

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Remote Monitored Systems plc (“RMS” or the “Company”), please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



(Incorporated in England and Wales as a public limited company under number 9109008)

AMENDED NOTICE OF 2019 ANNUAL GENERAL MEETING

Amended Notice of the Annual General Meeting of the Company to be held at the offices of Peterhouse Capital Limited, 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LD on 29 July 2019 at 10.30am (the “AGM”) is set out on pages at the end of this document. A form of proxy is also attached at the end of this document for use in connection with the AGM. Forms of proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and in any event so as to be received by 10.30am on 25 July 2019.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2019
Dispatch of this Document	8 July
Latest time and date for receipt of Proxy Forms for GM	25 July



Registered Office:
Tintagel House, London Road,
Kelvedon,
Colchester CO5 9BP

LETTER FROM THE CHAIRMAN OF REMOTE MONITORED SYSTEMS PLC

8 July 2019

To Shareholders and, for information only, to Option Holders

AMENDED Notice of Annual General Meeting

Dear Shareholder,

I am writing to give you details of the resolutions to be proposed at the Company's Annual General Meeting which is to be held at 10.30am on 29 July 2019 at the offices of the offices of Peterhouse Capital Limited, 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LD (the "AGM"). The resolutions are set out in the Notice of Annual General Meeting on pages 5-7 of this document.

Ordinary business at the AGM

Resolution 1: Company's annual accounts

The Board presents for receipt and adoption the Company's annual accounts for the financial year ended 31 December 2018, together with the Directors' Report and Auditors' Report on those accounts.

Resolution 2: Re-election of Director

The Board recommends the re-election by rotation of **Nigel John Burton** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-election as a director.

Resolution 3: Auditors' reappointment and remuneration

This resolution relating to the auditors' re-appointment and remuneration constitutes usual business for the AGM.

Special business at the AGM

Resolution 4: Section 551 authority

This is an ordinary resolution authorising the Directors to allot relevant securities up to an aggregate nominal amount of £2,000,000. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the Company's next Annual General Meeting following this meeting or 30 June 2020, whichever is the earlier.

Resolution 5: Section 570 authority and dis-application of Section 561(1)

This is a special resolution authorising the Directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 4 above. This will allow the Board to allot shares without recourse to the Company's shareholders so that it can move quickly from time to time as it deems appropriate. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2020, whichever is the earlier.

Resolution 6: Issue of Convertible Loan Notes and Equity

This is an ordinary resolution authorising the Directors to convert Directors' fees of £94,957.72 into 21,101,715 Ordinary Shares of the Company at a conversion price of 0.45p (5,333,333 shares to be issued to Mr. Trevor Brown, and 15,768,382 to Mr. Paul Ryan) and to issue £100,000.00 12 month Convertible Loan Notes, at a

conversion price 0.45p and with a 6% Payment in Kind ("PIK") coupon, both in Ordinary Shares, to the Directors allocated as follows and subject always to the authorities granted under Resolution 4 or any replacement thereof.

Director	£
Mr Trevor Brown (Executive Director)	33,333
Dr Nigel Burton (Non-Executive Chairman)	33,333
Mr Paul Ryan (Non-Executive Director)*	33,334
Total	100,000

* Mr Ryan's participation in the CLNs is through Warande1970 bvba, a company controlled by him.

Action to be taken

Shareholders will find a form of proxy enclosed for use at the General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. To be valid, forms of proxy must be received by the Company's Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, not later than two business days before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the meetings instead of you. Completion of the forms of proxy will not preclude you from attending and voting at the meetings in person if you so wish. Your attention is drawn to the notes to the forms of proxy.

Form of Proxy

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars at the address set out on page 1 above, so as to arrive no later than 48 hours excluding non-business days before the time fixed for the AGM (being by 10.30am on 25 July 2019). The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

Board Recommendation

The Board considers that each of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and it unanimously recommends that shareholders vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them. Undertakings to vote in favour of the resolution at the meetings have been received from Shareholders holding 131,304,405 Ordinary Shares representing approximately 34% of the current issued ordinary share capital.

Yours faithfully

Nigel Burton
Chairman and Non-Executive Director

REMOTE MONITORED SYSTEMS PLC

Incorporated in England and Wales as a public limited company under number 9109008

AMENDED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Remote Monitored Systems plc ("**the Company**") will be held at 10.30am on 29 July 2019 at the offices of Peterhouse Capital Limited, 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LD (the "AGM") for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which shall be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2018, together with the Directors' Report and Auditors' Report on those accounts.
2. To re-elect by rotation Nigel John Burton, as a Director of the Company, in accordance with the Company's Articles of Association ("Articles") and, being eligible, offers himself for re-election as a director.
3. To re-appoint PKF Littlejohn LLP as auditors of the Company, to hold office until the commencement of the Company's next Annual General Meeting and to authorise the Directors to determine their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions, of which resolutions 4 and 6 will be proposed as an Ordinary Resolution and resolution 5 will be proposed as a Special Resolution:

4. THAT, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £2,000,000 to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2020 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
5. THAT (subject to and conditional upon the passing of Resolution 4 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 4 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:
 - (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £2,000,000;

and such power, unless previously revoked or varied by the Company at a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2020 (whichever is the earlier to occur) but so that the Company may before such expiry make an offer or agreement or other arrangement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement or other arrangement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 570 of the Act.

6. THAT the Directors be and are hereby authorised to convert Directors' fees of £94,957.72 into 21,101,715 Ordinary Shares of the Company at a conversion price of 0.45p (5,333,333 shares to be issued to Mr. Trevor Brown, and 15,768,382 to Mr. Paul Ryan) and to issue £100,000.00 12 month Convertible Loan Notes, at a conversion price 0.45p and with a 6% Payment in Kind ("PIK") coupon, both in Ordinary Shares, to the Directors allocated as follows and subject always to the authorities granted under Resolution 4 or any replacement thereof.

Director	£
Mr Trevor Brown (Executive Director)	33,333
Dr Nigel Burton (Non-Executive Chairman)	33,333
Mr Paul Ryan (Non-Executive Director)*	33,334
Total	100,000

* Mr Ryan's participation in the CLNs is through Warande1970 bvba, a company controlled by him.

BY ORDER OF THE BOARD

CARGIL MANAGEMENT SERVICES LIMITED

Company Secretary

8 July 2019

Registered Office: Tintagel House
London Road
Kelvedon
Colchester
CO5 9BP

NOTES:

1. A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company but must attend the AGM to represent you.
2. Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours not including non-business days before the time appointed for the holding of the meeting.
3. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
4. The appointment of a proxy does not preclude a member from attending and voting at the meeting.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the

Register of Members at 48 hours not including non-business days before the time appointed for the holding of the meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours excluding non-business days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

7. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you, may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar.
8. As at the close of business on 24 June 2019, the Company's issued share capital comprised 386,313,844 ordinary shares of 0.2p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 386,313,844.