

# Notice of Annual General Meeting

Notice is hereby given that the 2015 Annual General Meeting (AGM) of Sareum Holdings plc (the Company) will be held on 15 December 2015, at 10.00am at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR for the following purposes:

## Ordinary resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Report of the Directors and financial statements for the year ended 30 June 2015.
2. To receive and adopt the Remuneration Committee Report for the year ended 30 June 2015.
3. To re-elect Dr Paul Harper who retires by rotation under Sections 76 and 77 of the Articles of Association and who, being eligible, offers himself for re-election as a Director.
4. To confirm the appointment of Shipleys LLP as auditor of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company and to authorise the Directors to fix its remuneration.
5. That the Directors be and they are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the Act), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the capital of the Company, up to an aggregate nominal amount of £310,930, provided that this authority is for a period expiring at the conclusion of the Company's next AGM, but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares and grant such rights in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all earlier authorities, to the extent unused.

## Special resolution

To consider and, if thought fit, pass the following resolution as a special resolution:

6. That, subject to the passing of the previous resolution, the Directors be and they are empowered in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) wholly for cash pursuant to the authority conferred by the previous resolution as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of rights, open offer or pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (b) otherwise than pursuant to sub-paragraph (a), above, up to an aggregate nominal amount of £310,930;and shall expire on the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

**Tony Bunn FCMA**  
Company Secretary  
13 November 2015

# Notice of Annual General Meeting continued

## Notes

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the AGM to represent you) to attend, speak and vote instead of the member, provided that each proxy is appointed to exercise the rights attaching to different shares held by the shareholder. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
2. To appoint more than one proxy, please photocopy the form of proxy. On each copy of the form of proxy you must also include the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of voting shares held by you) and indicate how you wish each proxy to vote. You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the box that the proxy is one of multiple instructions being given.
3. In order to be valid, any form of proxy, power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, not less than 48 hours before the time of the meeting or of any adjournment of the meeting.
4. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 6.00pm on 11 December 2015 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. Copies of the service contracts of each of the Directors, and the register of Directors' interests in shares of the Company, will be available for inspection at the registered office of the Company during usual business hours on any weekday (public holidays excluded) from the date of this notice until the date of the AGM and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM or any adjournment of it.
6. You may submit your proxy electronically using the Share Portal Service at [www.capitashareportal.com](http://www.capitashareportal.com). To vote online you will need to log into your Share Portal account or register for the Share Portal if you have not already done so.

## Availability of Report and Accounts

The Company's Report and Accounts for the year ended 30 June 2015 has now been posted to shareholders who requested a hard copy and is available for download from the Company's website [www.sareum.com](http://www.sareum.com).

# Form of Proxy

I/We (block capitals).....

of.....

being a member/members of Sareum Holdings plc hereby appoint the Chairman of the meeting or (see note 1)

.....as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 15 December 2015 at 10.00am and at any adjournment thereof. I/We direct, by inserting a cross or other mark in the appropriate box below, how my/our votes are to be cast on each of the resolutions to be proposed at the meeting. If no indication is given, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. Items 1 to 5 are ordinary resolutions, while item 6 is a special resolution. Please complete, sign and date this form where indicated below (see notes below).

Please tick this box if the proxy appointment is one of multiple appointments being made (note 4)

The number of shares in relation to which the proxy is authorised to act (notes 3 and 4):

Ordinary resolutions	For	Against	Vote withheld
1. To receive and adopt the Report of the Directors and financial statements for the year ended 30 June 2015.			
2. To receive and adopt the Remuneration Committee Report for the year ended 30 June 2015.			
3. To re-elect Dr Paul Harper.			
4. To re-appoint Shipleys LLP as auditor of the Company and to authorise the Directors to fix its remuneration.			
5. To authorise the Directors to allot shares.			
<b>Special resolution</b>			
6. To disapply statutory pre-emption rights.			

Signature(s).....dated

this.....day.....2015

## Notes on completion of the proxy form:

- You are entitled to appoint a proxy of your own who need not be a shareholder of the Company. If you wish to appoint a proxy other than the Chairman of the meeting, please delete the words "the Chairman of the meeting or" and initial the alteration and PRINT the name and address of the proxy in the space provided.
- Any alteration to the form of proxy should be initialled.
- If the proxy is appointed in relation to less than your full voting entitlement, please enter in the second of the two boxes at the top of this form of proxy the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- To appoint more than one proxy, please photocopy the form of proxy and insert the name and address of each of your proxies on a separate copy of the form of proxy. On each form you must insert the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you). You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the first of the boxes at the top of this form that the form of proxy is one of multiple instructions being given.
- The form of proxy should be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a company, either under seal or under hand of a duly authorised officer or attorney of the company.
- The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- In the case of joint holders, the signature of any one holder is sufficient. If more than one joint holder of any share is present at the meeting personally or by proxy, that one present whose name stands first on the register of members in respect of that share is alone entitled to vote in respect of that share.
- To be valid, this form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power of authority must be lodged at the offices of the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, not later than 48 hours before the time of the meeting.



