

**When considering what action you should take, you are recommended to consult an independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Octagonal plc (the "Company"), please forward this document and the accompanying documents to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee of those shares.**

## **Octagonal plc**

(Registered in England and Wales with Company Number: 06214926)

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Octagonal plc will be convened at 11.00 a.m. at the offices of Beaumont Cornish, 2nd Floor, Bowman House, 29 Wilson Street, London EC2M 2SJ on 26 September 2016, to transact the following business and consider and, if thought fit, pass the following resolutions, each such resolution to be considered as an ordinary resolution or special resolution as indicated.

A member entitled to attend and vote at an annual general meeting of the Company is entitled to appoint one or more proxies to attend, and on a poll, to vote instead of him. A proxy need not also be a member of the Company. Please refer to the detailed notes contained in the form of proxy attached to this notice. Completion and return of a proxy form will not preclude members from attending and voting at the annual general meeting in person.

Resolutions 1 to 5 will be considered as ordinary business and are ordinary resolutions. Resolution 6 will be considered as special business and is a special resolution.

#### **Ordinary Business**

##### **Receipt of Accounts**

- 1 To receive and consider the Annual Report and Accounts of the Company for the year ended 31 March 2016, together with the reports of the Directors and the auditors.

##### **Appointment of auditors and auditors' remuneration**

- 2 To appoint Welbeck Associates as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company and to authorise the Directors to determine their remuneration.

##### **Appointment of Directors**

- 3 To re-elect Martin Davison as a Director who is retiring by rotation in accordance with the Company's articles of association.
- 4 To elect Samantha Esqulant as a Director.

##### **Authority for the Directors to allot shares**

- 5 That in accordance with section 551 of the Companies Act 2006 (the "**Act**") (in substitution for all existing authorities), the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares in the Company (unless previously renewed, varied or revoked by the Company in general meeting before such expiry) and to grant rights to subscribe for, or convert any security into, ordinary shares in the Company ("**Rights**") up to the aggregate nominal amount of £56,000. This represents 20% of the current issued share capital at nominal value. Such authority will expire on the earlier of 31 December 2017 and the conclusion of the next Annual General Meeting of the Company and in each case during this period the Company may make an offer or agreement which would or might require relevant securities to be allotted after the authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### **Special Business**

##### **Disapplication of pre-emption rights (Special Resolution)**

- 6 THAT, subject to the passing of resolution 5 above, the Directors be and are generally empowered pursuant to sections 570 and 571 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 5 above as if section 561(1) of the Act did not apply to the allotment. This power is limited:

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- a) to the allotment of equity securities for cash in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment, but subject to such conclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or stock exchange or in connection with fractional entitlements, record dates or in connection with treasury shares or any other matter whatsoever; and
- b) to allotments (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £56,000; and

the power hereby given shall expire at the earlier of 31 December 2017 or the conclusion of the next Annual General Meeting after passing this resolution 6, unless previously revoked, varied or extended by the Company in general meeting save that the Company may before such expiry, make any offer or enter into any agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### Recommendation

The Board believes that the proposed resolutions are in the best interests of the Company and its shareholders as a whole. The Directors recommend shareholders vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial shareholdings.

### Action to be taken

Whether or not you expect to come to the AGM, please complete the accompanying Form of Proxy and return it to the Company's Registrar at the address shown on the Form.

By order of the Board

Company Secretary

**19 August 2016**

Registered Office  
2<sup>nd</sup> Floor, 2 London Wall  
Buildings, London EC2M 5PP

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### Commentary

#### 1. Resolution 1

The Chairman will present the accounts and the reports of the Directors and auditors for the year ended 31 March 2016 to the meeting.

#### 2. Resolution 2

This resolution relates to the appointment of Welbeck Associates as the Company's auditors and the authority of the Directors to fix their remuneration.

#### 3. Resolution 3

This resolutions concern the re-appointment of Martin Davison as a Director of the Company in accordance with the Company's articles of association.

