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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 retain 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 Singer, 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 Singer will neither be responsible to any other person for providing the protections afforded to customers of N+1 Singer nor for advising any such person on the contents of this document or any matter referred to herein. N+1 Singer 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 2 April 2013. 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.

TYRATECH, INC.

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

Proposed Placing and Subscription of 60,000,000 New Common Shares at US\$0.001 each at 5 pence per New Common Share

Notice of Special Meeting of Stockholders

The Directors, whose names appear on page 10, 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.

N+1 Singer, which is authorised and regulated in the United Kingdom by the FSA, is acting as nominated adviser and broker to the Company in connection with the Placing and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of N+1 Singer or for advising any other person in respect of the Placing and Subscription or any transaction, matter or arrangement referred to in this document. N+1 Singer's responsibilities as the Company's nominated adviser are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by FSMA or the regulatory regime established thereunder, N+1 Singer does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Placing or the Subscription. N+1 Singer accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

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 28 March 2013 is set out at page 30 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 6322 or by email to externalproxyqueries@computershare.co.uk, as soon as possible and, in any event, not later than 2.00 p.m. (GMT) on 26 March 2013 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 depositary 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, as soon as possible and, in any event, not later than 2.00 p.m. (GMT) on 25 March 2013 or in the event of an adjournment 72 hours before the adjournment of the Special Meeting.

Holders of depositary interests may also vote using the CREST system (see page 22).

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document and posting of Form of Proxy and Form of Instruction	18 March 2013
Latest time and date for receipt of completed Form of Instruction in respect of the Special Meeting	2.00 p.m. (GMT) on 25 March 2013
Latest time and date for receipt of completed Form of Proxy in respect of the Special Meeting	2.00 p.m. (GMT) on 26 March 2013
Special Meeting	10.00 a.m. (EST) on 28 March 2013
Admission and commencement of dealings on AIM of the New Common Shares	8.00 a.m. GMT on 2 April 2013
Despatch of definitive share certificates for the New Common Shares	by 16 April 2013

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 helplines are 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 helplines 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 helplines may be monitored or recorded and that the helplines are 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	108,176,305
Number of Placing Shares	7,500,000
Number of Subscription Shares	52,500,000
Enlarged Issued Share Capital	168,176,305
Number of Placing and Subscription Shares as a percentage of the Enlarged Issued Share Capital	35.68%
Number of restricted Common Shares trading under TIDM 'TYR' following the issue of the Placing and Subscription shares	140,874,936
Number of unrestricted Common Shares trading under TIDM 'TYRU' following the issue of the Placing and Subscription shares	27,301,369
Gross proceeds of the Placing and Subscription	£3 million
Estimated Net Proceeds of the Placing and Subscription	£2.85 million

Note: the above assumes that there is no further issue of Common Shares between the date of this document and Admission.

For the purposes of determining any Placing and Subscription monies paid in US dollars, such amounts will be converted into pounds sterling at the exchange rate as published in the London edition of the Financial Times on 14 March 2013, being 0.67.

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 in accordance with Rule 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
“American Vanguard Corporation”	American Vanguard Corporation, a diversified specialty and agricultural products company quoted on the New York Stock Exchange (NYSE: AVD) (http://american-vanguard.com)
“AMVAC”	Amvac Chemical Corporation, a wholly-owned subsidiary of American Vanguard Corporation
“AMVAC Warrants”	the warrants to subscribe for 10 million Common Shares issued to American Vanguard Corporation on 30 November 2012
“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, 8 May 2010 and 27 February 2012
“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 immediately following Admission comprising the Existing Share Capital, the Placing Shares and the Subscription Shares
“EST”	Eastern Standard Time
“EU”	the European Union
“Euroclear”	Euroclear UK & Ireland Limited (formerly named CRESTCo Limited), the operator of CREST
“Existing Share Capital”	the 108,176,305 common shares of \$0.001 each in issue at the date of this document, all of which are admitted to trading on AIM and being the entire issued share capital of the Company
“Form of Proxy”	the form of proxy enclosed with this document for use by holders of Common Shares in connection with the Special Meeting
“Form of Instruction”	the form of instruction enclosed with this document for use by holders of Depository Interests in connection with the Special Meeting
“FSA”	Financial Services Authority
“FSMA”	Financial Services and Markets Act 2000, as amended
“Fundraising”	the Placing and the Subscription
“Independent Director”	the director of the Company who is not subscribing in the Placing or Subscription, namely Kevin Schultz
“Issue Price”	5 pence per New Common Share
“London Stock Exchange”	the London Stock Exchange plc

“N+1 Singer”	Nplus1 Singer Advisory LLP, nominated adviser and joint broker to the Company, trading as “N+1 Singer”
“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 Singer of the Placing Shares on behalf of the Company on the terms and subject to the conditions contained in the Placing Agreement
“Placing Agreement”	the placing agreement to be entered into on or around the date of this Circular between the Company and N+1 Singer relating to the Placing
“Placing Shares”	the New Common Shares to be issued to the Placees pursuant to the Placing
“Pound Sterling” or “£”	the lawful currency of the United Kingdom
“Regulation S”	Regulation S under the Securities Act
“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, www.londonstockexchange.com
“Relationship Agreement”	the relationship agreement entered into on or around the date of this Circular between the Company and American Vanguard Corporation
“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 on 28 March 2013 at 10.00 a.m. (EST) of which notice is set out in the Notice of Meeting
“Stockholders”	holders of Common Shares

