

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

The whole text of this document should be read. If you sell or have sold or otherwise transferred all of your shares in Arria, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Existing Ordinary Shares are admitted to trading on AIM, a market operated by the London Stock Exchange. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Subscription Shares and Value the Payment Shares will commence at 8.00 a.m. (London time) on 9 November 2015. The New Ordinary Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares by reference to record dates falling after their date of issue and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

ARRIA NLG PLC

(Incorporated in England and Wales with registered number 7812686)

Notice of General Meeting

Your attention is drawn to the letter from the Chairman which is set out in this document and, in particular, to paragraph 7 which contains the unanimous recommendation from the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Arria NLG plc to be held at 10.30 a.m. (London time) on 6 November 2015 at 10 Snow Hill, London EC1A 2AL is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed. However, a proxy may also be appointed for CREST members, by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy must be received by **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA**, as soon as possible but in any event so as to arrive no later than 10.30 a.m. (London time) on 4 November 2015, together with any power of attorney or other authority under which it is signed. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Allenby Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as Nominated Adviser and joint broker to the Company in connection with the matters described in this document. Persons receiving this document should note that Allenby Capital Limited will not be responsible to anyone other than the Company for providing the protections afforded to customers of Allenby Capital Limited or for advising any other person on the arrangements described in this document. Allenby Capital Limited has not authorised the contents of or any part of, this document and no liability whatsoever is accepted by Allenby Capital Limited for the accuracy of any information or opinions contained in this document or for the omission of any information. Allenby Capital Limited, as nominated adviser to the Company, owes certain responsibilities to the London Stock Exchange plc which are not owed to the Company or the Directors, Shareholders or any other person.

This document does not constitute a prospectus for the purposes of section 85 of FSMA and any offer to the public is exempt by virtue of section 86 of FSMA, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document has not been approved for issue by any person for the purposes of section 21 of FSMA. This document does not constitute or form part of any offer or invitation to buy, subscribe for, or sell Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the “**Securities Act**”) or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan. The distribution or transmission of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this document may not be distributed, directly or indirectly, in or into the United States, Canada, the Republic of South Africa, Australia or Japan. Overseas shareholders and any person (including, without limitation, nominees and trustees), who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

No person has been authorised to give any information or make any representation and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Directors, Allenby Capital Limited or Westhouse Securities Limited.

Copies of this document are available free of charge on the Company’s website, www.arria.com.

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DIRECTORS AND ADVISERS

Directors	Stuart Rogers (<i>Chief Executive Officer and Chairman</i>) Simon Small (<i>Executive Director</i>) Wayne Thornhill (<i>Chief Financial Officer and Executive Director</i>) Paul Kidney (<i>Non-Executive Director</i>) Michael Higgins (<i>Non-Executive Director</i>) Sharon Daniels (<i>Non-Executive Director</i>)
Company secretary	Thomas Makeig
Nominated adviser and joint broker	Allenby Capital Limited 3 St. Helen's Place London EC3A 6AB
Joint broker	Westhouse Securities Limited 110 Bishopsgate London EC2N 4AY
Legal advisers to the Company	Travers Smith LLP 10 Snow Hill London EC1A 2AL
Registrar	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA

SUBSCRIPTION STATISTICS

Subscription Price per Subscription Share	32 pence
Number of Existing Ordinary Shares	108,885,460
Number of Subscription Shares	14,062,500
Number of Value Payment Shares	468,750
Number of Ordinary Shares in issue following Admission	123,416,710
New Ordinary Shares as percentage of the Existing Ordinary Shares	13.35 per cent
Amount being raised under the Subscription (gross)	£4,500,000 ¹
Amount being raised under the Subscription (net)	£4,275,000 ¹

(1) Subject to the terms of the Sharing Agreements; the amount of proceeds actually received may be more or less, as described further in this document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	20 October 2015
Latest time and date for receipt of Form of Proxy	10.30 a.m. on 4 November 2015
Voting record date	6 pm on 4 November 2015
General Meeting	10.30 a.m. on 6 November 2015
Admission of the New Ordinary Shares	9 November 2015