#### 4. Resolution 4

This resolutions concern the appointment of Samantha Esquant as Director of the Company.

#### 5. Resolution 5 - Authority to Allot Shares

This resolution relates to the authority of the Directors to allot shares. Under section 551 of the Act, the Directors of a Company may allot shares if authorised to do so by shareholder resolution. Resolution 5, if passed, will provide the Directors' flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. Resolution 5 will, if passed, permit the Directors to exercise all powers of the Company to allot shares in 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 £56,000. This represents 20% of the current issued share capital at nominal value. The authority will expire on the earlier of 31 Decemeber 2017 and the conclusion of the next Annual General Meeting of the Company unless renewed, varied or revoked at a General Meeting of the Company in the intervening period.

#### 6. Resolution 6 - Disapplication of Pre-Emption Rights

This resolution relates to the disapplication of pre-emption rights and is a special resolution. If equity securities are to be allotted for cash pursuant to the authority proposed to be given by resolution 5, section 561(1) of the Act requires that those securities are offered first to existing shareholders in proportion to the number they each hold at that time and otherwise in accordance with the technical requirements of the Act. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities or sell shares held in treasury for cash without first offering them to existing shareholders or otherwise than strictly in compliance with those requirements, for example to finance business opportunities. The authority proposed to be given by resolution 6 will allow the Directors to allot equity securities for cash without first offering them to existing shareholders in accordance with the Act, but limits such allotments:

- (i) to those made in connection with a rights issue or other pre-emptive offer to shareholders (subject to the Directors' ability to make arrangements to deal with certain legal or practical problems arising in connection with such an offer); and
- (ii) otherwise to a maximum aggregate nominal value of £56,000.

### Notes

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy. To be effective the form must reach the Company's Registrar, Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, by 11:00 a.m. on 22 September 2016.
2. If you wish to attend the AGM in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. You may be asked to provide proof of your identity in order to gain admission.
3. Copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the Non-Executive Directors are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM.
4. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time

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of the Meeting ( 11.00 am 22 September 2016) shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

5. As at 12 August 2016 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 560,226,886 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 12 August 2016 are 560,226,886.
6. Completion and return of a form of proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person.
7. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
8. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Note 1 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Companies Act 2006.

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**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 (*Note 1*), 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 11.00 a.m. at the offices of Beaumont Cornish, 2nd Floor, Bowman House, 29 Wilson Street, London EC2M 2SJ on 26 September 2016, 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 (*Note 2*):.

RESOLUTIONS	For	Against	Vote withheld
<b>ORDINARY RESOLUTIONS</b>			
1. <b>TO</b> receive the Company's annual accounts for the financial year ended 31 March 2016 together with the last directors' report and the auditors' report on those accounts.			
2. <b>TO</b> appoint Welbeck Associates 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.			
3. <b>TO</b> re-appoint Martin Davies as a Director of the Company.			
4. <b>TO</b> appoint Samantha Esqulant as a Director of the Company.			
5. <b>TO</b> authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
<b>SPECIAL RESOLUTIONS</b>			
6. <b>TO</b> disapply pre-emption rights pursuant to section 570 of the Companies Act 2006.			

(*Note 3*)

Number of shares: .....

This proxy appointment is one of a multiple proxy appointment (*Note 4*)

Signed ..... Dated .....2016

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### NOTES

- (1) A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" (and delete that reference) and initial the alteration.
- (2) Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
- (3) If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.
- (4) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company Secretary or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature the number of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to the Company's Registrars. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- (5) To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand at the Company's Registrars, Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, to be received by no later than 11:00 a.m. on 22 September 2016.
- (6) The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.
- (7) An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
- (8) In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- (9) A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Company Secretary. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
- (10) A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's Registrars. The revocation notice must be received by the Company by the time limit set out in note 5. Any revocation notice received after this time will not have effect.