

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document and/or the action that you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Common Shares in the Company, please pass this document (but not the personalised Form of Proxy or Form of Instruction) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold any part of your holding of common shares in TyraTech, Inc., you should keep hold of these documents. All Shareholders (including without limitation, nominees, trustees or custodians) who would or otherwise intend to forward this document and/or any of the accompanying documents to any jurisdiction outside of the United Kingdom or to overseas persons should seek appropriate advice before taking any action. Members of the public are not eligible to take part in the Placing and Subscription. The information contained within this circular relating to the Placing and Subscription is for information purposes only.

N+1 Brewin, which is authorised and regulated by the Financial Services Authority of the United Kingdom, is acting exclusively for TyraTech, Inc. and no one else in relation to the proposal outlined in this document. Accordingly, N+1 Brewin will neither be responsible to any other person for providing the protections afforded to customers of N+1 Brewin nor for advising any such person on the contents of this document or any matter referred to herein. N+1 Brewin is not making any representation or warranty, express or implied, as to the contents of this document.

Application will be made to the London Stock Exchange for the Placing Shares and Subscription Shares to be admitted to trading on the AIM market of the London Stock Exchange and dealings are expected to commence on 29 February 2012. AIM is a market designed 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 United Kingdom Listing Authority. A prospective investor should be aware of the risks in investing in such companies and should make the decision to invest only after careful consideration, and if appropriate, consultation with a financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

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## **TYRATECH, INC.**

*(incorporated in the State of Delaware, USA, under the Delaware General Corporation Law)*

### **Proposed Placing and Subscription of up to 52,101,460 New Common Shares at US\$0.001 each at 5 pence per New Common Share**

#### **Authority to allot shares and disapply pre-emption rights**

#### **Notice of Special Meeting of Stockholders**

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The Directors, whose names appear on page 9, and the Company accept responsibility collectively and individually for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

A Notice of Special Meeting of Stockholders of TyraTech, Inc. to be held at the offices of TyraTech, 5151 McCrimmon Parkway, Suite 275, Morrisville, NC 27560, USA at 10.00 a.m. (EST) on 27 February 2012 is set out at page 21 of this document. Stockholders will find enclosed with this document a Form of Proxy for use in connection with the Special Meeting. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed thereon as soon as possible to the Company's registrars, Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by facsimile at +44 (0)870 703 6076 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk), as soon as possible and, in any event, not later than 3.00 p.m. (GMT) on 25 February 2012 or in the event of an adjournment 48 hours before the adjournment of the Special Meeting. Completion and posting of the Form of Proxy will not prevent a Stockholder from attending and voting in person at the Special Meeting.

Holders of depository interests representing shares of the Company's Common Stock will find enclosed a Form of Instruction for use in connection with the Special Meeting. The enclosed Form of Instruction should be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by facsimile at +44 (0)870 703 6109 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk), as soon as possible and, in any event, not later than 3.00 p.m. (GMT) on 23 February 2012 or in the event of an adjournment 72 hours before the adjournment of the Special Meeting.

Holders of depository interests may also vote using the CREST system (see page 18).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document and posting of Form of Proxy and Form of Instruction	14 February 2012
Latest time and date for receipt of completed Form of Instruction in respect of the Special Meeting	3.00 p.m. (GMT) on 23 February 2012
Latest time and date for receipt of completed Form of Proxy in respect of the Special Meeting	3.00 p.m. (GMT) on 25 February 2012
Special Meeting	10.00 a.m. (EST) on 27 February 2012
Admission and commencement of dealings on AIM of the New Common Shares	29 February 2012
Despatch of definitive share certificates for the New Common Shares	by 14 March 2012

Each of the times and dates in the above timetable is subject to change. References to time in this document are to London time unless otherwise stated.

If you have any questions on how to complete the Form of Proxy or have any other question as to voting at the Special Meeting, please contact Computershare on telephone number 0870 707 4040. If you have any questions on how to complete the Form of Instruction or have any other question as to voting at the Special Meeting, please contact Computershare on telephone number 0870 703 0027. Calls are charged at the local geographic rate. The helpline is open from 9.00 a.m. to 5.00 p.m. on business days (i.e. Monday to Friday and excluding public holidays). Calls to the helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Please note

that calls to the helpline may be monitored or recorded and that the helpline is not able to advise on the merits of the matters set out in this document or provide any personal, legal, financial or taxation advice.

The Company has two lines of stock. The Company's SEDOL code for its restricted line of stock is B1WT4G5 and the ISIN code is USU890581080. The Company's SEDOL code for its unrestricted line of stock is B400R62 and the ISIN code is US90239R2031.