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 an announcement through the Regulatory Information Service. All references to time and dates in this document are to time and dates in London.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“2006 Act”	the UK Companies Act 2006
“Admission”	the admission to trading on AIM of the New Ordinary Shares in accordance with the AIM Rules for Companies
“AIM”	the market of that name operated by London Stock Exchange
“AIM Rules for Companies”	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange
“Allenby”	Allenby Capital Limited
“Benchmark Price”	a benchmark share price of 42.66667 pence per Ordinary Share
“Board” or “Directors”	the directors of the Company from time to time
“Business Day”	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK
“Company” or “Arria”	Arria NLG plc
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland which facilitates the transfer of title to shares in uncertificated form
“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following Admission (taking into account the issue of the New Ordinary Shares)
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the existing Ordinary Shares in issue as at the date of this document
“FCA”	the Financial Conduct Authority of the United Kingdom
“Form of Proxy”	the form of proxy accompanying this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of Shareholders to be held at 10.30 a.m. on 6 November 2015 at 10 Snow Hill, London EC1A 2AL
“Group”	the Company, together with its subsidiary undertakings
“Initial Subscription”	the completed subscription by Lanstead for 4,687,500 new Ordinary Shares at an aggregate subscription price of £1,500,000, subject to the related Sharing Agreement
“London Stock Exchange”	London Stock Exchange plc
“Lanstead”	Lanstead Capital L.P
“Measured Price”	the price calculated as the average volume weighted share price of the Ordinary Shares over an agreed period prior to the monthly settlement date

“New Ordinary Shares”	the Subscription Shares and the Value Payment Shares
“Notice” or “Notice of General Meeting”	the notice of the General Meeting comprising part of this document
“Official List”	the daily official list maintained by the FCA
“Ordinary Shares”	the ordinary shares of 0.1p each in the capital of the Company
“Resolutions”	the resolutions to be proposed at the General Meeting, the full text of which is set out in the Notice
“Shareholder”	a holder of Ordinary Shares
“stock account”	an account within a member account in CREST to which a holding of a particular share or other security in CREST is credited
“Shareholders”	holders of Ordinary Shares
“Sharing Agreements”	the sharing agreements dated 14 October 2015 between the Company and Lanstead relating to the Subscriptions
“Subscription”	the conditional subscription by Lanstead for 14,062,500 new Ordinary Shares at an aggregate subscription price of £4,500,000, subject to the related Sharing Agreement
“Subscription Agreement”	the conditional agreement dated 14 October 2015 between the Company and Lanstead relating to the Subscription
“Subscription Price”	32 pence per Subscription Share
“Subscriptions”	the Initial Subscription and the Subscription
“Subscription Shares”	the 14,062,500 new Ordinary Shares which have been conditionally subscribed by Lanstead and are to be issued by the Company pursuant to the Subscription
“UK Listing Authority”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“Value Payment Shares”	the 468,750 new Ordinary Shares to be issued to Lanstead in connection with the Sharing Agreement relating to the Subscription

LETTER FROM THE CHAIRMAN

ARRIA NLG PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 7812686)*

Directors:

Stuart Rogers (*Chief Executive Officer and Chairman*)
Simon Small (*Executive Director*)
Wayne Thornhill (*Chief Financial Officer and Executive Director*)
Paul Kidney (*Non-Executive Director*)
Michael Higgins (*Non-Executive Director*)
Sharon Daniels (*Non-Executive Director*)

Registered Office:

Space 1
1 Beadon Road
Hammersmith
London
W6 0EA

20 October 2015

Dear Shareholder (*and, for information only, holders of warrants and convertible loan notes in the Company*)

Subscription and Notice of General Meeting

1. Introduction

The Directors of Arria announced on 15 October 2015 a £6,000,000 fundraising (before expenses) by way of:

- a completed subscription for 4,687,500 new Ordinary Shares at a price of 32p per share (the Initial Subscription); and
- a conditional subscription for 14,062,500 new Ordinary Shares at a price of 32p per share (the Subscription), which is subject, amongst other things, to approval of the Resolutions.