“Subscribers”	those persons who agree to subscribe directly 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
“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>) Bruno Jactel (<i>Chief Executive Officer</i>) Dr. Kevin Schultz (<i>Non-Executive Director</i>) Barrington Marshall Riley (<i>Non-Executive Director</i>) James Hills (<i>Non-Executive Director</i>)
Company secretary and registered office	Brian Phillips 1209 Orange Street Wilmington Delaware 190801 USA
Principal office	5151 McCrimmon Parkway Suite 275 Morrisville NC 27560 USA
Nominated Adviser and Broker	N+1 Singer One Bartholomew Lane London EC2N 2AX
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

Part I
Letter from the Chairman

TYRATECH, INC.

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

Directors

Alan Reade (*Executive Chairman*)

Bruno Jactel (*Chief Executive Officer*)

Dr. Kevin Schultz (*Non-Executive Director*)

James Hill (*Non-Executive Director*)

Barrington Marshall Riley (*Non-Executive Director*)

Registered Office

1209 Orange Street

Wilmington

Delaware 19801

USA

18 March 2013

To Stockholders

Dear Sir/Madam

Proposed Placing and Proposed Subscription of New Common Shares to raise gross proceeds of £3 million and Notice of Special Meeting of Stockholders

Introduction

The Board of Directors of TyraTech, Inc. announced today that it has conditionally raised £3 million before expenses by means of a Placing, through its broker N+1 Singer, and Subscription (together, the “Fundraising”). The funds raised will be used to help drive product registrations and commercialisation partnerships across the Company’s key markets and geographies and provide working capital for the Company as its patented technologies move towards commercialisation and into retail and other distribution channels.

As part of the Fundraising, American Vanguard Corporation, the parent company of AMVAC and, the Company’s partner in its Envance Technologies joint venture, has conditionally agreed to subscribe for 49,400,000 New Common Shares at the Issue Price, representing 29.37% of the Enlarged Issued Share Capital. Following the Fundraising, if American Vanguard Corporation were to exercise in full the AMVAC Warrants, it would hold 31.64% of the Company’s share capital on a fully diluted basis (i.e. assuming exercise in full of all outstanding options and the AMVAC Warrants). In total, the New Common Shares being issued represent 35.68% of the Enlarged Issued Share Capital. Further information is set out below and in Parts II and III of this document.

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 Fundraising, the joint venture agreement with AMVAC and the Special Meeting.

The purpose of this document is to explain the reasons for, and provide details of, 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 the Resolutions which are set out in the Notice of Meeting attached to this Circular.

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 200,000,000 to 300,000,000. 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.

Resolution 2 is required to disapply the pre-emption rights contained in Article XI of the Company's Certificate of Incorporation from the issue of the New Common Shares 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 required to disapply the pre-emption rights contained in Article XI of the Company's Certificate of Incorporation from the issue of common shares in the capital of the Company to American Vanguard Corporation pursuant to the exercise of the AMVAC Warrants. Approval of 75% of those Stockholders voting in person or by proxy at the Special Meeting is required to pass Resolution 3.

Resolution 4 is required to disapply the mandatory offer provisions of Article X of the Company's certificate of incorporation from: (i) the issue of New Common Shares to American Vanguard Corporation pursuant to the Fundraising; (ii) the issue of common shares in the capital of the Company pursuant to the exercise of the AMVAC Warrants; and (iii) the issue of shares of common stock of the Company pursuant to the exercise of the participation rights granted to American Vanguard Corporation under the Relationship Agreement, including such shares as may be issued upon the exercise of any rights to subscribe for shares granted pursuant to such participation rights. Article X provides, *inter alia*, that any person who acquires in a transaction or series of transactions securities representing 30% of the voting rights in the capital of the Company shall be required to make an offer to the other Stockholders to acquire their shares. The relationship and arrangements between the Company and American Vanguard Corporation and AMVAC, including the holding of the AMVAC Warrants, will not give rise to an obligation to make an Offer under Section 2 of Article X. Approval of a majority of those independent Stockholders voting in person or by proxy at the Special Meeting is required to pass Resolution 4. For these purposes an independent Stockholder is a Stockholder other than: (i) American Vanguard Corporation; and (ii) persons affiliated, with or acting in concert with, American Vanguard Corporation.

In the event that the Resolutions were not to be approved at the Special Meeting, the Fundraising would not proceed as described herein and the Company would need to pursue other (potentially less optimal) options in order to finance the commercialisation of its products and other activities described in this Circular.

Background to and Reasons for the Fundraising

Over the last 12 months, the Company has continued to develop its pipeline of products applicable across a range of commercial segments and to develop commercial partnerships and distribution channels in the US and EU in particular. The Company's pipeline now includes more than 15 products at various stages of development with 8 products ready for commercialisation, seeking to address or already addressing the insect control, human health and wellbeing, and animal health markets.

Insect Control

In December 2012, the Company announced that it has entered into a licence agreement and joint venture agreement (together the “Agreements”) with AMVAC. The Agreements created a joint venture, subsequently named Envance Technologies, to develop and commercialise existing and new pesticide products featuring the Company’s Nature’s Technology™ (the “Joint Venture”). Under the terms of the Agreements, the Company received a significant upfront licensing fee and will receive annual licence payments for a period of ten years. Envance Technologies is owned 40% by TyraTech, with the remaining 60% owned by AMVAC.

