

# POET Technologies Inc.

**Annual General Meeting of Stockholders**  
**Thursday, July 13, 2017**  
**10:00am – 12:00pm PDT**

Holiday Inn – Silicon Valley  
1350 North 1st Street, San Jose, CA 95112



# Agenda

## Outside Meeting Room

9:30am – 10:00am	Check-in of Stockholders	B. Perry
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## Inside Meeting Room

10:00am – 10:10am	Introductions and Call to Order	T. Mika
10:10am – 10:40am	Annual General Meeting	D. Lazovsky
10:40am – 11:30am	Presentation and Update	S. Venkatesan
11:30am – 11:35am	SRP and Communications	T. Mika
11:35am – 11:55am	Q&A	B. Perry (moderator)
11:55am – 12:00pm	Thanks and Adjourn	D. Lazovsky

# Annual General Meeting Agenda

## David Lazovsky – Executive Chairman

- Appointment of Secretary of Meeting and Scrutineer
- Notice of Meeting
- Scrutineer's Report
- Destruction of Proxies
- Minutes of the Previous Meeting
- Report of Directors
- Financial Statements and Auditor's Report
- Election of Directors
- Appointment of Auditors
- Other Business
- Termination of Meeting

# Shareholder Rights Plan (SRP)

- POET SRP approved as of August 22, 2014
  - Provided for substantial dilution to acquirors of more than 20% of shares
  - Intended to discourage a change of control, even if beneficial to shareholders
- POET SRP was subject to re-approval every 3<sup>rd</sup> anniversary, at the discretion of Board
  - POET Board determined NOT to seek re-approval of the SRP due to changes in Canadian Securities legislation
- On May 9, 2016 the Canadian Securities Administrators implemented new regulations to harmonize takeover bid rules. Regulations require all takeover bids:
  - To include tenders of more than 50% of outstanding securities of each class;
  - Be extended by 10 days after the minimum 50% is achieved; and
  - Remain open for a minimum of 105 days unless a shorter period not less than 35 days is agreed by all parties or an alternative transaction has been approved.
- New regulations effectively serve the same purpose as a shareholder rights plan for publically listed companies in Canada
- POET Board and Management will monitor the regulatory environment, and revisit the potential benefits/drawbacks of a new SRP as appropriate

# Updated Communications Policy (July 13, 2017)

- POET quarterly results and business updates – current and more timely than ever before
- POET will continue to update all stockholders on material events simultaneously via press releases
- POET will continue to provide business updates on a regular basis in conjunction with the release of its interim financials, MD&A and earnings press releases
- POET recently began proactive marketing of the company and its strategy to current stockholders and prospective new investors – illustrate compelling investment rationale
  - Purpose: explain our strategy so that stockholders and investment community clearly understand the company’s value proposition to increase shareholder interest and value
  - Setting aside a meaningful portion of management’s time to market to new investors on a regular basis, which we plan to continue year-round
  - Company and management will NOT make material disclosures of any non-public information as part of such meetings; all topics and conversations strictly limited to information previously disclosed via press releases and/or regulatory filings
- POET will continue to evaluate when providing revenue, earnings or technology guidance is possible and appropriate