In total 18,750,000 Ordinary Shares were conditionally subscribed for by Lanstead, an institutional investor, at an issue price of 32 pence per Ordinary Share. 15 per cent. of the £6,000,000 gross proceeds of the Subscriptions, being £900,000, will be retained by the Company and the balance of £5,100,000 will be pledged by the Company pursuant to the Sharing Agreements. Of this, the Initial Subscription for £1,500,000 has completed and the Subscription for £4,500,000 is subject to the passing of the Resolutions.

The Sharing Agreements entitle the Company to receive back those proceeds on a pro rata monthly basis over a period of 18 months, subject to adjustment upwards or downwards each month depending on the Company's share price at the time, as explained in more detail below. The Sharing Agreements provide the opportunity for the Company to benefit from positive future share price performance.

It is the Company's intention to use the total proceeds from the Subscriptions and the Sharing Agreements in the Company's continuing operations including for general working capital requirements. The funding will assist the Company's plans for future product releases and its growing sales efforts in the United States.

The Directors believe that, given the Company's requirements for additional financing, the Subscriptions are currently the most appropriate way to raise additional funds for Arria. The Directors consider that the Subscriptions provide greater certainty than other available means of raising additional funds in a timely fashion and minimises transactional costs.

In addition, the passing of the Resolutions will enable the Company to complete the issue of up to £500,000 of convertible loan notes and warrants convertible into, and exercisable over, in aggregate up to 3,778,358 Ordinary Shares pursuant to the fundraising announced on 30 June 2015 and as further detailed below, as well as providing the Company with headroom to issue further Ordinary Shares (or rights to subscribe for Ordinary Shares) in the future as required.

The purpose of this letter is to explain to Shareholders the background to, and reasons for, the Subscription and Resolutions and to request the support of Shareholders for the Resolutions. The Notice convening the General Meeting is set out at the end of this document and a Form of Proxy is also enclosed for Shareholders to complete.

2. The Subscriptions and the Sharing Agreements

a) The Initial Subscription

Pursuant to a subscription agreement between the Company and Lanstead, 4,687,500 new Ordinary Shares have been allotted to Lanstead at 32p per share for an aggregate subscription price of £1.5 million before expenses. These shares were admitted to trading on AIM on 16 October 2015.

£0.225 million of the proceeds of the Initial Subscription (being 15 per cent. of the Initial Subscription amount) have been retained by the Company and £1.275 million have been pledged to Lanstead under the first of the Sharing Agreements under which Lanstead will make, subject to the terms and conditions of that Sharing Agreement, monthly settlements (subject to adjustment upwards or downwards) to the Company over 18 months, as detailed below. As a result of entering into the first Sharing Agreement, the aggregate amount received by the Company under the Initial Subscription and the related Sharing Agreement may be more or less than £1.5 million, as further explained below.

b) The Subscription

Pursuant to the Subscription Agreement, 14,062,500 new Ordinary Shares will be issued to Lanstead at the Subscription Price for an aggregate subscription price of £4.5 million before expenses. The Subscription is conditional, amongst other things, on the approval of the Resolutions, which grant the Directors authority to allot 14,062,500 Subscription Shares and disapply statutory pre-emption rights in relation to such allotment, and Admission.

Conditional on the passing of the Resolutions, £0.675 million of the proceeds of the Subscription (being 15 per cent. of the Subscription amount) will be retained by the Company and £3.825 million will be pledged to Lanstead under the second of the Sharing Agreements under which Lanstead will then make, subject to the terms and conditions of that Sharing Agreement, monthly settlements (subject to adjustment upwards or downwards) to the Company over 18 months, as detailed below. As a result of entering into the second Sharing Agreement the aggregate amount received by the Company under the Subscription and the related Sharing Agreement may be more or less than £4.5 million, as further explained below.