As set out in the announcement of 4 December 2012, the purpose of the Joint Venture is to develop and commercialise best-in-class pesticide technologies for the global consumer household and lawn and garden retail markets. The first product being produced via the Joint Venture is the Terminix® Ultimate Protection® product line being distributed via one of the major US national retail chains, as announced on 26 September 2012 and with manufacture having started in November 2012. The Directors believe that the Joint Venture will help develop and commercialise novel technologies and products in global commercial, institutional, professional, crop protection and seed treatment markets. The Joint Venture will also develop new combinations of natural and synthetic compounds using TyraTech’s Extend Technology™, to create solutions with improved efficacy and environmental impact on a range of crops.

Envance Technologies provides TyraTech with access to a range of new global market opportunities, working with a leading specialty and agricultural products company which develops and markets products for crop protection and management, as well as turf and ornamental management. Additionally, it will provide the Company with access to AMVAC’s global sales, regulatory and field R&D resources.

Through the Joint Venture by the end of 2013, the Company hopes to have its household and commercial and institutional pesticide range retailing in the US and it hopes to have the range retailing in the EU and the rest of the world during 2014/2015. The Company also intends to launch a lawn and garden pesticide range in the US in 2014 with a roll-out into the EU from 2015, with additional product launches of synthetic mixtures also taking place from the same date. A wider international roll out of the household, commercial and institutional ranges is also expected from 2015 onwards.

The Directors estimate that Envance’s products will participate in an addressable pesticide market worth approximately \$3.5-4.5 billion.

Human Health & Wellbeing

The Company continues to focus on three main areas of the market:

Head Lice control: In December 2012, the Company received notification from the U.K. regulatory body, the Medicines and Healthcare products Regulatory Agency (“MHRA”), that the Company’s head lice product VaMOUSSE!™ has been registered with the MHRA as a Class I medical device. The Company is now in discussions with a number of retail partners to distribute the product under own store brands or through branded products in both the mass and pharmacy markets. The Board expects the product to be launched commercially at the end of 2013. Registration is also being actively pursued in the USA, where there are substantial market opportunities. Discussions are already on-going with potential commercialisation partners including discussions with regard to head lice and personal repellent products with a market leader in France and a global leader in mass retail of own branded products.

Personal Repellents: As announced on 18 December 2012, Laboratory and Field trials have demonstrated that the Company’s new personal insect repellent, significantly outperforms the market standard 15%

DEET solution for both mosquito and tick repellency. Trials have been carried out using various species of mosquito including those which are known vectors of West Nile Virus, Malaria, Dengue fever, yellow fever and St Louis encephalitis. Tick trials have included species which are vectors for Lyme disease, Rocky Mountain spotted fever and Southern tick associated rash infection (STARI). To date, the Company has been granted registrations for its personal repellent in the US, UK and German markets. The product is, therefore, ready for immediate commercialisation in the retail markets in these countries and in this regard the Company is in on-going discussions with certain major retailers in the US as well as in the European markets.

With regard to target markets, while continuing to focus primarily on mature, developed markets, the Company is also looking at ways in which it can enter high growth, emerging markets such as Brazil, Latin America, India, China and the rest of Asia where insects and parasites are a major and persistent problem. In addition a rich pipeline of products is built around the repellent technology to address other insects (head lice, bed bugs, fleas) and other delivery platforms (diffuser, aerosols, washes and plastics).

The Company aims to have launched its head lice products commercially in the EU by the end of 2013, in the US by the end of 2014 and to commence launching into the wider global market from 2015. The Company also aims to launch its personal repellent products in the EU and in the US during the course of 2013, with a global roll-out planned from 2014.

Human Intestinal Parasite Control: The Company is developing products to control the level of harmful intestinal parasites. In particular, the Company has developed in partnership with Mondelēz International (formerly Kraft Foods) novel formulations which could be used in functional foods and other presentations such as OTC pharmaceutical, able to control the level of soil transmitted helminths in humans. The debilitating impact of this intestinal parasite affects more than 2 billion people annually, most of them located in countries like Mexico, China, India, Indonesia and Brazil. The Company, in partnership with Mondelēz, is actively looking for commercialisation partners and is in current active discussions with companies having an existing business in Asia and Northern Africa.

The Directors estimate that the addressable global Human Health & Wellbeing market in which its repellent and head lice products will compete is worth approximately \$1-2 billion.

Animal Health

The Company continues to develop several products for both the companion and production animal markets. In January 2013, the Company received notification, from both the United States Patent and Trademark Office (USPTO) and the State Intellectual Property Office (SIPO) of the People's Republic of China, that two new patents had been granted for the Company's novel natural compositions for controlling intestinal worms and parasites. The Directors believe that these new patents are an important addition to TyraTech's intellectual property portfolio as they will provide support and protection for the Company's pipeline of anthelmintic (worm controlling) solutions for humans, as well as companion and production animals.