## PLACING AND SUBSCRIPTION STATISTICS

Issue Price	5p
Number of Common Shares in issue at the date of this document	51,856,218
Number of Placing Shares	46,930,000
Number of Subscription Shares	Up to 5,171,460
Enlarged Issued Share Capital	Up to 103,957,678
Number of restricted Common Shares trading under TIDM 'TYR' following the issue of the Placing and Subscription shares	Up to 92,165,356
Number of unrestricted Common Shares trading under TIDM 'TYRU' following the issue of the Placing and Subscription shares	11,792,322
Gross proceeds of the Placing and Subscription	Up to £2,605,073
Estimated Net Proceeds of the Placing and Subscription	Up to £2,388,609

For the purposes of determining any Placing and Subscription monies paid in US dollars, such amounts will be converted into pounds sterling at an exchange rate of 0.631 as published in the London edition of the Financial Times on 10 February 2012.

## DEFINITIONS

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

“Admission”	the admission of the Placing Shares and the Subscription Shares to trading on AIM becoming effective pursuant to paragraph 6 of the AIM Rules
“AIM”	a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange, as in force at the date of this document
“Board” or “Directors”	the directors of the Company as at the date of this document
“Certificate of Incorporation”	the Amended and Restated Certificate of Incorporation of the Company, dated May 23, 2007, as amended on 18 August 2008 and 8 May 2010
“Common Shares” or “Shares”	shares of common stock, par value US\$0.001 per share, of the Company
“Company” or “TyraTech”	TyraTech, Inc., a Delaware corporation, whose registered office address is 1209 Orange Street, Wilmington, Delaware, 19801, USA
“Company’s Constitution”	The Company’s Certificate of Incorporation and its amended and restated bylaws adopted as of 23 May 2007 and amended as of 19 May 2010
“Computershare”	Computershare Investor Services (Jersey) Limited, registrars to the Company of Queensway House, Hilgrove Street, St Helier Jersey JE1 1ES and Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations
“CREST Regulations”	the Uncertificated Securities Regulations 2001 SI 2001/3755
“DI” or “Depository Interest”	a dematerialised depository interest which represents an

	entitlement to Common Shares
“Enlarged Issued Share Capital”	the issued ordinary share capital of the Company as enlarged following the Placing and Subscription
“EST”	Eastern Standard Time
“EU”	the European Union
“Euroclear”	Euroclear UK & Ireland Limited (formerly named CRESTCo Limited), the operator of CREST
“Fundraising”	the Placing and the Subscription
“First Columbus”	First Columbus LLP, a limited liability partnership registered in England and Wales with number OC321326, acting as joint-broker to the fundraising in the capacity of a sub-agent to N+1 Brewin
“FSA”	Financial Services Authority
“FSMA”	Financial Services and Markets Act 2000, as amended
“Form of Instruction”	the form of instruction enclosed with this document for use by holders of Depository Interests in connection with the Special Meeting
“Form of Proxy”	the form of proxy enclosed with this document for use by holders of Common Shares in connection with the Special Meeting
“Issue Price”	5 pence per New Common Share
“London Stock Exchange”	the London Stock Exchange plc
“Money Laundering Regulations”	Money Laundering Regulations 2007 (SI 2007/2157)
“N+1 Brewin”	Nplus1 Brewin LLP, a limited liability partnership registered in England and Wales with number OC364131 and trading as N+1 Brewin, the Company’s Nominated Adviser and Broker for the purposes of the AIM Rules
“New Common Shares”	the new Common Shares in the capital of the Company to be issued pursuant to the Placing and the Subscription
“Notice of Meeting”	the notice of Special Meeting set out at the end of this document
“Placees”	the persons who agree to purchase the Placing Shares

	pursuant to the Placing
“Placing”	the conditional placing by N+1 Brewin of the Placing Shares on behalf of the Company on the terms and subject to the conditions contained in the Placing Agreement
“Placing Shares”	the New Common Shares to be issued to the Placees pursuant to the Placing
“Placing Agreement”	the placing agreement to be entered into on or around the date of this Circular between the Company and N+1 Brewin relating to the Placing
“Pound Sterling” or “£”	the lawful currency of the United Kingdom
“Regulatory Information Service”	A service approved by the London Stock Exchange for the distribution to the public of the AIM announcements and included within the list maintained on the London Stock Exchange’s website, <a href="http://www.londonstockexchange.com">www.londonstockexchange.com</a>
“Regulation S”	Regulation S under the Securities Act
“Resolutions”	the resolutions set out in the Notice of Meeting
“Securities Act”	the US Securities Act of 1933, as amended
“Special Meeting”	the special meeting to be held at the offices of TyraTech, 5151 McCrimmon Parkway, Suite 275, Morrisville, NC 27560, USA at (EST) on 27 February 2012 at 10.00 a.m. (EST) of which notice is set out in the Notice of Meeting
“Stockholders”	holders of Common Shares
“Subscribers”	Alan Reade, James Hills and Barrington Marshall Riley, being directors of the company, certain affiliated persons of Sustainable Asset Management and Patrick Regan who agree to subscribe for New Common Shares pursuant to the Subscription
“Subscription”	the subscription by the Subscribers of the Subscription Shares at the Issue Price
“Subscription Agreements”	the conditional agreements made and to be made between the Company and the Subscribers pursuant to which the Subscribers agree to subscribe for New Common Shares pursuant to the Subscription
“Subscription Shares”	the New Common Shares to be issued to the

