

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your holding of ordinary shares in Octagonal PLC (“**Company**”) please send this document together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected, for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares in the Company, you should retain these documents.

Octagonal PLC

(incorporated and registered in England and Wales under number 06214926)

Notice of Annual General Meeting

The whole of this document should be read, but your attention is in particular drawn to the letter from the Chairman of the Company on pages 5 to 9.

Notice of an Annual General Meeting of the Company to be held at offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11.00 a.m. on 18 October 2019 is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use at the Annual General Meeting. To be valid, the Form of Proxy, completed in accordance with the instructions thereon, should be returned as soon as possible but, in any event, so as to be received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR at least 48 hours before the time appointed for the meeting. CREST members can also appoint proxies by using the CREST electronic proxy appointment service. The completion and return of a Form of Proxy (or the submission of any CREST appointment) will not prevent Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules for Companies, the Company undertakes no obligation publicly to release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

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DEFINITIONS

“Act”	the Companies Act 2006 (as amended)
“Annual General Meeting” or “AGM”	the 2019 Annual General Meeting of the Company to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11.00 a.m. on 18 October 2019, notice of which is set out in the Notice of AGM
“Articles”	the articles of association of the Company
“Company”	Octagonal PLC (registered number 06214926)
“Directors” or “Board”	the directors of the Company
“Form of Proxy”	the form of proxy, accompanying this document, for use in connection with the AGM
“Latest Practicable Date”	24 September 2019, being the latest practicable date before the publication of this document
“London Stock Exchange”	London Stock Exchange plc
“Notice of AGM” or “Notice of the Annual General Meeting”	the notice convening the Annual General Meeting, which is set out on pages 8 to 9 of this document
“Ordinary Shares”	the ordinary shares of 0.05p each in the capital of the Company
“Registrar of Companies”	the Registrar of Companies under the Act
“Resolutions”	the resolutions set out in the Notice of AGM
“Shareholders”	the holders of Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“£”	Great British pounds, the basic unit of currency in the United Kingdom

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document and posting of the Form of Proxy	25 September 2019
Latest time and date for receipt of the Form of Proxy	11.00 a.m. on 16 October 2019
Annual General Meeting	11.00 a.m. on 18 October 2019

Notes:

- (1) References to times in this document are to London time.
- (2) The timing of the events in the above timetable and in the rest of this document is indicative only and may be subject to change.

LETTER FROM THE CHAIRMAN OF OCTAGONAL PLC

2nd Floor
2 London Wall Buildings
London
England
EC2M 5PP
Registered Number: 06214926

25 September 2019

To all Shareholders
Dear Shareholder

Notice of 2019 Annual General Meeting

1. 2019 Annual General Meeting

Notice of the Annual General Meeting of the Company is set out at the end of this document, with the AGM to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11.00 a.m. on 18 October 2019

A summary and explanation of each of the Resolutions is set out in the paragraphs below on pages 5 to 7. Please note that this is not the full text of the Resolutions and you should read paragraph 4 in conjunction with the Resolutions contained in the Notice of Annual General Meeting.

2. Annual General Meeting and Resolutions

You will find set out at the end of this document the Notice of the Annual General Meeting. Shareholders will be asked to approve seven Resolutions. An explanation of each of the Resolutions contained in the Notice of AGM is set out below.

Resolutions 1 to 5 are proposed as ordinary resolutions. For each ordinary resolution to be passed, more than half the votes cast must be in favour of the resolution. Resolutions 6 and 7 are proposed as special resolutions. For each special resolution to be passed at least three-quarters of the votes cast must be in favour of the resolution.

The Resolutions to be proposed at the AGM are as follows:

Resolution 1: Annual report and accounts

The Directors must present the Company's annual accounts and directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 March 2019, and are called the Annual Report 2019.