The Company is in on-going negotiations with leading animal health companies for the commercialisation of already registered fly control products and other insects control products for production animal production facilities. The company is also in the final stages of development of fly repellents for horses and dairy cattle together with flea and tick products for companion animals. The Company expects its insect control products for production animal premises to be launched in 2013 in the USA as well as in Europe. Its horse fly repellent product is expected to be launched in 2013, with companion animal horse fly repellent products expected to launch in 2014. The other pipeline products, targeting both external and internal parasites for companion and production animals, are in development

with launch dates from 2014. The Company is also in advanced discussion with animal health companies to develop products to control internal and external parasites in fish.

Furthermore, as with the personal repellent market, the Company is currently looking to extend the geographical reach of its Animal Health technologies into higher growth, emerging markets such as Brazil, Russia, India and China.

The Directors estimate that the addressable global Animal Health market in which its products will compete is worth approximately \$5-6 billion annually.

Summary

The Company believes that its products provide solutions to global problems and that its products and potential products have efficacy rates which have been proven to be as good or superior to the synthetic products currently in the market and with a much improved safety profile.

Following a period of significant research and development, the Company has a number of products which are either in the market or ready to be commercialised in the near term, and the Directors believe that with this commercialisation and prospective new product launches over the medium to longer term, the Company has laid the foundations for sustainable growth.

Patents and Registrations

The Company continues to focus on the intellectual security of its developed and developing product lines and now has 3 patents granted in the U.S., 11 patents granted internationally and 85 patent applications pending across 19 countries. As mentioned above, the Company has received a number of product registrations and patents over the last 5 months. The Company's recent patent approvals and registrations are set out below:

- October 2012: Patent granted for the Company's novel anti-parasitic and pest control composition by the USPTO
- November 2012: Registration granted for the Company's new personal insect repellent in 49 States and the District of Columbia
- December 2012: Registration granted for the Company's head lice product VaMOUSSE!TM by the U.K. regulatory body, the Medicines and Healthcare products Regulatory Agency
- December 2012: Registration granted for the Company's personal insect repellent in Germany
- December 2012: Registration for the Company's personal insect repellent in the UK
- January 2013: Patents granted for the Company's novel natural compositions for controlling intestinal worms and parasites from both the USPTO and the SIPO of the People's Republic of China
- February 2013: Patent granted for the Company's ExtendTM patent in South Africa

AMVAC Relationship

In December 2012, the Company announced that it had entered into a licence agreement and joint venture agreement (together the “Agreements”) with AMVAC. Further information on the Agreements can be found in Part III.

Subscription

AMVAC’s parent company American Vanguard Corporation has conditionally agreed to subscribe for 49,400,000 New Common Shares at the Issue Price, representing 29.37% of the Enlarged Issued Share Capital. Following the Fundraising, if American Vanguard Corporation were to exercise in full the AMVAC Warrants, it would hold 31.64% of the Company’s share capital on a fully diluted basis (i.e. assuming exercise in full of all outstanding options and the AMVAC Warrants).

The subscription is conditional, *inter alia*, upon the Placing becoming unconditional, upon the passing of the resolutions and upon certain standard warranties remaining true and correct as at Admission.

The Company has agreed that subject to American Vanguard Corporation’s subscription for 49,400,000 New Common Shares pursuant to the Subscription becoming unconditional, it will amend and restate the AMVAC Warrants so that the exercise price under such warrants be amended from 10 pence to 6 pence per share and the expiry of the exercise period of such warrants be extended from 31 May 2013 to 31 May 2015. The amended and restated warrants will contain a provision to the effect that if the Company issues any Common Shares at a price lower than 6 pence per share, then the exercise price under the warrants will be reduced to such lower price.

Relationship Agreement

As a result of this substantial holding in the Company, American Vanguard Corporation has entered into a Relationship Agreement with the Company which provides, *inter alia*, as follows:

- (a) The provisions of the Relationship Agreement are conditional on such number of ordinary shares being issued to American Vanguard Corporation and/or any of its associates, including *inter alia*, any subsidiary, so that immediately following such issue American Vanguard Corporation along with any of its associates will own or control 20% or more of the issued shares of common stock in the capital of the Company.
- (b) American Vanguard Corporation shall, and shall procure that any of its associates will, exercise their voting rights and other rights attaching to their common shares to procure that:
 - (i) the Company and its subsidiaries are able to carry on their business independently of American Vanguard Corporation and its associates;
 - (ii) all transactions, agreements or arrangements entered into between a member of the Company’s group and American Vanguard Corporation or any of its associates will be made at arm’s length and on a normal commercial basis; and
 - (iii) at all times, the majority of directors on the board of directors having the right to cast a majority vote will be made up of directors who are independent of American Vanguard Corporation and its associates,

save that, nothing these provisions shall limit, restrict and/or otherwise affect (a) AMVAC Chemical Corporation's ability to exercise its rights as a majority shareholder of the Joint Venture and/or (b) AMVAC's ability to exercise its voting rights in connection with matters involving the Joint Venture, and further these undertakings shall not have effect at any time when American Vanguard Corporation along with any associate, owns or controls 50% or more or more of the rights to vote at meetings of the Company's stockholders.