	Subscribers pursuant to the Subscription
“Sustainable Asset Management”	Funds managed by subsidiaries or affiliates of SAM Group Holdings AG and any persons affiliated with such company
“Terminix”	Terminix International Company L.P. whose business address is 860 Ridge Lake Boulevard, Memphis, Tennessee, USA
“TIDM”	Tradable Instrument Display Mnemonic
“Uncertificated”	a share or other security recorded on the relevant register of the company concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means or CREST
“United Kingdom” and “UK”	the United Kingdom of Great Britain and Northern Ireland
“US”, “USA” and “United States”	the United States of America, each state thereof, its territories and possessions, and all areas subject to its jurisdiction
“\$”, “US\$”, “US dollar” or “dollar”	the lawful currency of the United States
“US Person”	a citizen or permanent resident of the United States, as defined in Regulation S



## **DIRECTORS, SECRETARY AND ADVISERS**

Directors	Alan John Reade ( <i>Executive Chairman</i> ) Barrington Marshall Riley ( <i>Non-Executive Director</i> ) James Hills ( <i>Non-Executive Director</i> )
Company secretary and registered office	Peter Jerome 1209 Orange Street Wilmington Delaware 19801 USA
Principal office	5151 McCrimmon Parkway Suite 275 Morrisville NC 27560 USA
Nominated Adviser and Broker	N+1 Brewin 12 Smithfield Street London EC1A 9LA
Legal advisers to the Company	Reed Smith LLP The Broadgate Tower 20 Primrose Street London EC2A 2RS
Auditors	Grant Thornton LLP 4140 Parklake Avenue Suite 130 Raleigh North Carolina 27612 USA

## Letter from the Chairman

### **TYRATECH, INC.**

1209 Orange Street, Wilmington  
Delaware 19801, USA

*(incorporated in the State of Delaware, USA, under the Delaware General Corporation Law)*

#### *Directors*

Alan Reade (*Executive Chairman*)

James Hill (*Non-Executive Director*)

Barrington Marshall Riley (*Non-Executive Director*)

#### *Registered Office*

1209 Orange Street  
Wilmington  
Delaware 19801  
USA

14 February 2012

*To Stockholders*

Dear Sir/Madam

### **Amendments to and approval of waivers of certain articles of the Company's Certificate of Incorporation, Proposed Placing and Proposed Subscription of New Common Shares to raise gross proceeds of up to £2,605,073 and Notice of Special Meeting**

#### **Introduction**

The Board of Directors of TyraTech, Inc. announced today that it has, through its broker N+1 Brewin, conditionally raised up to £2,605,073 before expenses by means of a Placing and Subscription. The funds raised will be used to provide additional development and working capital for the Company. The Placing and Subscription are subject, *inter alia*, to the approval of the Company's Stockholders at the Special Meeting. This letter sets out further details of the Placing and Subscription and the Special Meeting.

The purpose of this document is to explain the reasons for, and details of, the Placing and Subscription (together, the "Fundraising") and to explain why your Board considers that it is in the best interests of the Company and its Stockholders as a whole and to recommend that you vote in favour of the Resolutions.

A special meeting of the Company is being convened at which Stockholders will be asked to consider and, if thought fit, pass Resolutions *inter alia* to amend Article IV of the Company's Certificate of Incorporation to increase its authorised share capital and disapply Article XI of the Certificate of Incorporation so that the pre-emption rights on issue of new shares for cash set out in Article XI shall not apply to the issue of the New Common Shares pursuant to the Placing and Subscription.

In particular, Resolution 1 is required to amend Article IV of the Company's Certificate of Incorporation, so that the number of shares of capital stock which the Company is authorised to issue is increased from 100,000,000 to 200,000,000. Resolution 2 is required to disapply the pre-emption rights in Article XI of

the Company's Certificate of Incorporation from the issue of the New Common Shares issued pursuant to the Placing and Subscription.

In addition a further resolution, Resolution 3, is proposed to disapply the pre-emption rights in Article XI of the Company's Certificate of Incorporation from the issue of additional new Common Shares representing 10% of the Enlarged Issued Share Capital. Whilst the Directors have no current intention of issuing these shares at present it will give the Company flexibility to issue further shares for cash should the Directors consider it in the best interests of the Company to do so.

