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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.

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

NOTICE OF 2020 ANNUAL GENERAL MEETING

Amended Notice of the Annual General Meeting of the Company to be held at 10.30am on 24 July 2020 (the “AGM”) is set out at the end of this document. In accordance with the provisions in the Corporate Insolvency and Governance Act the meeting will not be held in any particular place. 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 22 July 2020.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2020

Dispatch of this Document	30 June
Latest time and date for receipt of Proxy Forms for AGM*	10:30 am 22 July
General Meeting	10:30 am 24 July
Share Reorganisation effective	6.00 p.m. 24 July
Creation of the Deferred Shares	6.00 p.m. 24 July
Admission and commencement of dealings in Ordinary Shares (post Share Reorganisation) on AIM	8.00 a.m. 27 July

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory Information Service announcement. All events listed in the above timetable following the General Meeting are conditional on the passing of the resolutions at the General Meeting.

References to time in this document and the Notice of General Meeting are to British Summer Time.

* Shareholders can return their proxy forms by post, or by email to voting@shareregistrars.uk.com (please include "Remote Monitored Systems" and your full name in the subject line of the email).



Registered Office:
27-28 Eastcastle Street
London
W1W 8DH

LETTER FROM THE CHAIRMAN OF REMOTE MONITORED SYSTEMS PLC

30 June 2020

To Shareholders and, for information only, to Option Holders

Share Reorganisation

Notice of Annual General Meeting

Dear Shareholder,

1. Introduction

As a result of the public safety measures introduced in response to the Covid-19 pandemic which were passed into law in England and Wales on 26 March 2020, and measures relating to the conduct of general meetings recently introduced by the Corporate Insolvency and Governance Act, the Board is adopting a number of changes to the traditional running of the Annual General Meeting ("AGM").

The meeting will not be held in any particular place, and shareholders will not be entitled to attend the meeting. However, any shareholders who have questions they would like answered in advance of the meeting can send them to info@remotemonitoredsystems.com and they will be responded to promptly.

The resolutions are explained below, and are set out in the Notice of Annual General Meeting at the end of this document.

2. Share Reorganisation

2.1. General

The nominal value of the Existing Ordinary Shares is currently 0.2 pence per share. As a matter of English law, the Company is unable to issue Shares at an issue price which is below their nominal value. It is therefore proposed to sub-divide the Existing Ordinary Shares, consisting of 661,056,790 Ordinary Shares of 0.2 pence nominal value each, into 661,056,790 Ordinary Shares of 0.01 pence nominal value each ("New Ordinary Shares") and 661,056,790 deferred Shares of 0.19 pence nominal value each ("B Deferred Shares" or "Deferred Shares"), thereby providing the Company with greater flexibility to issue shares. As a result, the Company's articles of association will be required to be updated to reflect the proposed new share structure of the Company following the Share Reorganisation.

Each New Ordinary Share resulting from the Share Reorganisation will have the same rights (including voting and dividend rights and rights on a return of capital) as each Existing Ordinary Share except that they will have a nominal value of 0.01 pence each.

The B Deferred Shares will, as their name suggests, have very limited rights which are deferred to the Ordinary Shares and will effectively carry no value as a result. Accordingly, the holders of the B Deferred Shares will not be entitled (unless they also hold Ordinary Shares) to receive notice of, attend or vote at general meetings of the Company, nor be entitled to receive any dividends or any payment on a return of capital until at least £10,000,000 has been paid on each Ordinary Share. No application will be made for the Deferred Shares to be admitted to trading on AIM.

The Company will also be given power to arrange for all the Deferred Shares to be transferred to a custodian or to be purchased for nominal consideration only without the prior sanction of the holders of the Deferred Shares. No share certificates for the Deferred Shares will be issued.

No new certificates for the Existing Ordinary Shares will be dispatched if the Share Reorganisation becomes effective.

A request will be made to the London Stock Exchange to reflect on AIM the sub-division of the Existing Ordinary Shares into New Ordinary Shares of 0.01 pence each. Each Existing Ordinary Share standing to the credit of a CREST account will be subdivided into one New Ordinary Share of 0.01 pence and one Deferred Share of 0.19 pence at 6 p.m. on 24 July 2020.

Following the Share Reorganisation, the ISIN code for the Ordinary Shares will remain unchanged.

2.2. Taxation

Any person who is in any doubt as to his tax position or who is subject to tax in a jurisdiction other than the United Kingdom is strongly recommended to consult his professional tax adviser immediately.

3 General Meeting

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 2019, 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 **Paul Benedict Ryan** 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 (NB: this authority relates to the current nominal value and will be reduced accordingly if Resolution 7 is approved). 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 2021, 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 2021, whichever is the earlier.

Resolution 6: Issue of Convertible Loan Notes and Warrants

This is an ordinary resolution authorising the Directors to issue £106,000.00 12 month Convertible Loan Notes ("CLNs"), at a conversion price 0.28p and with a 6% Payment in Kind ("PIK") coupon, both in Ordinary Shares, and Warrants to the same value exercisable at the conversion price, to the Directors allocated as follows and subject always to the authorities granted under Resolution 4 or any replacement thereof. The new CLNs replace the existing CLNs issued on 5 July 2019. The CLN holders have all agreed to suspend any requests for repayment, which would only become payable should this resolution fail to be passed by shareholders.