The Annual Report 2019 is available on the Company's website (www.octagonalplc.com). If you have elected to receive correspondence in hard copy, then a copy of the Annual Report 2019 will accompany this document. Should you wish to request a hard copy of the Annual Report 2019, you can do so by writing to the Company at 2nd Floor, London Wall Buildings, London EC2M 5PP.

Resolutions 2: Reappointment of director

Resolution 2 proposes the reappointment of Anthony Binnie as a Non Executive Director. This is in accordance with the Articles, which require that one-third of the Directors (or the number nearest to but not exceeding one-third) retire by rotation at each annual general meeting of the Company, with each

Director also being subject to reappointment at intervals of not more than three years. The Director who is retiring by rotation is the person who has been a Director for the longest period of time since they were last appointed or reappointed by shareholders.

Resolutions 3: Reappointment of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 3 proposes the reappointment of PKF Littlejohn LLP as auditors (to hold office until the next annual general meeting of the Company), and, in accordance with normal practice,

Resolution 4: Remuneration of auditors

Resolution 4 authorises the Directors to determine the auditors' remuneration.

Resolution 5: Authority to allot shares

Generally, directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by Shareholders.

Resolution 5 renews a similar authority given at last year's annual general meeting and, if passed, will authorise the Directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £100,000 (which represents approximately 35% of the issued ordinary share capital of the Company as at the Latest Practicable Date).

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 31 December 2020 (whichever is the earlier). It is the Directors' intention to renew the allotment authority each year.

As at the Latest Practicable Date, no Ordinary Shares are held by the Company in treasury. The Directors have no current intention to exercise the authority sought under resolution 5.

Resolution 6: Disapplication of pre-emption rights

Generally, if directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 6, which will be proposed as a special resolution, renews a similar power given at last year's annual general meeting and, if passed, will enable the Directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments:

- (a) in connection with an open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £100,000.

The Directors intend to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that a company should not issue shares representing more than 7.5 per cent of its issued ordinary share capital for cash in any rolling three-year period, other than on a pre-emptive basis, without prior consultation with shareholders.

If given, this power will expire at the conclusion of the Company's next annual general meeting or on 31 December 2020 (whichever is the earlier). It is the Directors' intention to renew this power each year.

Resolution 7: Purchase of own shares

This resolution grants the Company the ability to purchase its own shares. The authority will be limited for the Company to make market purchases of up to 28,428,844 Ordinary Shares, representing the nominal value of 5% of the Company's issued ordinary share capital as at the Latest Practicable Date. The authority will be kept under review and the Company will only exercise the power of purchase after careful consideration and in circumstances where the Company is satisfied that it is in the best interests of the Company. The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting or on 31 December 2020 (whichever is the earlier). It is the Directors' intention to renew this power each year.

3. Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use at the Annual General Meeting. To be valid, the Form of Proxy, completed in accordance with the instructions thereon, should be returned as soon as possible but, in any event, so as to be received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR at least 48 hours before the time appointed for the meeting. CREST members can also appoint proxies by using the CREST electronic proxy appointment service. The completion and return of a Form of Proxy (or the submission of any CREST appointment) will not prevent Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

The proposals can only be implemented if the Resolutions are approved by the requisite majority at the Annual General Meeting. It is therefore important that you either vote in person or by proxy at the General Meeting.

4. Recommendation

The Board considers that the Resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions set out in the Notice of the Annual General Meeting as the Directors intend to do so in respect of their own beneficial shareholdings.

Whether or not you are able to attend the Annual General Meeting in person, please read the Notice of the Annual General Meeting and the enclosed Form of Proxy, including the notes thereto, to ensure you are able to record your votes in respect of the Resolutions to be proposed at the Annual General Meeting.