If the Resolutions are not approved at the Special Meeting, the Company may proceed with the issue of such New Common Shares as the Directors are authorised to issue, pursuant to the Company's Constitution, without Stockholder approval. In the event that Resolutions 1 and 2 are not approved at the Special Meeting, the Fundraising will not proceed and the Company would not have sufficient working capital to fund its operations. Furthermore, in the absence of immediate additional funding, the Company could become insolvent imminently, leading to receivership and potentially the total loss of shareholder value.

### **Background and Reasons for the Placing and Subscription**

On 11 January 2012, the Company announced that Terminix, its primary commercial partner in the North American insect control market, had recently informed the Company that it was in the process of recalibrating its product strategy and had suspended distribution of the Company's SafeShield product to its customer base. The Company was informed that this was not a product performance-related decision, but that Terminix was, as a result of slower than expected product sales and distribution through established channels and markets, working down inventory levels of the Company's products prior to recommencing orders.

As a result of these unexpected developments, the Company announced on 11 January 2012 that it was estimating total revenue for the year ended 31 December 2011 to be approximately US\$7.0 million and its year-end cash position to be US\$0.8 million at that date. However, the Board continues to expect pre-tax losses to be approximately US\$2.8 million, in line with market expectations. The Company explained that the events described above will also impact its 2012 revenue and operating results and that it was seeking greater clarity from Terminix as to the likely demand for future orders.

Subsequently the Company entered into positive discussions with Terminix regarding the current agreement and partnership between the two companies. As announced on 2 February 2012, both companies continue to recognise the strength of the relationship and are committed to working together for commercial success.

The Company's strategy remains to focus on expanding its product and market opportunities. The Board considers this a priority in order to mitigate the risk inherent in being reliant on a single market or customer. In 2012 the Company expects to expand its geographic markets with product registrations in Germany and France, enter new sectors in Human Health & Well-Being and in Animal Health & Well-Being, and is focusing its business efforts on commercialisation with particular emphasis on North America and Europe.

### ***Product Development Pipeline***

Implementation of the Company's diversification strategy has involved advancing product development programmes during 2011 in each of the Company's three key areas of focus – Insect Control, Human

Health & Wellbeing and Animal Health as well as beginning to expand the geographic reach of its products.

Over the past thirteen months, the Company has continued to develop its pipeline of products across a range of commercial segments. The pipeline now includes eighteen products at various stages of development, with several entering the registration process in the short-term. Because of the rapid registration pathway for the Company's products, the Directors expect that several of these products are in a position to begin generating revenue within 2012, subject to the Company's ability to raise adequate funding to support its product development efforts. These additional products will allow the Company to diversify its product offering and customer base, reducing its dependence on Terminix. This strategy has resulted in the availability of new products for the human personal care and animal health markets in particular.

### ***Insect Control***

TyraTech has continued to expand its natural insect control products and markets. In 2011, the Company delivered four new products to its North American Insect Control partner, Terminix, resulting in US\$1.4 million of milestone payments to the Company. Further, the recent registration of the Company's aerosol products in Germany and France and the hiring of its head of European operations are the first steps towards the launch of the insect control product line in the European marketplace. As part of its global market push, the Company will continue to register additional products in key countries within Europe. The Company's current portfolio includes ten products within the institutional and professional pest control segments which are in the commercialisation stage, and a number of products in the consumer pest control segment which are in the process of product registration. Each of these product lines features TyraTech Nature's Technology®, the Company's proprietary natural technology platform. The Company is currently in discussions with global market leaders in order to distribute these products in the European market.

In order to further expand its insect control offering, the Company has two early stage development programs. The first is a floor and surface repellent for retail and institutional markets. The second is through TyraChem, the Company's joint venture with McNeel International. This venture is focused on developing innovative insect control and repellency platforms that incorporate TyraTech's Nature's Technology® in plastics. These plastics would have applications in the agriculture, commercial, institutional and consumer retail markets.

### ***Human Health & Wellbeing***

The Company has been focusing on three areas:

- Human Functional Food to control the level of harmful intestinal parasites: The Company has a strategic partnership in the human health market for the development of functional food with Kraft Foods. Results of the technology have been promising and we are identifying ways in which to accelerate the monetisation of the value of this project.
- Head & Body Lice control: The Directors believe that the engagement of Destum Partners, as announced on 25 October 2011, to assist the Company in seeking partners for its head lice product is an excellent example of the Company's commitment to bring a wide range of novel products to the marketplace. The Directors continue to be excited about the most recent results of its in-vitro lab tests of its product on synthetic-resistant head lice. These tests indicate that the Company's natural product, TyraTech Nature's Technology®, has superior efficacy as compared to leading synthetic products currently in the marketplace.