- (c) American Vanguard Corporation has the right to nominate, from time to time, one candidate to fill the office of director of the Company, subject to the approval of the Company's nominations committee.
- (d) In the event that the Company offers new voting shares, or securities convertible into voting shares in its capital stock for cash, the Company must offer to American Vanguard Corporation on the same terms such number of securities as is required to maintain the proportion of American Vanguard Corporation's voting rights in the Company.
- (e) Subject to certain exceptions, American Vanguard Corporation agrees to be bound by (for so long as the Company continues to be traded on AIM):
 - (i) a 180-day lock-up period during which American Vanguard Corporation and its associates are prohibited from transferring or otherwise disposing of any shares of common stock under the control of American Vanguard Corporation of any of its associates and any other relevant securities in the Company other than to an associate of American Vanguard Corporation to the extent permitted under the Relationship Agreement;
 - (ii) a 2-year lock-up period (following the expiry of the 180 day lock-up period referred to above) during which American Vanguard Corporation and its associates are prohibited from transferring or otherwise disposing of any securities in the Company other than to an associate of American Vanguard Corporation to the extent permitted under the Relationship Agreement or through a sale brokered by the Company's nominated adviser in order to maintain an orderly market in the Common Shares.

Current Trading and Outlook

In December 2012, the Company, through its Joint Venture, delivered the first shipment of its Terminix-branded household insecticide product line, featuring the Company's Nature's TechnologyTM, to a major US national retail chain.

To date, Envance Technologies has shipped approximately 200,000 units of its household insecticide product line to the major US national retail chain described above, with the products now available for purchase in approximately 1,500 of its stores across the United States. By the end of 2014 it is expected that practically all of its retail stores in the United States will stock the Joint Venture's Terminix-branded household insecticide product line.

The potential for the Joint Venture to distribute surplus cash by way of a dividend to its shareholders, including the Company is described in more detail in Part III of this document.

The Board is greatly encouraged by the continued level of interest in its existing and pending product ranges from retail and other distributors and believes that a number of additional commercial agreements

can be signed up with partners in the short to medium-term for both its pesticide products (via Envance Technologies) and for its other market-ready products (via other commercialisation partners).

To help accelerate and further facilitate the Company's pursuit of additional commercial partners and revenue, the Company appointed Bruno Jactel as Chief Executive Officer in January 2013. Prior to this appointment, Bruno spent 12 years at Merial Limited ("Merial"), the US\$2.6 billion revenue generating Animal Health subsidiary of the Sanofi Group. Bruno was responsible for global marketing, brand management and enterprise and franchise strategy. Furthermore, as head of commercial operations in Europe for Merial, Bruno developed successful growth strategies in both over-the-counter and professional channels and, during this time, Merial built the most successful consumer brand in animal health history with FRONTLINE (its flea and tick product range for pets) reaching \$1 billion in annual revenue in 2009.

The Board believes that Bruno's experience will be essential as the Company progresses towards the commercialisation of its technologies and anticipates that, through Envance Technologies and additional future partnership agreements, the Company will achieve a sustainable operating position over the next 3 years.

The Directors remain positive about the Company's medium and long-term prospects due to the proven efficacy of the Company's technology and the depth of its product development pipeline, as evidenced by the support of AMVAC and other high calibre partners.

Use of Proceeds

It is the intention of the Directors that the net proceeds raised from the Fundraising will be used for product commercialisation and working capital purposes, including:

- commercialisation of registered products in North America and the European Union;
- applying for additional product registrations in the Company's key markets and geographies;
- finishing the late pipeline development of products close to registration and commercialisation;
- developing and expanding the Company's channels to market by signing up with additional retail and other commercial /distribution partners; and
- general corporate purposes.

Financial Information

Copies of the Company's interim results for the six month period ended 30 June 2012 and recent business updates are available on the Company's website (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 has conditionally raised £3 million, before expenses, by the issue of 60,000,000 New Common Shares.

The Placing Shares have been conditionally placed at the Issue Price with institutional investors, pursuant to the Placing. The Company has entered into the Placing Agreement with N+1 Singer, as agent for the Company, under which N+1 Singer has agreed conditionally to use its reasonable endeavours to procure Placees for the Placing Shares pursuant to the terms of the Placing Agreement.

In addition to the Placing, the Subscribers (including American Vanguard Corporation, Alan Reade, Bruno Jactel, James Hills and Barry Riley, each of the latter four a director of the Company) have conditionally agreed to subscribe for the Subscription Shares pursuant to the Subscription at the Issue Price per Subscription Share.

The offer and sale of the Placing Shares and the Subscription Shares will be made by way of private placements exempt from the registration requirements of the Securities Act.

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.

Conditions to the Placing and Subscription

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

- (a) Stockholder approval of Resolutions 1 to 4 at the Special Meeting. The New Common Shares will represent approximately 35.68% of the Company's Enlarged Issued Share Capital.
- (b) The principal conditions of the Placing Agreement having been met, including but not limited to:
 - (i) Resolutions 1 to 4 being passed by the requisite majority at the Special Meeting to be held on or around 28 March 2013;
 - (ii) the Subscription becoming unconditional (save in respect of any conditions relating to the Placing Agreement);
 - (iii) the warranties given by the Company under the Placing Agreement remaining true and accurate in all respects on Admission;
 - (iv) the obligations of N+1 Singer not having been terminated pursuant to any provision of the Placing Agreement prior to Admission;
 - (v) due execution and delivery to N+1 Singer of certain documents specified in the Placing Agreement; and
 - (vi) the satisfaction or, where appropriate, the waiver (at the discretion of N+1 Singer) of certain other conditions set out in the Placing Agreement.
- (c) Admission occurring not later than 8.00 a.m. on 2 April 2013, or such other date as may be agreed between the Company and N+1 Singer, not being later than 23 April 2013.

