

# Belgravium Technologies plc

## Notice of Annual General Meeting

**Notice is hereby given** that the one hundred and twelfth annual general meeting of the Company will be held at the offices of Touchstar Technologies Ltd 7 Commerce Way, Trafford Park, Manchester M17 1HW, on 24 May 2016 at 9.30 a.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions of which resolutions 1, 2, 3, 4 and 5 will be proposed as ordinary resolutions and resolutions 6, 7 and 8 will be proposed as special resolutions:

### Ordinary business

1. To receive, consider and adopt the annual financial statements for the year ended 31 December 2015 together with the last directors' report and the auditors' report on those financial statements.
2. To reappoint Mark William Hardy as a director of the Company who retires by rotation in accordance with the articles of association of the Company.
3. THAT Ian Paul Martin be re-elected as a Director of the Company retiring in accordance with the Articles of Association due to his appointment since the last Annual General Meeting of the Company.
4. THAT John Leslie Christmas be re-elected as a Director of the Company retiring in accordance with the Articles of Association due to his appointment since the last Annual General Meeting of the Company.
5. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the financial statements are laid before the Company and that their remuneration be fixed by the directors.

### Special business

6. That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('Act') to allot Relevant Securities (as defined in the notes to this resolution) up to an aggregate nominal amount of £1,766,390 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 30 June 2017, or, if earlier, the date of the next annual general meeting of the Company after the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the board may allot Relevant Securities in pursuance of that offer or agreement.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

7. That subject to the passing of resolution 6 the directors be generally empowered to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 as if section 561 (1) of the Act did not apply to the allotment. This power shall be limited to:
  - 7.1 the allotment of equity securities in connection with an offer for securities open for acceptance for a period fixed by the directors by way of rights to
    - 7.1.1 holders of ordinary shares; and
    - 7.1.2 holders of such other equity securities as the directors may determine on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attaching to them (but subject to such exclusions or other arrangements necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise however);

## **Belgravium Technologies plc**

- 7.2 the allotment of equity securities pursuant to the terms of any share scheme for directors and employees approved by the Company in general meeting;
- 7.3 the allotment (otherwise than pursuant to sub paragraphs 7.1 and 7.2 above) of equity securities up to an aggregate nominal value of £252,341,

provided that the power hereby conferred shall expire on 30<sup>th</sup> June 2017, or, if earlier, the date of the next annual general meeting of the Company after the passing of this resolution save that the directors 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 in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

- 8. THAT in accordance with article 43 of the articles of association of the Company and Part 18 of the Act, the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make one or more market purchases (as defined by section 693(4) of the Act) of its ordinary shares of 5p each in the capital of the Company subject to the following conditions:

- 8.1 the maximum aggregate number of ordinary shares which may be purchased is 10,093,655 being 10% of the Company's shares in issue as at 31 December 2015;

- 8.2 the price at which an ordinary share may be purchased shall not exceed 105% of the average of the middle market quotations for the ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase and shall not be less than 5p per ordinary share, in both cases exclusive of expenses; and

- 8.3 unless previously renewed, varied or revoked, this authority hereby conferred will expire on 30<sup>th</sup> June 2017, or, if earlier, the conclusion of the Company's next annual general meeting, except that the Company may before such authority expires enter into a contract to purchase its own shares which may be completed wholly or partly after the expiry of this authority and may make a purchase of its own shares in pursuance of any such contract.

**By order of the board**

**Natasha M Rourke**  
**Company Secretary**  
6 April 2016

**Registered office**  
1 George Square  
Glasgow  
G2 1AL

# Belgravium Technologies plc

## Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6 p.m. on 20 May 2016 or, if this Meeting is adjourned, at 6 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. Tel No. 0121 585 1131 (calls are charged at your network provider's standard rate. Lines are open 9.00 a.m. to 5.00 p.m. from Monday to Friday) or you may photocopy the proxy form with this notice. Please indicate in the box provided the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of the multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed, sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA and received by Neville Registrars Limited no later than 9.30 a.m. on 20 May 2016. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have 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. Neville Registrars Limited ID is 7RA11.
8. Note to Resolution 6
- 8.1 Relevant Securities means:
  - 8.1.1 Shares in the Company other than shares allotted pursuant to:
    - (a) an employee share scheme (as defined by section 1166 of the Act);
    - (b) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
    - (c) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
  - 8.1.2 Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to allotment of Relevant Securities in the resolution include the grant of such rights.