

# Notice of Annual General Meeting

**Notice is hereby given** that the one hundred and twentieth Annual General Meeting of the Company will be held at Unit 1 Swallow Park, Finway Road, Hemel Hempstead, Herts, HP2 7QU on Wednesday 21 August 2019 at 12 30pm. Resolutions 1 to 7 inclusive will be proposed as ordinary resolutions, and resolutions 8 to 10 will be proposed as special resolutions.

## Ordinary business

1. To receive and adopt the Directors' Report and Accounts for the year ended 31 March 2019 together with the Independent Auditor's report thereon. *DAD*
2. To declare the final dividend recommended by the directors on the ordinary shares of the Company *DAD*
3. To re-elect Fabian French as a director, who retires by rotation. *DAD*
4. To re-elect Paula Kerrigan as a director, who retires by rotation. *DAD*
5. To re-elect Nick Latham as a director, who retires by rotation. *DAD*
6. To re-appoint RSM UK Audit LLP, Chartered Accountants, as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company, at a remuneration to be determined by the directors. *DAD*

## Special business

7. Directors authority to allot shares: To consider, and if thought fit, pass the following resolution: "THAT in substitution for all existing authorities, to the extent unused, the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £1,680,000 provided that this authority shall expire at the earlier of the conclusion of the Company's next Annual General Meeting or 15 months from the date of the passing of this resolution and that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements notwithstanding that the authority conferred has expired. The expression 'equity securities' and 'allotment' shall bear the same meanings respectively given to the same in section 560 Companies Act 2006." *DAD*

- 8 Disapplication of pre-emption rights To consider, and if thought fit, pass the following resolution: "THAT subject to the passing of the previous Resolution 7, pursuant to section 571 of the Companies Act 2006, section 561 of the Companies Act 2006 shall not apply to any allotment or agreement to allot equity securities pursuant to the authority conferred by Resolution 7."

(a) this power shall be limited to:

- (i) the allotment of equity securities in connection with or subject to an offer or invitation, open for acceptance for a period fixed by the Directors, to the holders of Ordinary Shares on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with the fractional entitlements which would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise how so ever); and

- (ii) other than pursuant to paragraph (a) (i) of this Resolution, the allotments of equity securities for cash up to an aggregate nominal amount of £252,000, and

- (b) this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date after passing of this Resolution except that the Directors may allot equity securities under this power after that date to satisfy an offer or agreement made before this power expired."

TUESDAY WEDNESDAY



\*A8F8YLLC\*  
A10 02/10/2019 #259  
COMPANIES HOUSE

\*A8D6UECH\*  
A28 03/09/2019 #85  
COMPANIES HOUSE

# Notice of Annual General Meeting

9. Authority of the Company to purchase its own shares  
To consider and, if thought fit, pass the following resolution: "THAT the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 (4) of the Companies Act 2006) of its Ordinary Shares of 25p each provided that.

*WAS*

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 2,016,000 (representing 10% of the issued share capital of the Company),
- (b) the price at which Ordinary Shares may be purchased shall not be more than 105% of the average of the closing middle market price for the Ordinary Shares as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days preceding the date of purchase and shall not be less than 25p per Ordinary Share (in both cases exclusive of expenses), and
- (c) this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution."

*WAS*

- 10 To cancel 391,115 £1 8% Preference Shares which are currently held by the Company as Treasury Shares

*WAS*

By Order of the Board  
**D.A. Dunmow**  
Company Secretary

Registered Office: Unit 3, Swallow Park, Finway Road,  
Hemel Hempstead, Hertfordshire HP2 7QU

26 June 2019

## Notes:

The Report and Accounts are sent to all members of the Company

Holders of preference shares are not entitled to be present, either personally or by proxy, or to vote at any general meeting so long as the dividends on such preference shares are regularly paid or unless a resolution is to be proposed for winding up the Company, reducing its capital or selling its undertaking or adversely affecting the rights of the holders of preference shares.

A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company

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.

A proxy form is enclosed. To be valid, it must be lodged with the Company's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 48 hours before the fixed time for the Meeting.

Copies of directors' contracts of service, the register of interests of directors, the Company's memorandum of association and the articles of association will be available for inspection at the Registered Office during normal business hours from the date of the above notice until the close of the meeting.

In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, only those members eligible to vote and entered on the Company's register of members as at 12.30pm on Monday 19th August 2019 are entitled to attend and vote at the meeting; or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the adjourned meeting

At 25th June 2019, the Company's issued share capital consisted of 20,160,000 shares of which 459,200 shares are held in Treasury. Each share not held in Treasury carries one vote. The total number of voting rights are therefore 19,700,800

*I certify that all of the above resolutions were proposed, seconded and duly passed at the Annual General Meeting*

*D Dunmow*  
Company Secretary  
21 August 2019