

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent adviser authorized under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Microskin plc

(incorporated and registered in England and Wales under number 08326993)

NOTICE OF GENERAL MEETING

Notice of a General Meeting of the Company to be held at Grosvenor House Hotel, 86 – 90 Park Lane, London, W1K 7TN on 14 July 2015 at 9.00 am (BST) is set out at the end of this circular.

Whether or not you propose to attend the General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the General Meeting.

PART I

Microskin plc

(incorporated and registered in England and Wales under number 08326993)

Registered Office:

27 Old Gloucester Street
London WC1N
3AX United
Kingdom

19 June 2015

To the holders of the Ordinary Shares in Microskin plc

Notice of General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of a General Meeting ("GM") which we are holding at Grosvenor House Hotel, 86 – 90 Park Lane, London, W1K 7TN on 14 July 2015 at 9.00 am (BST) 6pm (AEST). Alternatively you can dial in on the following numbers, when prompted use the Pin code 16442074:

Toll Free from:-

UK 08007319097

Australia 1800064278

USA 18888579107

Any problems using a toll free number on your service you can dial +61730257501 and this will be charged by your provider at an international rate if calling from overseas.

The formal notice of the General Meeting is set out on page 4 of this document.

If you would like to vote on the resolutions but cannot come to the GM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. Alternatively, you may appoint a proxy electronically, if you hold your shares in CREST, through the CREST system. The registrars must receive your proxy appointment by 9.00 am (BST) on 12 July 2015.

Acquisition of Mobilespectra

Explanatory notes on all the business to be considered at this GM appear on page 7 of this document.

The Company has agreed in principle to acquire the entire issued share capital of Mobilespectra Pty Ltd in consideration for the issue of 5,325,279 ordinary shares in the capital of the Company.

As a result, the directors require further authority to allot shares in the Company to meet this consideration.

Prior to the application of Microskin, the patients skin colour must be analysed so that Microskin can be custom developed to match the users natural skin tone. This matching process is presently being undertaken in clinics using expensive equipment and software supplied by a third party. Patient records (including colour matching information) are subsequently uploaded to the central Microskin™ database available for all future patient product orders

By acquiring Mobilespectra, Microskin will benefit significantly through use of their colour matching software application (which is designed for use on a smart phone). Not only will the app be used in clinics to replace the existing third party software and equipment, but it can also be

downloaded via the internet and used directly by the consumer to accurately determine their own individual skin tone. Following completion of successful trialing which is already underway, acquisition of ownership rights and official launch of the software, Microskin customers will no longer be required to physically visit an approved Microskin clinic in order to be colour assessed.

It is expected that the acquisition will significantly expand the potential accessible market of Microskin™ particularly in the online retail market.

Listing on Marche Libre

The Company is proposing to list its shares on the Marché Libre stock exchange of the Euronext Paris, whilst maintaining its listing on the GXG Market. The directors believe that this will deepen the Company's access to the capital markets and the ability of its shareholders to trade its shares.

It is not a legal requirement for the shareholders to approve such an action, but the Company feels it is best practice to ask the shareholders to vote on this matter nonetheless.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Barry Amor', written over a horizontal line.

Barry Amor
Chairman

PART II

Microskin plc

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Microskin Plc (the "Company") will be held at Grosvenor House Hotel, 86 – 90 Park Lane, London, W1K 7TN on 14 July 2015 at 9.00 am (BST) to consider and, if thought fit, pass the resolutions below. Resolution 3 will be proposed as a special resolution. Resolutions 1 and 2 will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. THAT:
 - 1.1 the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 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 ("Rights"):
 - 1.1.1 up to an aggregate nominal amount of €6,990,334.80; and
 - 1.1.2 comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of €3,545,047.20 in connection with an offer by way of a rights issue to:
 - 1.1.2.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - 1.1.2.2 holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,
 - but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
 - 1.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 31 December 2015 and the conclusion of the next Annual General Meeting of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
 - 1.3 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

2. THAT the Company shall be authorised to list all of its ordinary shares on Marché Libre stock exchange of the Euronext Paris in addition to have the ordinary shares traded on the GXG Exchange.