In addition to the Resolutions, the Subscription is conditional upon there being (i) no breach of certain customary warranties given by the Company to Lanstead at any time prior to Admission and (ii) no force majeure event occurring prior to Admission.

Accordingly, if any of such conditions are not satisfied, or, if applicable, waived, the Subscription will not proceed. As previously announced, the Company continues to seek additional funding to support its operations, and the Subscription comprises part of that additional funding. If the Resolutions are not approved at the General Meeting then the Company would need to seek an increased amount of additional funding from alternative sources in order to support its operations. There is no guarantee, however, that such increased amount of additional funding could be obtained in the requisite time frame or at all. Further, the Directors believe that any such funding, if obtained, would likely be on less favourable terms than the Subscription. If the Resolutions are not approved at the General Meeting, and no alternative funding can be raised, the Company's ability to operate as a going concern may be put at risk by the third quarter of the current financial year ending September 2016.

If the Resolutions are passed, the New Ordinary Shares are expected to be admitted to trading on AIM at 8.00 a.m. on 9 November 2015.

The Subscription Shares will, when issued, represent approximately 11.39 per cent of the Enlarged Share Capital. The Subscription Price represents a discount of approximately 5.88 per cent to the closing mid-market price of 34p for an Existing Ordinary Share on 14 October 2015, the date prior to the announcement of the Subscription.

c) The Sharing Agreements

As part of the Initial Subscription and the Subscription, the Company has entered into two Sharing Agreements, pursuant to which the Company will pledge an amount equal to 85 per cent. of the gross proceeds of the Subscriptions to Lanstead. The Sharing Agreements will enable the Company to share in any share price appreciation over the Benchmark Price. However if the Company's share price as determined by the Measured Price remains less than the Benchmark Price then the amount received by the Company under the Sharing Agreements will be less than the 85 per cent. of the gross proceeds of the Subscriptions which were pledged by the Company to Lanstead at the outset.

Each of the Sharing Agreements provide that the Company will receive 18 equal monthly settlement amounts as measured against the Benchmark Price. The monthly settlement amounts for each Sharing Agreement are structured to commence two months following the admission to AIM of the new Ordinary Shares under the relevant Sharing Agreement.

If the Measured Price, calculated as the average volume weighted share price of the Company's ordinary shares over an agreed period prior to the monthly settlement date exceeds the Benchmark Price the Company will receive more than 100 per cent. of that monthly settlement due on a pro rata basis according to the excess of the Measured Price over the Benchmark Price. There is no upper limit placed on the additional proceeds receivable by the Company as part of the monthly settlements and the amount available in subsequent months is not affected. Should the Measured Price be below the Benchmark Price, the Company will receive less than 100 per cent. of the monthly settlement calculated on a pro rata basis and the Company will not be entitled to receive the shortfall at any later date.

For example, if on a monthly settlement date the calculated Measured Price exceeds the Benchmark Price by 10 per cent., the settlement on that monthly settlement date will be 110 per cent. of the amount due from Lanstead on that date. If on the monthly settlement date the Measured Price is below the Benchmark Price by 10 per cent., the settlement on the monthly settlement date will be 90 per cent. of the amount due on that date. Each settlement as so calculated will be in final settlement of Lanstead's obligation on that settlement date.

Assuming the Measured Price equals the Benchmark Price on the date of each and every monthly amount, Arria would receive aggregate proceeds of £4.5 million (before expenses) from the Subscription and related Sharing Agreement, made up of the £675,000 of the Subscription initially retained by the Company and 18 monthly payments of approximately £212,500. This would be in addition to the payments made under the Initial Subscription and related Sharing Agreement.

The Company will pay Lanstead's legal costs incurred in the Subscriptions and entering into the Sharing Agreements and in addition, agreed to issue, in aggregate, 937,500 Ordinary Shares to Lanstead. 468,750 of such Ordinary Shares were admitted to trading on AIM on 16 October 2015. The issue of the remaining 468,750 shares, being the Value Payment Shares, is, like the issue of the Subscription Shares, subject to approval of the Resolutions.