- **Personal Repellents:** The Company is developing a range of personal repellents featuring TyraTech Nature's Technology® to meet the unmet global need for safe and highly effective alternatives to the synthetic products currently on the market.

### ***Animal Health***

The Company is developing several products for both the companion and production animal markets, a number of which are in the process of product registration. Discussions have begun with several global market leaders for each of these segments in the market.

In Animal Health the Company has been focussing on:

- **Companion Animal** – TyraTech's companion animal product pipeline includes products to kill and repel flea and tick infestations in dogs and cats. The Company has also developed and is in the final steps of registration of a highly effective and uniquely safe product to control and repel horse flies. In addition to this, the Company is developing functional foods to control intestinal parasites in dogs and cats.
- **Production Animals** – The Company's pipeline also includes products to treat production animal premises (e.g. chicken houses for Darkling Beetle) and also the birds themselves for mites and lice. Additionally, the Company is developing a product for the control of internal parasites in pigs and has started studies in anthelmintic resistant intestinal parasites in horses.

### **Current Trading and Outlook**

Over the last few months, the Board has been actively seeking additional funding from potential equity investors, including several of the Company's larger shareholders. As stated above, the Board has secured the financial support of new investors and existing shareholders against the background of an immediate and urgent funding requirement, to allow the continuing development and commercialisation of the Company's product offering in multiple markets.

The Directors of the Company remain positive about the Company's medium and long-term prospects due to the potential of the Company's technology, as evidenced by the breadth and depth of its product development pipeline and the continued interest in its products from high calibre partners.

### **Use of Proceeds**

It is the intention of the Directors that the funds (net of costs) being raised from the Placing and Subscription will be used for business development and working capital purposes, including:

- The funding of inventory production to support the sale of products into the institutional and retail marketplaces
- Further advancing the Company's development pipeline, in order to bring additional products to the market place
- General corporate purposes

## **Financial Information**

Copies of the Company's interim results for the six month period ended 30 June 2011 and recent trading updates are available on the Company's website ([www.tyratech.com](http://www.tyratech.com)) together with the Company's annual report and accounts for earlier financial periods.

## **Details of the Fundraising**

### *Placing and Subscription*

The Company is seeking to raise funds for the purposes referred to above. The Company is proposing to raise up to £2,605,073, before expenses, by the issue of up to 52,101,460 New Common Shares.

The Placing Shares have been conditionally placed with institutional and other investors, pursuant to the Placing, at the Issue Price. The Company has entered into a Placing Agreement with N+1 Brewin, as agent for the Company, under which N+1 Brewin have agreed conditionally to use their reasonable endeavours to procure places for the New Common Shares pursuant to the terms of the Placing Agreement.

In addition to the Placing, the Subscribers (including each of the Directors) have agreed to subscribe for the Subscription Shares pursuant to the Subscription at the Issue Price per Subscription Share. The offer and sale of the Subscription Shares will be made in a private placement exempt from the registration requirements of the Securities Act.

The Company will confirm by way of a regulatory announcement the total number of New Common Shares to be issued in connection with the Fundraising.

Information provided in relation to the Placing and Subscription is for information purposes only and nothing herein constitutes an offer to any person of Placing Shares or Subscription Shares.

First Columbus LLP acted as a sub-agent of N+1 Brewin for the purposes of the Fundraising.

## **General Meeting**

The Placing and Subscription are conditional, *inter alia*, upon:

- (a) Stockholder approval of Resolutions 1 and 2 at the Special Meeting. The New Common Shares will represent approximately 50.1 per cent. of the Company's Enlarged Share Capital. However, if the Resolutions are not approved at the Special Meeting, the Company may proceed with the issue of such New Common Shares as the Directors are authorised to issue, pursuant to the Company's Constitution, without Stockholder approval;
- (b) The principle conditions of the placing agreement having been met, including but not limited to:
  - i. N+1 Brewin's obligations under the Placing Agreement not having been terminated;
  - ii. the Company delivering a duly signed certificate confirming certain matters to N+1 Brewin with effect on the day of (and prior to) Admission;

- iii. the Subscription becoming unconditional (save in respect to any conditions relating to the Placing Agreement);
  - iv. the publication of an announcement through a Regulatory Information Service by no later than 8.00 a.m. on the date of the Placing Agreement or such other time and/or date as may be agreed between the Company and N+1 Brewin; and
  - v. the Company allotting, subject only to Admission becoming effective, the Placing Shares to the Placees.
- (c) Admission becoming effective on or before 29 February 2012, or such later date as may be agreed between the Company and N+1 Brewin, which date shall not be later than 12 March 2012 in any event.