All Placing monies received by N+1 Singer under the terms of the Placing will not become the property of the Company until Admission, at which point they will be transferred into a bank account of the Company after any agreed deductions for fees and expenses reasonably and properly incurred in

connection with the Fundraising. Placing monies received by Reed Smith LLP in relation to the subscription by American Vanguard Corporation will be subject to escrow arrangements. Certain Subscription monies may 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 or interest.

For the purposes of determining the amount of any Placing and Subscription monies to be paid in US dollars, such amounts will be converted into pounds sterling at the exchange rate as published in the London edition of the Financial Times on 14 March 2013, being 0.67.

Related Party Transaction

Legal and General Investment Management Limited (UK) (“LGIM”), a substantial shareholder in the Company, has agreed to subscribe for 6,000,000 New Common Shares pursuant to the Placing and the Subscription. LGIM is a related party under the AIM Rules by virtue of its existing shareholding in the Company. The Independent Director considers, having consulted with the Company’s nominated adviser, N+1 Singer, that the terms of LGIM’s participation in the Fundraising is fair and reasonable insofar as the Stockholders of the Company are concerned.

Stockholder Approval and Notice of Special Meeting

The Placing and Subscription are subject, *inter alia*, to the passing of Resolutions 1 to 4 at the Special Meeting.

Accordingly, set out at the end of this document is the notice convening a Special Meeting to be held on 28 March 2013 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 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 200,000,000 to 300,000,000. 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.

Resolution 2 is required to disapply the pre-emption rights contained in Article XI of the Company’s Certificate of Incorporation from the issue of the New Common Shares 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 required to disapply the pre-emption rights contained in Article XI of the Company’s Certificate of Incorporation from the issue of common shares in the capital of the Company to American Vanguard Corporation pursuant to the exercise of the AMVAC Warrants. Approval of 75% of those Stockholders voting in person or by proxy at the Special Meeting is required to pass Resolution 3.

Resolution 4 is required to disapply the mandatory offer provisions of Article X of the Company’s certificate of incorporation from: (i) the issue of New Common Shares to American Vanguard Corporation pursuant to the Fundraising; (ii) the issue of common shares in the capital of the Company pursuant to the exercise of the AMVAC Warrants; and (iii) the issue of shares of common stock of the Company pursuant to the exercise of the participation rights granted to American Vanguard Corporation under the Relationship Agreement, including such shares as may be issued upon the exercise of any rights to subscribe for shares granted pursuant to such participation rights. The relationship and arrangements between the Company and American Vanguard Corporation and AMVAC, including the

holding of the AMVAC Warrants, will not give rise to an obligation to make an Offer under Section 2 of Article X. Article X provides, *inter alia*, that any person who acquires in a transaction or series of transactions securities representing 30% of the voting rights in the capital of the Company shall be required to make an offer to the other Stockholders to acquire their shares. Approval of a majority of those independent Stockholders voting in person or by proxy at the Special Meeting is required to pass Resolution 4. For these purposes an independent Stockholder is a Stockholder other than: (i) American Vanguard Corporation; and (ii) persons affiliated, with or acting in concert with, American Vanguard Corporation.

Assuming that Resolution 1 is passed, the maximum number of Common Shares which could be allotted in addition to those already issued as at the date of this document would be 191,823,695.

Assuming that 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, is (i) 60,000,000 New Common Shares pursuant to the Placing and Subscription; (ii) 10,000,000 common shares issued pursuant to the exercise of the warrants issued to American Vanguard Corporation; 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.

Assuming that Resolution 4 is passed American Vanguard Corporation will be able to acquire 49,400,000 New Common Shares pursuant to the Subscription, will be able to exercise its warrant to subscribe for 10,000,000 shares and will be able to utilise the participation rights granted to it in the Relationship Agreement, without having to make an offer to the other Stockholders to acquire their shares under Article X of the Certificate of Incorporation.

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, requires 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 10.26% 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 6322 or by email to externalproxyqueries@computershare.co.uk, so as to be received as soon as possible and, in any event, not later than 2.00 p.m. (GMT) on 26 March 2013. 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 Depositary 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, so as to be received as soon as possible and, in any event, not later than 2.00 p.m. (GMT) on 25 March 2013. You may not vote the Common Shares represented by

your depositary 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 Depositary 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). 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 2.00 p.m. GMT on 25 March 2013. 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 Resolutions 1 to 4 at the Special Meeting.

Stockholders should be aware that, were the Resolutions not to be approved at the Special Meeting, the Fundraising would not proceed as described herein and the Company would need to pursue other (potentially less optimal) options in order to finance the commercialisation of its products and other activities described in this Circular.

Recommendation

The Independent Director considers the terms of the Placing and Subscription to be in the best interests of the Company and its shareholders as a whole and the Independent Director, along with the other Directors, 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 10.26 percent. of the Existing Share Capital of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'AJR' followed by a stylized flourish and a period.

Alan J. Reade
Executive Chairman

18 March 2013

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 "200,000,000" from Article IV and inserting in its place "300,000,000".
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 2013

TYRATECH, INC.