Yours faithfully

John Gunn
Chairman

NOTICE OF ANNUAL GENERAL MEETING OCTAGONAL PLC

(incorporated and registered in England and Wales under number 06214926)

Notice is given that the 2019 Annual General Meeting of Octagonal PLC (“**Company**”) will be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11.00 a.m. on 18 October 2019 for the following purposes:

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

1. To receive the Company's annual accounts and directors' and auditors' reports for the year ended 31 March 2019.
2. To reappoint Anthony Binnie, who retires by rotation, as a director of the Company.
3. To reappoint PKF Littlejohn LLP as auditors of the Company.
4. To authorise the directors to determine the remuneration of the auditors.
5. That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) of the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £100,000, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2020 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot equity securities pursuant to any such offer or agreement as if the authority had not expired.

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

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

6. That, subject to the passing of resolution 5 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 5 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 6.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - 6.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 6.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 6.2 otherwise than pursuant to paragraph 6.1 of this resolution, up to an aggregate nominal amount of £100,000,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2020 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

7. That the Company be generally and unconditionally authorised to make one or more market purchases, within the meaning of Section 693(2) of the Act, of ordinary shares of 0.05p each in the Company (“**Ordinary Shares**”), provided that:
- 7.1 the maximum number of Ordinary Shares to be repurchased shall be 28,428,844 Shares representing the nominal value of 5% of the Company’s issued ordinary share capital at the date of this notice;
- 7.2 the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 1p per share;
- 7.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to 105% of the average market value of the Ordinary Shares (as derived from the mid-market price) for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- 7.4 the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2020 (whichever is the earlier); and
- 7.5 the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Shares pursuant to any such contract notwithstanding such expiry.

By order of the Board
Nilesh Jagatia
Secretary
25 September 2019

Registered Office:
2nd Floor
London Wall Buildings
London
England
EC2M 5PP

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the Company's register of members. Only those shareholders registered in the register of members of the Company as at 11.00 a.m. on 16 October 2019 (or, if the meeting is adjourned, 11.00a.m. on the date which is two business days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 to 4 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, no later than 11.00a.m. on 16 October 2019 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a business day) before the time of any adjourned meeting).

4. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

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 Euroclear UK & Ireland Limited's specifications 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 is 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 Share Registrars Limited no later than 11.00a.m. on 16 October 2019 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a business day) before the time of any adjourned 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 Share Registrars Limited 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 Euroclear UK & Ireland Limited 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 or her CREST sponsor or voting service provider(s) take(s) such 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Documents available for inspection

6. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:
 - 6.1 copies of the service contracts of the executive directors;
 - 6.2 copy of the letter of appointment of the non-executive director; and
 - 6.3 the register of interests of the directors of the Company and their families in the share capital of the Company.

Communications with the Company

7. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by writing to the Company Secretary at 2nd Floor, London Wall Buildings, London, England, EC2M 5PP.

No other methods of communication will be accepted.

Issued shares and total voting rights

8. On 24 September 2019 (being the latest practicable date before publication of this document), the Company's issued voting share capital comprised 568,576,886 ordinary shares of £0.0005 each. Each ordinary share carries the right to one vote at a general meeting of the Company. The total number of voting rights in the Company on 24 September 2019 is therefore 568,576,886.

**FORM OF PROXY RELATING TO
ANNUAL GENERAL MEETING
OF
OCTAGONAL PLC
(Company number: 06214926)**

I/We

(FULL NAME IN BLOCK CAPITALS)

of

(ADDRESS IN BLOCK CAPITALS)

being a member/members of the Company entitled to receive notice, attend, speak and vote at annual general meetings of the Company, hereby appoint the Chairman of the AGM , or

--

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11.00 a.m. on 18 October 2019 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting .:

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. TO receive the Company's annual accounts for the financial year ended 31 March 2019 together with the last directors' report and the auditors' report on those accounts.			
2. TO re-appoint Antony Binnie as a Non-Executive Director of the Company.			
3. TO appoint PKF Littlejohn LLP 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.			
4. TO authorise the directors to determine the remuneration of the auditors.			
5. TO authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
6. TO approve the disapplication of pre-emption rights – Special Resolution			
7. TO approve the Purchase of own shares – Special Resolution			

Number of shares:

Signed Dated2019