

# Notice of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting (AGM) of Sareum Holdings plc (the Company) will be held on 17 December 2019 at 10.00am at the offices of Citigate Dewe Rogerson, 8th Floor, Holborn Gate, 26 Southampton Buildings, London WC2A 1AN 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 2019.
2. To receive and adopt the Remuneration Committee report for the year ended 30 June 2019.
3. To re-elect Dr John Reader as a Director of the Company, 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 £767,841 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 £767,841, 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  
20 November 2019

# Notice of Annual General Meeting continued

## Notes

1. This year, you will not receive a form of proxy for the AGM in the post. Instead, you will find instructions in note 10 below to enable you to vote electronically. Submission of a proxy vote will not preclude you from attending and voting at the Annual General Meeting in person and you may request a paper form of proxy from our registrars, Link Asset Services.
2. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at [www.signalshares.com](http://www.signalshares.com) and if paper proxy forms are required, the member should contact the registrars' helpline on 0871 664 0300 (calls cost 12 pence per minute plus network extras). If you are outside the United Kingdom, please call +44 371 664 0300 (calls will be charged at the applicable international rate). We are open from 9.00am–5.30pm, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
3. To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars no less than 48 hours before the time appointed for the meeting or any adjournment of it. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the registrars, it should be completed and returned to Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, to be received not less than 48 hours before the time of the meeting.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand on the Register of Members in respect of the relevant joint holdings.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members of the Company 48 hours before the time appointed for the meeting or, if the AGM is adjourned, on the Company's Register of Members 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and/or vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members 48 hours prior to the start of the meeting or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM shall be disregarded in determining the rights of any person to attend or vote at the AGM.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 17 December 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have been appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. 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 specifications of Euroclear UK and Ireland Limited (EUKI) and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUKI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his CREST sponsor or voting service provider(s) take(s)) such an 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 service 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 Uncertificated Securities Regulations 2001.
7. The quorum for the AGM will be two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. Any electronic address provided either in this Notice or in any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.
10. You may vote your shares electronically at [www.signalshares.com](http://www.signalshares.com). On the home page, search "Sareum Holdings plc" and then log in or register, using your Investor Code. To vote, click on the "Vote Online Now" button. Your Investor Code can be found on your share certificate. If you hold your shares in CREST and wish to vote via Signal Shares rather than the CREST electronic proxy appointment service or cannot locate your Investor Code please contact the registrars' helpline on 0871 664 0300 (calls cost 12 pence per minute plus network extras). If you are outside the United Kingdom, please call +44 371 664 0300 (calls will be charged at the applicable international rate).