flexibility to react promptly to circumstances requiring market purchases.

Accordingly, Resolution 12, which will be proposed as a Special Resolution, will give the Directors the authority to purchase issued shares of the Company under Section 701 of the 2006 Act.

The authority contained in this Resolution will be limited to an aggregate nominal value of £538,683 (representing 5% of the issued Ordinary Share capital of the Company as at 31 March 2021, the latest practicable date prior to publication of this Notice, representing 10,773,664 Ordinary Shares of 5p each). The price which may be paid for those shares is also restricted as set out in the Resolution.

This authority will expire at the conclusion of the Annual General Meeting of the Company held in 2022 or, if earlier, 15 months after the passing of the Resolution.

The Board has no present intention of exercising this authority. However, this will be kept under review, and the Board will use this power only if and when, taking account of market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Group, they believe that the effect of such purchases will be in the best interests of shareholders generally and that they will result in an increase in earnings per share.

Shares purchased under this authority may be held as treasury shares. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. Shares held in treasury in this way can be sold for cash or cancelled. This would allow the Company to manage its capital base more effectively and to replenish its distributable reserves.

If and when the Board resolves to exercise its authority to make market purchases, it will at that time decide whether shares purchased are to be cancelled or held in treasury.

As at 31 March 2021, the latest practicable date prior to publication of this Notice, there were share options outstanding over Ordinary Shares, representing 3% of the Company's issued Ordinary Share capital. The Company has no warrants in issue in relation to its shares. If the buyback authority was to be exercised in full, these options would represent 3.1% of the Company's ordinary issued share capital.

Notice of 2021 AGM – Advanced Medical Solutions Group plc

Notice is hereby given that the twenty-seventh Annual General Meeting of the Company will be held at 11.00 am on 8 June 2021 at Guildhall Room, 85 Gresham Street, London, EC2V 7NQ for the following purposes:

As Ordinary Business:

1. To receive the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2020 (together with the Report of the Auditor thereon).
2. To approve the Directors' Remuneration Report for the year ended 31 December 2020.
3. To re-appoint Deloitte LLP as Auditor and to authorise the Directors to fix their remuneration.
4. To re-elect Peter Allen as a Director of the Company.
5. To re-elect Penny Freer as a Director of the Company.
6. To elect Grahame Cook as a Director of the Company.
7. To re-elect Chris Meredith as a Director of the Company.
8. To re-elect Eddie Johnson as a Director of the Company.
9. To declare a final dividend of 1.20p per Ordinary Share, payable on 18 June 2021 to shareholders on the register at close of business on 28 May 2021.

As Special Business:

To consider and, if thought fit, to pass Resolution 10, which will be proposed as an Ordinary Resolution, and Resolutions 11 and 12, which will be proposed as Special Resolutions.

10. To authorise the Directors generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (each an allotment of 'relevant securities') up to an aggregate nominal amount of £3,591,221 provided that this authority is for a period expiring upon the earlier of the date of the Company's next Annual General Meeting and 15 months after the date of the passing of this Resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all subsisting authorities, to the extent unused.

11. Subject to the passing of Resolution 10 above, to authorise the Directors pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) wholly for cash pursuant to the authority conferred by Resolution 10 above as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;
 - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £1,077,366; and
 - (c) which shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months after the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

12. That the Company is hereby generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of any of its Ordinary Shares of 5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 10,773,664;
 - (b) the minimum price which may be paid for each Ordinary Share is 5p which amount shall be exclusive of expenses, if any;
 - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall not be more than 5% above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
 - (d) unless previously renewed, revoked or varied, this authority shall expire upon the earlier of the date of the Company's next Annual General Meeting and 15 months after the date of the passing of this Resolution; and
 - (e) under this authority the Company may make a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired.
- By order of the Board.
- Owen Bromley**
Company Secretary
12 April 2021
- Registered office:
Premier Park, 33 Road One, Winsford Industrial Estate,
Winsford, Cheshire, CW7 3RT.

Notes

1. A member entitled to vote at the meeting convened by this Notice may appoint a proxy in his place. A holder of more than one Ordinary Share may appoint different proxies in relation to each or any of those Ordinary Shares.
2. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy notice must be given to the Company's Registrars not later than 11.00am on Friday 4 June.
3. A proxy does not need to be a member of the Company. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out at Note 1 of the proxy form.
4. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
5. A form of proxy is enclosed for use by members. To be effective, it must be completed and arrive not later than 11.00am on Friday 4 June at Link Group, PXS, 10th Floor, Central Square, 20 Wellington Street, Leeds, LS1 4DL.
6. The Register of Directors' Interests in the shares of the Company will be available for inspection at the registered office of the Company in the usual way.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at close of business on 4 June 2021 shall be entitled to vote ahead of the aforesaid Annual General Meeting in respect of the number of shares registered in their names at that time. Changes in the entries in the relevant register of Securities after close of business on 4 June 2021 shall be disregarded in determining the rights of any person to vote ahead of the meeting.



Advanced Medical Solutions Group plc

Registered Office:

Premier Park, 33 Road One
Winsford Industrial Estate
Winsford, Cheshire, CW7 3RT

Company Number: 2867684

Tel: +44 (0)1606 863500

Fax: +44 (0)1606 863600

e-mail: info@admedsol.com

www.admedsol.com