

SEPARATOR SHEET

COMPANIES HOUSE BARCODE

TUESDAY



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30/06/2020

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COMPANIES HOUSE

NOTICE OF ANNUAL GENERAL MEETING

SHARE PLC (the “Company”)

(Incorporated and registered in England and Wales with registered number 02966283)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Oxford House, Oxford Road, Aylesbury, Buckinghamshire HP21 8SZ on 17th June 2020 at 11 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2019.
2. To receive and adopt the Directors’ remuneration report for the financial year ended 31 December 2019.
3. To re-elect Gavin David Redvers Oldham as a director of the Company.
4. To re-elect Richard Ian Tolkien as a director of the Company.
5. To re-elect Michael David Birkett as a director of the Company.
6. To re-appoint Ernst & Young LLP as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company, and that their remuneration be determined by the directors of the Company (“the Directors”).

SPECIAL BUSINESS

As special business to consider and, if thought fit, to pass the following resolutions of which resolution 7 will be proposed as an ordinary resolution and resolutions 8 and 9 will be proposed as special resolutions:-

7. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”) to allot and make offers and agreements to allot relevant securities as defined in section 560 of the Act up to an additional aggregate nominal amount of £235,000, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or 15 months after the date of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is a substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
8. THAT, subject to the passing of resolution 7, in substitution for any unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the Act did not apply but without prejudice to the exercise of any such power prior to the date hereof the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash either pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares as if section 561

of the Act did not apply to any such allotment (all previous such authorities being hereby revoked) provided that the power conferred by this resolution shall be limited to:

- 8.1 the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer to holders of ordinary shares in the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the shareholdings of such members (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold), 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 in any territory or any other matter whatsoever;
- 8.2 otherwise than pursuant to paragraph 8.1 above, the allotment of equity securities up to an aggregate nominal amount of £70,000, provided that the authority granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or 15 months after the date of passing of this Resolution (if earlier) unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, 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 offer or agreement as if the power conferred hereby had not expired.
9. **THAT** with immediate effect the Articles of Association of the Company be amended by inserting the following articles as new articles 73A and 73B:

73A In the case of any general meeting (which includes, for the avoidance of doubt, any annual general meeting), the Directors may, notwithstanding the specification in the notice convening the general meeting of the place at which the chairman of the meeting shall preside (the “**Principal Place**”), make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting (including the use of satellite meeting places) (a “**Hybrid Meeting**”). The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues. The provisions of these Articles shall be treated as modified to permit any such arrangements and in particular (i) references in these Articles to attending and being present at the meeting, including in relation to the quorum for the meeting and the right to vote at the meeting, shall be treated as including participating in the meeting by electronic means; and (ii) the Board may authorise any voting application, system or facility in respect of the electronic platform for the Hybrid meeting as they see fit.

73B In the case of a Hybrid Meeting, the members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the places at which persons are participating via electronic means are able to:

- (1) participate in the business for which the meeting has been convened; and
- (2) see and hear all persons who speak (whether through the use of microphones, loud speakers, audiovisual communication equipment or otherwise) in the Principal Place (and any other place at which persons are participating via electronic means),

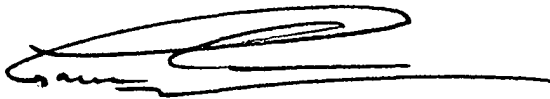
but under no circumstances shall the inability of one or more members or proxies to

access, or continue to access, the facilities for participation in the meeting despite adequate facilities being made available by the Company, affect the validity of the meeting or any business conducted at the meeting, provided the meeting is quorate.

For the purposes of all other provisions of these Articles (unless the context requires otherwise), the members shall be treated as meeting at the Principal Place.

If it appears to the Chairman of the meeting that the facilities at the Principal Place or any place at which persons are participating via electronic means have become inadequate for the purposes set out in paragraphs (1) and (2) of this Article, the Chairman of the meeting may, without the consent of the meeting, interrupt or adjourn the General Meeting. All business conducted at the General Meeting up to the point of the adjournment shall be valid. The provisions of Article 71 shall apply to that adjournment.

I confirm that all resolutions were passed

A handwritten signature in black ink, appearing to read 'Gavin Oldham', with a long horizontal stroke extending to the right.

Gavin Oldham

Chairman

18th June 2020