Director	£
Mr Trevor Brown (Executive Director)	35,333
Dr Nigel Burton (Non-Executive Chairman)	35,333
Mr Paul Ryan (Non-Executive Director)*	35,334
Total	106,000

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

Resolution 7: Special Resolution to effect the Share Reorganisation

This is a special resolution authorising the Directors to sub-divide the Existing Ordinary Shares, consisting of 661,056,790 Ordinary Shares of 0.2 pence nominal value each, into 661,056,790 Ordinary Shares of 0.01 pence nominal value each and 661,056,790 B Deferred Shares of 0.19 pence nominal value each, and to amend the Articles of Association accordingly.

Action to be taken

Shareholders will find a form of proxy enclosed for use at the AGM. In accordance with the provisions in the Corporate Insolvency and Governance Act the meeting will not be held in any particular place, therefore if you wish to cast your vote 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.

Shareholders can return their proxy forms by email to voting@shareregistrars.uk.com (please include "Remote Monitored Systems" and your full name in the subject line of the email).

You are entitled to appoint a proxy to vote instead of you. 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 22 July 2020). In accordance with the provisions in the Corporate Insolvency and Governance Act the meeting will not be held in any particular place, therefore you will only be able to vote if you return a valid Form of Proxy as explained above.

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 200,530,761 Ordinary Shares representing approximately 30% 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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of the members of Remote Monitored Systems plc ("**the Company**") will be held at 10.30am on 24 July 2020. In accordance with the provisions in the Corporate Insolvency and Governance Act the meeting will not be held in any particular place.

The resolutions are set out below:

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 2019, together with the Directors' Report and Auditors' Report on those accounts.
2. To re-elect by rotation Paul Benedict Ryan, 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, 6 and 7 will be proposed as Ordinary Resolutions 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 2021 (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 issue £106,000.00 12 month Convertible Loan Notes, at a conversion price 0.28p and with a 6% Payment in Kind ("PIK") coupon, both in Ordinary Shares, and Warrants to the same value exercisable at the conversion price, 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)	35,333
Dr Nigel Burton (Non-Executive Chairman)	35,333
Mr Paul Ryan (Non-Executive Director)*	35,334
Total	106,000

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

To consider and, if thought fit, to pass the following resolution which shall be proposed as a special resolution:

7. THAT the existing articles of association of the Company be amended by:
- 7.1. the addition to article 2.1 of a definition of "B Deferred Shares" as follows:
"B Deferred Shares" means deferred shares of 0.19 pence each in the capital of the Company;
- 7.2. the deletion of the definition of "Ordinary Shares" in article 2.1, to be replaced as follows:
"Ordinary Shares" means ordinary shares of 0.01 pence each in the capital of the Company; and
- 7.3. the deletion of article 8, to be replaced with the following new article 8:

"8. Classes and rights attached to shares

8.1 The share capital of the Company shall be divided into Ordinary Shares, Deferred Shares, A Deferred Shares and B Deferred Shares.

8.2 The Deferred Shares, A Deferred Shares and B Deferred Shares shall have attached hereto, as a class, the following rights, privileges, restrictions and conditions:

8.2.1 Dividend

The holders of Deferred Shares, A Deferred Shares and B Deferred Shares shall have no right to receive dividends or otherwise participate in the profits of the Company.

8.2.2 Capital

On a return of capital on liquidation or otherwise (other than in conversion, redemption or purchase by the Company of any of its own shares) holders of Deferred Shares, A Deferred Shares and B Deferred Shares shall be entitled to the amount paid up or credited as paid up on

the Deferred Shares, A Deferred Shares or B Deferred Shares, pro rata to their holdings of Deferred Shares, A Deferred Shares or B Deferred Shares, to be paid out of the assets of the Company available for distribution among the members after payment to the holders of Ordinary Shares of the amounts paid up thereon and of the sum of £10,000,000 on each Ordinary Share. The holders of the Deferred Shares, A Deferred Shares or B Deferred Shares shall not be entitled to any other or further right to participate in the assets of the Company.

8.2.3 Voting and attendance at general meetings

The holders of Deferred Shares, A Deferred Shares or B Deferred Shares shall have no right to receive notice of, or attend and vote at, any general meeting of the Company.

8.2.4 Transfers, Authorities

Each holder of Deferred Shares, A Deferred Shares or B Deferred Shares shall be deemed irrevocably to have authorised the Company at any time to appoint a person or persons to execute on behalf of such holder an agreement in respect of the transfer of such shares to such person including without limitation the Company as the Company may designate, and/or to purchase the same itself in accordance with applicable laws in either such case for an aggregate consideration of £0.00001 per share without obtaining the sanction or consent of such holder and upon terms that any such consideration not exceeding £2.50 in respect of any holding of Deferred Shares, A Deferred Shares or B Deferred Shares may be paid to and/or retained for the benefit of the Company, and to execute or sign on behalf of such holder such other documents as may be necessary or appropriate to give effect to the foregoing provisions; and pending such transfer or purchase the Company may refrain from issuing any certificate in respect of such of Deferred Shares, A Deferred Shares and B Deferred Shares.

8.3 Subject to the Statutes and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine (or, in the absence of such determination or in so far as such ordinary resolution does not make specific provision, as the Board may determine).

8.4 The liability of members of the Company is limited to the amount, if any, unpaid on the shares in the Company held by them.”

BY ORDER OF THE BOARD

CARGIL MANAGEMENT SERVICES LIMITED

Company Secretary

30 June 2020

Registered Office: 27-28 Eastcastle Street
London
W1W 8DH

NOTES:

1. A member normally entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company.
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. **Shareholders can return their proxy forms by email to voting@shareregistrars.uk.com (please include "Remote Monitored Systems" and your full name in the subject line of the email).**
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. 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.

5. 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 vote 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.
6. 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.
7. As at the close of business on 29 June 2020, the Company's issued share capital comprised 661,056,790 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 661,056,790.