All Placing monies received by N+1 Brewin under the terms of the Placing and all Subscription monies received by Reed Smith LLP under the terms of the Subscription will not become the property of the Company until Admission, at which point they will be transferred into a bank account of the Company. Certain Subscription monies will be paid directly to the Company with the consent of the relevant Subscribers. If the Placing and Subscription are terminated, all such amounts will be refunded to Placees and Subscribers without deduction.

For the purposes of determining the Issue Price any Placing and Subscription monies paid in US dollars will be converted into pounds sterling at an exchange rate of 0.631 as published in the London edition of the Financial Times on 10 February 2012.

#### **US Securities Law Restrictions**

No securities are being offered by the Company pursuant to this Circular.

No Placing Shares will be offered or sold within the United States. Certain Subscription Shares will be offered and sold within the United States only to persons who are "accredited investors" (within the meaning of Regulation D under the Securities Act) in transactions complying with Rule 506 of Regulation D, which provides an exemption from the requirement to register the offer and sale under the Securities Act. Outside of the United States, the New Common Shares will be offered and sold to persons who are not "U.S. Persons" (within the meaning of Regulation S under the Securities Act) in transactions complying with Regulation S, which provides an exemption from the requirement to register the offer and sale under the Securities Act.

The New Common Shares are not expected to be registered under the Securities Act, the Exchange Act, or under any US state securities laws. As such, it is contemplated that the New Common Shares would be "restricted securities" as defined in Rule 144 under the Securities Act and could not be resold in the United States absent registration under the Securities Act and any applicable securities laws of any U.S. State or pursuant to exemptions under the Securities Act and such laws. No market exists for the trading of the New Common Shares in the United States and none is expected to develop. If issued, the Company would seek to list the New Common Shares on AIM for trading in the Company's restricted line of stock under the symbol TYR.

Any New Common Shares issued would bear a legend stating, *inter alia*, that the shares may not be offered, sold or otherwise transferred in the absence of registration under the Securities Act, unless the transaction is exempt from or not subject to the requirement for such registration under the Securities Act.

## Dealing and Settlement

The New Common Shares to be allotted and issued pursuant to the Placing and Subscription will be allotted and issued fully paid and will, on issue, rank *pari passu* with the existing Common Shares, including the right to receive, in full, all dividends and other distributions thereafter declared, made or paid after the date of issue together with all rights attaching to them and free from all liens, charges and encumbrances of any kind. Application will be made to the London Stock Exchange for the New Common Shares to be admitted to trading on AIM which is expected to occur on or around 29 February 2012.

The New Common Shares will be traded on AIM in the Company's restricted line of stock under the symbol TYR.

No temporary documents of title will be issued. Pending the dispatch of definitive share certificate, instruments of transfer will be certified against the register of members of the Company.

## Related Party Transactions

Sustainable Asset Management has agreed to subscribe for 8,600,000 New Common Shares pursuant to the Placing and the Subscription. Sustainable Asset Management is a related party under the AIM Rules by virtue of its existing shareholding in the Company. The Directors, having consulted with N+1 Brewin as its nominated adviser, consider that the terms of Sustainable Asset Management's participations in the Placing and Subscription are fair and reasonable insofar as the stockholders of the Company are concerned.

## Director Shareholdings

Should Resolutions 1 and 2 be approved at the Special Meeting:

Alan Reade, who has agreed to subscribe for 1,993,960 New Common Shares pursuant to the Subscription, will be interested in 6,192,348 Common Shares in the Company representing an interest of up to 5.96 per cent. of the total voting rights of the Company. In addition, Alan Reade is interested in 1,545,125 options over Common Shares in the Company as follows:

Options Held	Option Exercise Price	Expiry Date
550,000	£0.105	4 February 2020
995,125	£0.25	10 October 2020

James Hills, who has agreed to subscribe for 315,500 New Common Shares pursuant to the Subscription, will be interested in 365,500 Common Shares in the Company representing an interest of up to 0.35 per cent. of the total voting rights of the Company. In addition, James Hills is interested in 200,000 options over Common Shares in the Company as follows:

Options Held	Option Exercise Price	Expiry Date
200,000	£0.25	10 October 2020

Barry Riley, who has agreed to subscribe for 1,000,000 New Common Shares pursuant to the Subscription, will be interested in 2,255,556 Common Shares in the Company representing an interest of up to 2.17 per cent. of the total voting rights of the Company. In addition, Barry Riley is interested in 200,000 options over Common Shares in the Company as follows:



Options Held	Option Exercise Price	Expiry Date
200,000	£0.25	10 October 2020

### **Stockholder Approval and Notice of Special Meeting**

The Placing and Subscription are subject, *inter alia*, to the passing of Resolutions 1 and 2 at the Special Meeting.

Accordingly, set out at the end of this document is the notice convening a Special Meeting to be held on 27 February 2012 at the offices of TyraTech, 5151 McCrimmon Parkway, Suite 275, Morrisville, NC 27560, USA at 10.00 a.m. (EST) at which the Resolutions will be proposed.