By: _____

Name: Alan Reade

Title: Executive Chairman

Part II

Further Information on the Subscription and Placing

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 will be "restricted securities" as defined in Rule 144 under the Securities Act and may 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. The Company will seek to admit the New Common Shares to AIM for trading in the Company's restricted line of stock under the symbol TYR.

All New Common Shares will 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 2 April 2013.

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 certificates, instruments of transfer will be certified against the register of members of the Company.

Director Shareholdings

Should Resolutions 1 to 4 be approved at the Special Meeting:

Alan Reade, who has agreed to subscribe for 2,000,000 New Common Shares pursuant to the Subscription, will be interested in 9,811,358 Common Shares in the Company representing an interest of

5.83% of the total voting rights of the Company following Admission. In addition, Alan Reade is interested in 2,645,695 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	£0.12	20 October 2020
1,000,000	£0.06	25 April 2022
100,570	£0.12	6 March 2022

Bruno Jactel, who has agreed to subscribe for 700,000 New Common Shares pursuant to the Subscription, will be interested in 1,365,204 Common Shares in the Company representing an interest of 0.81% of the total voting rights of the Company following Admission. In addition, Bruno Jactel is interested in 1,500,000 options over Common Shares in the Company as follows:

Options Held	Option Exercise Price	Expiry Date
500,000	£0.06	1 January 2023
500,000	£0.12	1 January 2023
500,000	£0.15	1 January 2023

Kevin Schultz, is not currently interested in any Common Shares in the Company. Mr. Schultz is however, interested in 300,000 options over Common Shares in the Company as follows:

Options Held	Option Exercise Price	Expiry Date
200,000	£0.12	20 October 2020
100,000	£0.06	25 April 2022

Barry Riley, who has agreed to subscribe for 200,000 New Common Shares pursuant to the Subscription, will be interested in 2,455,556 Common Shares in the Company representing an interest of 1.46% of the total voting rights of the Company following Admission. In addition, Barry Riley is interested in 550,000 options over Common Shares in the Company as follows:

Options Held	Option Exercise Price	Expiry Date
200,000	£0.12	20 October 2020
350,000	£0.06	25 April 2022

James Hills, who has agreed to subscribe for 200,000 New Common Shares pursuant to the Subscription, will be interested in 565,500 Common Shares in the Company representing an interest of 0.34% of the total voting rights of the Company following Admission. In addition, James Hills is interested in 550,000 options over Common Shares in the Company as follows:

Options Held	Option Exercise Price	Expiry Date
200,000	£0.12	20 October 2020
350,000	£0.06	25 April 2022

Part III

Information on the AMVAC Joint Venture

On 30 November 2012 the Company entered into a Licence Agreement and Joint Venture Agreement (together the "Agreements") with AMVAC. The Agreements create a joint venture company, Envance Technologies (the "Joint Venture Company"), to develop and commercialise existing and new pesticide products featuring TyraTech's Nature's Technology™, which harnesses the synergy of natural ingredients to deliver products with market leading levels of efficacy and safety.

The Joint Venture Company is jointly owned by AMVAC (60%) and TyraTech (40%)

Envance Technologies will develop and commercialise best-in-class pesticide technologies and products for the global consumer household and lawn and garden retail markets. Additionally, it will develop and commercialise novel technologies and products in global commercial, institutional, professional, crop protection and seed treatment markets. Using TyraTech's Extend Technology™, Envance Technologies will also develop new combinations of natural and synthetic compounds to create solutions with improved efficacy and environmental impact on a range of crops.

Further details of the licensing arrangements are set out below.

Details of licensing arrangements

Under the Licence Agreement TyraTech has granted an irrevocable and sub-licensable exclusive right to AMVAC, which AMVAC has sublicensed to the Joint Venture Company, to exploit its intellectual property to develop, manufacture and sell bio-pesticide products as follows:

- worldwide in the agricultural, horticultural and seed treatment fields, and in the lawn and garden field;
- outside the United States of America in the consumer household insecticides field direct to customers or through retail stores;
- outside the United States of America to commercial and institutional customers such as restaurants, hospitals, hotels and schools and to professional pest operators; and
- outside the United States of America to governmental agencies and institutions.

Additionally, TyraTech granted to AMVAC an irrevocable and sub-licensable non-exclusive right to exploit its intellectual property to develop, manufacture and sell bio-pesticide products in the farm and ranch consumer retail market and in the public health vector control market.

TyraTech has also assigned to the Joint Venture Company its rights under its agreements with the Terminix International Company Limited Partnership for the commercialisation of its products in the United States of America. Upon the termination or expiration of the agreements with Terminix, the licence grant to AMVAC will be expanded to include an irrevocable and sub-licensable exclusive right to AMVAC for market channels covered by the Terminix agreements with no further licence fees or payments payable by AMVAC.

Certain products are excluded from the licence granted under the Licence Agreement, including floor wash products, hard surface products (e.g. plastics), slug bait, and products designed primarily for certain

excluded fields of use or for distribution through the excluded marketing channels and fields of use described below.

The following “fields of use” are excluded from the licence granted under the Licence Agreement: (i) internal or external treatment of animals or pets; (ii) production animals or equine operations and facilities (such as dairy, beef, swine, or chicken farm operations and facilities); (iii) plastic based products (such as food storage containers); and (iv) personal care or human health applications.