In no event will fluctuations in the Company's share price result in any increase in the number of New Ordinary Shares issued by the Company or received by Lanstead. The Directors believe that a decline in the Company's share price would not result in any advantage accruing to Lanstead and the Sharing Agreements allow both Lanstead and the Company to benefit from future share price appreciation.

3. Application for Admission

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings for normal settlement in the New Ordinary Shares will commence at 8.00 a.m. on 9 November 2015.

4. General Meeting

A notice convening the General Meeting to be held at 10 Snow Hill, London EC1A 2AL at 10.30 a.m. on 6 November 2015 is set out at the end of this document.

At the General Meeting, the following resolutions will be proposed:

1. an ordinary resolution, to grant authority to the Directors to allot shares in the capital of the Company up to an aggregate nominal amount of £59,887.00. This authority is in addition to the authorities granted to the Directors at the Annual General Meeting of the Company held on 27 January 2015, and will expire (along with such authorities) at the conclusion of the Annual General Meeting of the Company to be held in 2016; and
2. conditional on the passing of resolution 1 above, a special resolution, to disapply statutory pre-emption rights in respect of the allotment for cash of shares up to an aggregate nominal amount of £59,887.00. This authority is in addition to the authorities granted to the Directors at the Annual General Meeting of the Company held on 27 January 2015, and will expire (along with such authorities) at the conclusion of the Annual General Meeting of the Company to be held in 2016.

By way of explanation, the Resolutions will grant the Directors authority to allot the New Ordinary Shares and disapply statutory pre-emption rights in relation to such allotments.

In addition, pursuant to the fundraising announced on 30 June 2015, the passing of the Resolutions will enable the Company to complete the issue of convertible loan notes and warrants convertible into, and exercisable over, in aggregate 3,778,358 Ordinary Shares (the authority for which being no longer available following the issue of Ordinary Shares to Lanstead for the Initial Subscription). This amount of shares relates to:

- the final tranche of £0.5 million of the £3.75 million funding announced on 30 June 2015, the funds of which are available to the Company subject to the passing of the Resolutions; and
- the issue of 1,000,000 warrants to MSL Capital Markets Limited in connection therewith.

In addition, at the General Meeting the Directors are seeking shareholder approval to provide the Company with the ability to issue up to a further 41,577,392 Ordinary Shares (or rights to subscribe for 41,577,392 Ordinary Shares), being approximately 33.7% of the issued Ordinary Share capital on Admission, as headroom for future fundraising or other opportunities that may arise. The Directors consider it important for such headroom to be in place to provide flexibility and speed to raise funds for the Company as required. Such shareholder approval will lapse at the Company's next annual general meeting.

5. Action to be taken by Shareholders

Shareholders will find accompanying this document a Form of Proxy for use at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA** as soon as possible and, in any event, so as to arrive no later than 10.30 a.m. on 4 November 2015. Completion and return of the Form of Proxy will not affect Shareholders' right to attend and vote in person at the General Meeting if they so wish. Further information regarding the appointment of proxies can be found at the end of this document.

In the case of Shareholders who hold their Ordinary Shares in uncertificated form and receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary. Many brokers provide a form and opportunity to submit voting instructions online.

In order for the Subscription to proceed, Shareholders will need to approve Resolutions 1 and 2 set out in the Notice of General Meeting. If Resolutions 1 and 2 are not passed, the Subscription will not proceed, the Company will be unable to complete the issue of £500,000 of convertible loan notes and warrants pursuant to the fundraising announced on 30 June 2015 and no authority will be available to the Directors to issue further Ordinary Shares for cash. Accordingly it is important that Shareholders vote in favour of the Resolutions, in order that these matters can proceed.

6. Directors' recommendation

The Directors are pleased to have secured a significant funding package for the Company and they welcome Lanstead as a shareholder. The Board believes that the structure of Lanstead's investment fully aligns Lanstead with the Company and its other Shareholders. The Lanstead subscription is in addition to the recent £3.75 million convertible loan note fundraising, and the Sharing Agreements provide the Company the opportunity to benefit from appreciation in its share price over the next 18 months.