Resolution 1 is to approve the amendment of Article IV of the Company's Certificate of Incorporation, so that the number of shares of capital stock which the Company is authorised to issue is increased from 100,000,000 to 200,000,000. Approval of a majority of those Stockholders voting in person or by proxy at the Special Meeting of the Company is required to pass Resolution 1. A copy of the proposed certificate of amendment is attached at Annex A.

Resolution 2 is to approve the disapplication of the pre-emption rights contained in Article XI of the Company's Certificate of Incorporation, so that they shall not apply to the issue of the New Common Shares issued pursuant to the Placing and Subscription. Approval of 75% of those Stockholders voting in person or by proxy at the Special Meeting is required to pass Resolution 2.

Resolution 3 is to approve the disapplication of the pre-emption rights contained in Article XI of the Company's Certificate of Incorporation, so that they shall not apply to the issue of additional Common Shares representing 10% of the Enlarged Share Capital to be issued between the date of the Special Meeting and 31 December 2012. Approval of 75% of those Stockholders voting in person or by proxy at the Special Meeting is required to pass Resolution 3.

Assuming that Resolution 1 is passed, the maximum number of Common Shares which could be allotted in addition to those already issued would be 148,143,782. The maximum additional number of shares which could be allotted pursuant to the Fundraising would be 52,101,460.

Assuming that both Resolutions 2 and 3 are passed, the maximum number of Common Shares which the Company could issue for cash without application of the pre-emption rights in Article XI of the Company's Certificate of Incorporation, or Stockholder approval for disapplication of such rights, would be (i) 52,101,460 New Common Shares pursuant to the Placing and Subscription; (ii) an additional 10,395,768 further Common Shares to be issued prior to 31 December 2012 (assuming that the full 52,101,460 New Common Shares are issued pursuant to the Placing and Subscription); and (iii) such number of shares as may be issued pursuant to the other exemptions from the application of pre-emption rights in the Company's Constitution, including the Company's ability to issue such additional number of Common Shares as represents less than 10% of the issued and outstanding share capital of the Company during any twelve month period.

Section 3.04 of the Amended and Restated Bylaws of the Company, adopted as of 23 May 2007 and amended as of 19 May 2010, require that holders of not less than one third of the shares entitled to vote, be present in person or represented by proxy at a meeting of Stockholders to meet quorum requirements.

The Directors, whose beneficial or controlled holdings collectively total 10.61 per cent. of the issued and outstanding Common Shares, intend to vote in favour of the Resolutions at the Special Meeting.

For Stockholders of the Company, a Form of Proxy for use at the Special Meeting accompanies this document. Whether or not you intend to be present at the meeting, you are asked to complete the Form of Proxy in accordance with the instructions thereon and to return it by post to Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by facsimile to +44 (0)870 703 6076 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk), so as to be received as soon as possible and, in any event, not later than 3.00 p.m. (GMT) on 25 February 2012. Completion and return of the Form of Proxy will not preclude you from attending the Special Meeting and voting in person should you so wish to do so.

For holders of Depository Interests representing the Company's Common Shares, a Form of Instruction accompanies this document. You are asked to complete the Form of Instruction in accordance with the instructions thereon and to return it by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by facsimile to +44 (0)870 703 6109 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk), so as to be received as soon as possible and, in any event, not later than 3.00 p.m. (GMT) on 23 February 2012. You may not vote the Common Shares represented by your depository interests in person at the Special Meeting unless you obtain a letter of representation from the Company's registrars, Computershare, giving you the right to vote the shares at the meeting.

#### ***Voting by CREST Members***

Holders of Depository Interests representing the Company's Common Shares may also vote using the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must, in order to be valid, be transmitted so as to be received by the Company's registrars, Computershare Investor Services PLC (CREST ID 3RA50) not later than 3 p.m. GMT on 23 February 2012. No such message received through the CREST network after this time will be accepted. 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 Company's registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of voting instructions should be communicated to Computershare through other means.

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 message. 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the United Kingdom Uncertificated Securities Regulations 2001.

### **Importance of Vote**

**The Placing and Subscription are conditional, *inter alia*, upon the passing by Stockholders of the Resolutions 1 and 2 at the Special Meeting.**

**Stockholders should be aware that, were Resolutions 1 and 2 not to be approved at the Special Meeting, the Fundraising would not proceed and the Company will not have sufficient working capital to fund its operations. Furthermore, in the absence of immediate additional funding, the Company could become insolvent imminently, leading to receivership and potentially the total loss of shareholder value.**

### **Recommendation**

The Directors consider the terms of the Placing and Subscription to be in the best interests of the Company and recommend that you vote in favour of the Resolutions to be proposed at the Special Meeting as they intend to do in respect of their entire beneficial or controlled holdings representing 10.61 percent. of the existing issued Common Shares of the Company.