SPECIAL RESOLUTION

3. THAT:
 - 3.1 subject to the passing of resolution 1, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 1 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:
 - 3.1.1 the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 1.1.2 of resolution 1, by way of a rights issue only) to or in favour of:
 - 3.1.1.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - 3.1.1.2 holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
 - 3.1.2 the allotment of equity securities (otherwise than under paragraph 3.1.1 of this resolution) up to an aggregate nominal amount of €600,000; and
 - 3.2 this power shall expire when the authority given by resolution 1 is revoked or expires but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired; and
 - 3.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 1" were omitted from the introductory wording to resolution 3.1.

19 June 2015

By order of the Board

A handwritten signature in black ink, appearing to read 'Barry Amor', written over a horizontal line.

Barry Amor
Chairman

Registered Office: 27 Old Gloucester Street, London WC1N 3AX

Registered in England and Wales No. 08326993

EXPLANATORY NOTES TO RESOLUTIONS

Resolutions 1 and 2 are proposed as ordinary resolutions. This means that for these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 3 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 (authority to allot)

Paragraph 1.1.1 of resolution 1 would give the directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of €6,990,334.80. This represents the 5,325,279 ordinary shares that the Company intends to allot in consideration of the acquisition of Mobilespectra Pty Ltd, plus 500,000 ordinary shares, being approximately 5.6% of the ordinary share capital of the Company in issue at 18 June 2015 (being the latest practicable date prior to the publication of this notice).

In line with guidance issued by the Investment Management Association ('IMA') paragraph 1.1.2 of resolution 1 would give the directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to a further aggregate nominal value of €3,545,047.20 in connection with a rights issue. This amount represents approximately 33% of the ordinary share capital of the Company in issue at 18 June 2015 (being the latest practicable date prior to the publication of this notice).

The directors' authority will expire on the earlier of 31 December 2015 and the conclusion of the next Annual General Meeting.

Resolution 2 (Listing on Marché Libre stock exchange of the Euronext Paris)

The Company is proposing to list its shares on the Marché Libre stock exchange of the Euronext Paris, whilst maintaining its listing on the GXG Market. The directors believe that this will deepen the Company's access to the capital markets and the ability of its shareholders to trade its shares.

It is not a legal requirement for the shareholders to approve such an action, but the Company feels it is best practice to ask the shareholders to vote on this matter nonetheless.

This resolution will provide the directors with authority to list the Company's ordinary shares on the Marché Libre, but it will not mandate the directors to do so.

Resolution 3 (statutory pre-emption rights)

Under company law, when new shares are allotted or treasury shares are sold for cash, they must generally first be offered to existing shareholders pro rata to their holdings. This special resolution provides, for the period ending on 31 December 2015 or, if earlier, the date of the next Annual General Meeting, authority to: (a) allot shares of the Company and sell treasury shares for cash in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot shares of the Company, or sell treasury shares, for cash up to an aggregate nominal value of €600,000 (representing approximately 5.6% of the total share capital in issue as at 18 June 2015 (being the latest practicable date prior to the publication of this notice), in each case as if the pre-emption rights in company law did not apply.

It should be noted that the statutory pre-emption rights will not apply to the proposed issue of shares to acquire the entire issued share capital of Mobilespectra Pty Ltd, as such allotment will not be made for cash.

Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. 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 shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, in each case no later than 9.00am (BST) on 12 July 2015.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6pm (UK Time) on 12 July 2015 (or, in the event of any adjournment, at 6pm (UK time) on the date which is two days before the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. As at 18 June 2015 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 8,862,617 ordinary shares of €1.20 each, carrying one vote each.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 9.00am (BST) on 12 July 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. After this time any change of instructions to proxies

appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
11. Any shareholder attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
12. A copy of this notice, and other information required by s.311A of the Companies Act 2006, can be found at <http://www.microskin.com.au/investors>.
13. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents (including the chairman's letter and the proxy form) to communicate with the Company for any purposes other than those expressly stated.