Accordingly, the Directors consider the Subscription and the Resolutions to be in the best interests of the Company and its Shareholders as a whole. As previously announced, the Company continues to seek additional funding to support its operations, and the Subscription comprises part of that additional funding. If the Resolutions are not approved at the General Meeting then the Company would need to seek an increased amount of additional funding from alternative sources in order to support its operations. There is no guarantee, however, that such increased amount of additional funding could be obtained in the requisite time frame or at all. Further, the Directors believe that any such funding, if obtained, would likely be on less favourable terms than the Subscription. If the Resolutions are not approved at the General Meeting, and no alternative funding can be raised, the Company's ability to operate as a going concern may be put at risk by the third quarter of the current financial year ending September 2016.

Arria will continue to explore options for additional funding as required to support substantial development of its NLG products which the Board believes is helping Arria to become a significant participant in the critical and growing Artificial Intelligence market. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their, in aggregate 9,214,931 Existing Ordinary Shares (representing approximately 9.39 per cent. of the Company's existing issued share capital).

Yours faithfully

Stuart Rogers

Chief Executive Officer and Chairman

ARRIA NLG PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 7812686)*

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Arria NLG plc (“**Arria**” or the “**Company**”) will be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL at 10.30 a.m. (London time) on 6 November 2015 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Resolution 1 – Authority to allot

That, in addition to the authorities granted to the Directors at the Annual General Meeting of the Company held on 27 January 2015, the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company, as is contemplated in sub-sections 551(1)(a) and 551(1)(b) respectively of the Act up to a maximum nominal amount of £59,887.00, provided that this authority shall expire on the date of the next general meeting of the Company (save that the Company may at any time before such expiry make an offer or agreement which might require such shares to be allotted after such expiry and the Directors may issue and allot shares in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired).

Resolution 2 – Disapplication of statutory pre-emption rights

That, in addition to the authorities granted to the Directors at the Annual General Meeting of the Company held on 27 January 2015 and conditional on the passing of Resolution 1 above, the Directors be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution up to a maximum nominal value of £59,887.00 as if sub-section (1) of section 561 of the Act did not apply to any such allotment, provided that this power shall expire on the date of the next annual general meeting of the Company (save that the Company may at any time before such expiry make an offer or agreement which might require such shares to be allotted after such expiry and the Directors may issue and allot shares in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired).

By order of the Board of Directors

Thomas H Makeig

Secretary

20 October 2015

Registered Office:

Space One
1 Beadon Road
Hammersmith
London W6 0EA

Notes

- (i) A Shareholder entitled to attend and vote at the General Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A Shareholder may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- (ii) To appoint a proxy you may:
 - (a) use the Form of Proxy enclosed with this Notice of General Meeting. To be valid, the Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA**, so as to arrive no later than 10.30 a.m. on 4 November 2015;
 - (b) register the appointment of your proxy electronically by logging on to www.sharevote.co.uk using the Voting ID, Task ID and Shareholder reference number printed on your enclosed proxy form and following the instructions provided. Please note that any electronic communication sent to the company's registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
 - (c) or by email to proxyvotes@equiniti.com (and in the case of email with the original to follow by post to Equiniti Limited). In the case of email, should the original form of proxy not be received by post the electronic version shall still be treated as valid (provided it is returned before the proxy cut off date as detailed above).

Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent a Shareholder from attending and voting in person.

- (iii) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual which can be found at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, ID RA19, by 10.30 a.m. on 4 November 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (iv) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only Shareholders registered in the register of members of the Company as at 6 p.m. on 4 November 2015 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6 p.m. on the day being two days prior to the date fixed for the adjourned meeting (excluding any part of a day that is not a business day). Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- (v) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (vi) You may not use any electronic address provided either in the above Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- (vii) As at 19 October 2015 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 108,885,460 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 19 October 2015 were 108,885,460.