Yours faithfully,

Alan J. Reade  
Executive Chairman

14 February 2012

**ANNEX A**  
**Amendment to Certificate of Incorporation**

TYRATECH, INC.  
CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED CERTIFICATE OF  
INCORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is TYRATECH, INC.
2. The amended and restated certificate of incorporation of the Corporation is hereby amended by deleting the number "100,000,000" from Article IV and inserting in its place "200,000,000".
3. The amendment of the amended and restated certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on      February 2012

TYRATECH, INC.

By: \_\_\_\_\_  
Name: Alan J. Reade  
Title: Chief Executive

**TyraTech, Inc.**

*(incorporated in the state of Delaware, USA under Delaware Corporation Law)*

**Notice of Special Meeting of Stockholders**

Notice is hereby given that a Special Meeting of Stockholders (“the Special Meeting”) of TyraTech, Inc., (the “Company”) will be held at 10.00 a.m. (EST) at the offices of Tyratech, 5151 McCrimmon Parkway, Suite 275, Morrisville, NC 27560, USA on 27 February 2012, for the purpose of considering and, if thought fit, passing the following resolutions.

**Resolutions**

The following resolution requires a simple majority of those Stockholders voting (in person or by proxy) at the Special Meeting:

- 1 THAT in accordance with the provisions set forth in the Article XV of the Company’s Certificate of Incorporation, the Company is hereby authorised and directed to approve, adopt, ratify and confirm in each and every respect an amendment to Article IV of the Company’s Certificate of Incorporation to increase the authorised share capital of the Company to 200,000,000 by deleting the number “100,000,000” from Article IV and inserting in its place “200,000,000”.

The following resolutions require a 75% majority of those Stockholders voting (in person or by proxy) at the Special Meeting:

- 2 THAT pursuant to subsection 6(b) of Article XI, the provisions of Article XI shall not apply to the issue of up to 52,101,460 shares of common stock of the Company in connection with a placing and subscription, as described in the Letter from the Chairman of the Company to stockholders dated 14 February 2012.
- 3 THAT pursuant to subsection 6(b) of Article XI, the provisions of Article XI shall not apply to the issue of new shares of common stock of the Company representing 10% of the Enlarged Issued Share Capital (as such term is defined in the circular dated 14 February 2012) at any time following the adoption of this resolution and not later than 31 December 2012.

By order of the Board.  
Peter Jerome  
*Company Secretary*

Dated: 14 February 2012

Notes:

### **1. Attendance and Voting**

The Company specifies that only those stockholders registered in the register of members of the Company as at 6.00 p.m. on 10 February 2012 (or, if the meeting is adjourned, stockholders on the register of members not later than 10 days before the time fixed for the adjourned meeting) shall be entitled to attend or vote at the above meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m. on 10 February 2012 shall be disregarded in determining the rights of any person to attend and vote at the Special Meeting.

### **2. Proxies**

- (a) Any member entitled to attend and vote at the Special Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he/she subsequently decide to do so.
- (b) In order to be valid, any form of proxy, power of attorney or other authority under which it is signed, or notarially certified office copy of such power or authority, must reach the Company's Registrars, Proxy Department, Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by facsimile at +44 (0)870 703 6076 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) not later than 3.00 p.m. (GMT) on 25 February 2012 or in the event of an adjournment 48 hours before the time of any adjournment of the Special Meeting.
- (c) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear on the Company's register of stockholders in respect of the joint holding.
- (d) If you hold your stock through Depositary Interests please complete a Form of Instruction. This should be completed and returned to Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY in the enclosed reply paid envelope or by facsimile to +44 (0)870 703 6109 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) not later than 3.00 p.m. (GMT) on 23 February 2012 or in the event of an adjournment 48 hours before the time of any adjournment of the Special Meeting.
- (e) For holders of a Depositary Interests wishing to use CREST voting please see the instructions on page 17.
- (f) Copies of the letters of appointment of each of the Directors, and the register of Directors' interest in shares of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Special Meeting and at the place of the Special Meeting from at least 15 minutes prior to and until the conclusion of the Special Meeting.

### **3. Defined Terms**

Terms defined in the Circular shall have the same meaning in this Notice of Special Meeting unless the context otherwise requires.

If you have any questions on how to complete the Form of Proxy please contact Computershare on telephone number 0870 707 4040 or for questions in relation to the Form of Instruction please contact Computershare on telephone number 0870 703 0027. Calls are charged at local geographic rates. Calls to the helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Please note that calls to the helpline may be monitored or recorded and that the helpline is not able to advise on the merits of the matters set out in this document or provide any personal legal, financial or taxation advice.