Licence fees

Under the terms of the Agreements, TyraTech has received a significant upfront licensing fee as well as annual licence payments for a period of ten years.

The advance payment which the Company announced on 30 October 2012 has been credited against the upfront licensing fee and the related non-interest bearing secured promissory note issued at the same time by the Company (for the repayment of that advance payment in the event that the joint venture did not proceed) is now fully discharged.

Funding of the Joint Venture

The Joint Venture Company is funded by capital contributions from TyraTech and AMVAC in proportion to their shareholdings. The parties have made initial capital contributions on this basis totaling \$1 million.

Calls for further capital contributions may be made by the board of managers of the Joint Venture Company. To the extent that one party is unable to contribute its share of such a capital call, the other party may make a covering capital contribution. Such member shall be entitled to a preferential distribution of such covering capital contribution, plus a preferred return thereon, before any other distributions are made to the parties. The “preferred return” on a covering capital contribution means, from the date which is 2 years after the date of the initial capital contributions until the date of liquidation of the Joint Venture Company, an amount equal to a cumulative annual return at a rate 4% above the prime rate of interest published in the Wall Street Journal from time to time, compounded at the end of each quarter.

Management of the Joint Venture

The Joint Venture Company is managed by its board of managers. The board of managers consists of a maximum of three managers of which TyraTech has the right to appoint one and AMVAC has the right to appoint two. Decisions of the board of managers are taken by majority vote.

Certain matters must be approved by all members or all board members, including any sale of the Joint Venture Company, or substantially all of its assets, any merger or reorganization, any acquisition of equity interests, all business plans and budgets, material capital expenditure, material activities outside of the Joint Venture Company’s business plan, acquisitions of intellectual property, granting of sub-licences, admission of additional members, approval of conflicts of interest, selection of the President or Chief Executive Officer and distributions other than as set out below.

Distributions

Distributions are at the discretion of the board of managers of the Joint Venture and shall be made (a) to the members in proportion to their unreturned capital contributions; and (b) to the members in proportion

to their “Percentage Interest” (defined as the percentage of capital contributions made by a member). The Joint Venture Agreement provides that if and when the Joint Venture Company has excess cash and liquid securities in excess of its budgeted expenses and expenditure for the next twelve months then a distribution will be made, subject to applicable law and any limitation under the Joint Venture Agreement, including any member’s right to a preferential distribution in respect of a covering capital contribution.

Warrants

In connection with the Agreements, the Company agreed to issue the AMVAC Warrants. The AMVAC Warrants are exercisable at a price of 10 pence per share at any time until 31 May 2013. The Company has agreed that subject to American Vanguard Corporation’s subscription for 49,400,000 New Common Shares pursuant to the Subscription becoming unconditional, it will amend and restate the AMVAC Warrants so that the exercise price under such warrants be amended from 10 pence to 6 pence per share and the expiry of the exercise period of such warrants be extended from 31 May 2013 to 31 May 2015. The amended and restated warrants will contain a provision to the effect that if the Company issues any Common Shares at a price lower than 6 pence per share, then the exercise price under the warrants will be reduced to such lower price.

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 28 March 2013, 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 300,000,000 by deleting the number “200,000,000” from Article IV and inserting in its place “300,000,000”.

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 of the Company’s Certificate of Incorporation, the provisions of Article XI shall not apply to the issue of up to 60,000,000 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 18 March 2013.
- 3 THAT pursuant to subsection 6(b) of Article XI of the Company’s Certificate of Incorporation, the provisions of Article XI shall not apply to the issue of up to 10,000,000 shares of common stock of the Company in connection with the exercise of warrants issued to American Vanguard Corporation on 30 November 2012 (or any amendment or restatement of such warrants).

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

- 4 THAT pursuant to section 14 of Article X of the Company’s Certificate of Incorporation (“**Article X**”), the provisions of Article X shall not apply to: (i) the issue of up to 49,400,000 shares of common stock of the Company to American Vanguard Corporation or any affiliated entity in connection with a placing and subscription, as described in the Letter from the Chairman of the Company to stockholders dated 18 March 2013 (the “**Letter**”); (ii) the issue of up to 10,000,000 shares of common stock of the Company to American Vanguard Corporation or any affiliated entity pursuant to the exercise of the warrants issued to American Vanguard Corporation on 30 November 2012 (the “**Warrants**”), or any amendment or restatement of the Warrants; or (iii) any issue of shares of common stock of the Company to American Vanguard Corporation or any affiliated entity pursuant to the exercise of the participation rights granted to it under the Relationship Agreement with the Company entered into on or around the date of the Letter (the “**Relationship Agreement**”), including such shares as may be issued upon the exercise of any rights to subscribe for shares of the capital stock of the Company granted

pursuant to such participation rights, and that the relationship and arrangements between the Company and American Vanguard Corporation and its subsidiary, Amvac Chemical Corporation, more particularly described in the Letter, including the holding of the Warrants, will not give rise to an obligation to make an Offer under Section 2 of Article X.

By order of the Board.

Brian Phillips

Company Secretary

Dated: 18 March 2013

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 18 March 2013 (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 18 March 2013 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 6322 or by email to externalproxyqueries@computershare.co.uk not later than 2.00 p.m. (GMT) on 26 March 2013 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 not later than 2.00 p.m. (GMT) on 25 March 2013 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 22.
- (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.