

# XPEDIATOR PLC

Company Number: 10397171

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting (**Meeting**) of Xpediator PLC (**Company**) will be held at The East India Club, 16 St. James's Square, London SW1Y 4LH at 11.00 a.m. on 6 June 2019.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 10 inclusive will be proposed as ordinary resolutions and resolutions 11 and 12 will be proposed as special resolutions.

## ORDINARY RESOLUTIONS

1. To receive and adopt the annual accounts of the Company for the financial year ended 31 December 2018 together with the directors' report and the auditors' report on those accounts.
2. To approve the directors' remuneration report contained within the Company's annual report and accounts for the year ended 31 December 2018.
3. To re-appoint Stephen Blyth as a director of the Company.
4. To re-appoint Alex Borrelli as a director of the Company.
5. To re-appoint Geoffrey Gillo as a director of the Company.
6. To re-appoint Stuart Howard as a director of the Company.
7. To re-appoint Robert Riddleston as a director of the Company.
8. To re-appoint BDO LLP as the auditors of the Company to hold office from the conclusion of this meeting until the end of the next general meeting of the Company at which accounts are laid, and authorise the audit committee of the board of the directors of the Company to determine the auditors' remuneration.
9. To declare a final dividend of 0.84 pence per ordinary share of £0.05 each in respect of the financial year ended 31 December 2018, to be paid on 4 July 2019 to shareholders on the register of members of the Company at the close of business on 14 June 2019.
10. THAT in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company allot shares in the Company and/or grant rights to subscribe for or to convert any securities into shares in the capital of the Company:-
  - (A) comprising equity securities (as defined in section 560 CA 2006) up to an aggregate nominal amount of £4,457,120.15 (such amount to be reduced by the nominal amount of shares allotted or rights granted under part (B) of this resolution) in connection with an offer by way of a rights issue only to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
  - (B) in any other case, up to an aggregate nominal amount of £2,228,560.10 (such amount to be reduced by the nominal amount of shares allotted or rights granted under part (A) of this resolution exceeding such amount),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may at any time prior to such expiry, make an offer or enter into any agreement which would or might require shares in the capital of the Company to be allotted or rights to subscribe for or to convert any securities into shares in the capital of the Company to be granted after such expiry, and the directors of the Company may allot shares in the capital of the Company or grant rights to subscribe for or to convert any securities into shares in the capital of the Company in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors of the Company to allot shares in the capital of the Company or grant rights to subscribe for or to convert any securities into shares in the capital of the Company, but without prejudice to any allotment of shares or grant of rights already offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

11. THAT subject to the passing of resolution 10 above and in accordance with section 570 of the CA 2006, the directors of the Company be are hereby generally and unconditionally authorised to allot equity securities (as defined in section 560 of the CA 2006) in the capital of the Company for cash pursuant to the authority conferred by resolution 10 above and/or to sell ordinary shares held by the Company as treasury shares, as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:-

(A) the allotment of equity securities in connection with a pre-emptive offer of equity securities by way of a rights issue only to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to the holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary, but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(B) the allotment of equity securities or the sale of treasury shares (otherwise than pursuant to part (A) of this resolution) up to an aggregate nominal amount of £668,568

such authority to expire, unless renewed, varied or revoked by the Company, on conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may, at any time prior to such expiry, make an offer or enter into any agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry, and the directors of the Company may allot equity securities (or sell treasury shares) in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

12. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of £0.05 each in the capital of the Company provided that:-

(A) The maximum aggregate number of ordinary shares that may be purchased is 13,371,360;

(B) The minimum price (excluding expenses) which may be paid for each ordinary share is £0.05;

(C) The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:-

- i. an amount equal to 105 per cent. of the average middle market quotations for ordinary shares as taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days prior to the day the purchase is made; and

- ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for:-
    - a) the last independent trade of; and
    - b) the highest current independent bid for,any number of the Company's ordinary shares on the London Stock Exchange.
- (D) The authority conferred by this resolution shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the Board

**Kenneth Mercieca**

*Company Secretary*

Registered Office: 700 Avenue West, Skyline 120 Great Notley, Braintree, Essex, CM77 7AA  
Registered Number: 10397171

10 May 2019

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1. Only those shareholders registered in the Company's register of members at:

- 11.00 a.m. on 4 June 2019; or,
- if this meeting is adjourned, at 11.00 a.m. on the day two business days prior to the adjourned meeting.

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.xpediator.com/investor-relations](http://www.xpediator.com/investor-relations).

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3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies 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. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

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- appoint a proxy or proxies by returning the enclosed proxy form by post (see note 6).
- appoint a proxy or proxies by returning the enclosed proxy form electronically (see note 7).
- if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 8).

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 you either select the "Discretionary" option or 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.

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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 Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
- received by Share Registrars Limited no later than 11.00 a.m. on 4 June 2019

In the case of a shareholder 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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR.

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7. As an alternative to posting the hard-copy proxy form, you can appoint a proxy electronically, to appoint a proxy electronically the form must be:

- completed and signed;
- sent to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
- received by Share Registrars Limited no later than 11.00 a.m. on 4 June 2019.

In the case of a shareholder 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.

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8. 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) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://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.

For a proxy appointment or instructions 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 (**EUI**) 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 (ID 7RA36) no later than 11.00 a.m. on 4 June 2019 or, in the event of an adjournment of the meeting, 2 business days before the 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 the issuer's agent 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 EUI does not make available special procedures in CREST for any particular message. 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/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 as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

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10. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

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11. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:
- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - Sending an email clearly stating your intention to revoke your proxy appointment to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com). In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice

In either case, the revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 4 June 2019.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

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12. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

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13. Copies of the service contracts of the executive directors and the non-executive directors' contracts for services are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

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Report and accounts

The directors will present the audited financial statements of the Company for the year ended 31 December 2018 together with the directors' report and the auditor's report on those financial statements.

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Remuneration Report

The directors will present the remuneration report for the year ended 31 December 2018 for approval.

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Re-election of directors

Under the Articles of Association of the Company, each director who has been appointed since the last Annual General Meeting is required to retire from office at the next Annual General Meeting and may stand for re-election. In accordance with current corporate governance best practice, it is proposed that all directors (including those directors who have been appointed since the last Annual General Meeting) will retire and seek re-election at the Annual general Meeting.

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Re-appointment of auditors and fixing of auditors' remuneration

It is proposed that BDO LLP be re-appointed as the Company's auditors to hold office until the next general meeting of the Company at which accounts are laid before the shareholders, and authorise the audit committee of the board of directors to set the remuneration of the auditors.

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Final dividend

The directors have recommended payment of a final dividend of 0.84 pence per ordinary share. Subject to approval by the shareholders, this dividend will be paid on 4 July 2019 to shareholders on the register of members at the close of business on 14 June 2019.

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General authority to allot new shares

This resolution, if passed, will grant authority for the directors to issue new shares within the best practice limits set by The Investment Association. The authority set out in part A would permit allotments of new shares of up to approximately two-thirds of the current issued ordinary share capital, but would only apply in connection with an allotment of shares made pursuant to a rights issue (pre-emptive offer). The authority in part B would permit allotments of new shares of up to approximately one-third of the current issued ordinary share capital.

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General dis-application of pre-emption rights

This resolution, if passed, dis-applies the statutory pre-emption rights that otherwise restrict the directors from issuing new shares for cash other than pursuant to a rights issue. The dis- application of the statutory restriction proposed is limited to 10 per cent. of the Company's current issued ordinary share capital.

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General authority to make market purchases

This resolution, if passed, authorises the Company to buy back up to 10 per cent. of the Company's current issued ordinary shares.

