

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this Document, or as to the action you should take, you should immediately consult an independent professional adviser who specialises in the acquisition of shares and other securities and who is authorised pursuant to the Financial Services and Markets Act 2000, as amended (“FSMA”) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The whole text of this Document should be read.**

If you have sold or otherwise transferred all of your Ordinary Shares in Prospex Oil and Gas plc you should deliver this document together with the enclosed Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Application has been made for all of the New Ordinary Shares issued to be admitted to trading on AIM. It is expected that Admission will become effective and that trading in the New Ordinary Shares will commence on AIM on 1 July 2020. **AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority.**

---

## **Prospex Oil and Gas PLC**

(Incorporated in England and Wales with Registered number 03896382)

### **Notice of Annual General Meeting 2020 Including Change of name to Prospex Energy Plc and Share Capital Reorganisation**

---

Notice of the Annual General Meeting of Prospex Oil and Gas Plc, to be held at 76 Hill Road, Watlington, Oxfordshire, OX49 5AF at 9.30 a.m. on 30 June 2020 is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it to so as to be received no later than at 9.30 a.m. on 28 June 2020 or 2 days before any adjourned meeting. Shareholders should note that due to the current Covid 19 situation and current UK government advice, Shareholders, proxies and corporate representatives will not be permitted to physically attend the Annual General Meeting. Therefore Shareholders are encouraged to complete and return of the Form of Proxy.

**The New Ordinary Shares have not been, nor will be, registered under the US Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of USA, Canada, Australia, South Africa and Japan. Shareholders outside the UK and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.**

Strand Hanson Limited is regulated by the Financial Conduct Authority and is acting exclusively for the Company and for no one else in connection with the Proposals and will not be responsible to anyone other than the Company for providing the protections afforded to its customers or for advising any person on the contents of this Document or the Proposals. The responsibility of Strand Hanson Limited as Nominated Adviser to the Company is owed solely to the London Stock Exchange. No representation or warranty, express or implied, is made by Strand Hanson Limited as to the contents of this Document (without limiting the statutory rights of any person to whom this Document is issued). No liability whatsoever is accepted by Strand Hanson Limited for the accuracy of any information or opinions contained in this document or for the omission of any material information for which it is not responsible.

Copies of this Circular will be available free of charge from the Company's registered office, Stonebridge House, Chelmsford Road, Hatfield Heath, Essex, CM22 7BD during normal business hours for a period of one month from the date of this Circular (but Shareholders should note that there may be restrictions on the ability to physically access the Company's registered office) and on the website of the Company [www.prospexoilandgas.com](http://www.prospexoilandgas.com).

No person should construe the contents of this Circular as legal, tax or financial advice and recipients of this Document should consult their own advisers on the matter described in this document.

The distribution of this Circular in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK into whose possession this Circular comes should inform themselves about and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction.

# CONTENTS

	Page
Expected Timetable of Principal Events	2
Share Capital Statistics	3
Definitions	4-5
Directors, Secretary and Advisers	6
Letter from the Chairman of Prospex Oil and Gas plc	7-11
Notice of Annual General Meeting	12-15

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

### 2020

Publication of this Document	8 June
Latest time and date for receipt of Forms of Proxy in respect of the Annual General Meeting	9.30 a.m. on 28 June
Annual General Meeting	9.30 a.m. on 30 June
Last time and date of trading in Existing Ordinary Shares	6:00 p.m. 30 June
Record Time and Date for Consolidation and Subdivision	6.00 p.m. on 30 June
Commencement of trading in the New Ordinary Shares	8.00 a.m. 1 July
Expected date CREST accounts are to be credited with New Ordinary Shares in uncertificated form	1 July

### Notes

References to times in this Document are to London time unless otherwise stated.

If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on an RIS (and posted on the Company's website).

## SHARE CAPITAL STATISTICS

Existing Ordinary Shares in issue as at the date of the Document	2,213,593,136
Deferred Shares in issue as at the date of this Document	942,462,000
A Deferred Shares in issue as at the date of this Document	54,477
B Deferred Shares in issue as at the date of this Document	285,785,836
Par value of Existing Ordinary Shares	£0.001
Effective share reorganisation ratio (one New Ordinary Share for every Existing Ordinary Share held)	1 for 25
New Ordinary Shares in issue following Share Capital Reorganisation (taking into consideration the issue of 1,864 Ordinary Shares to ensure the total existing Ordinary Shares in issue are exactly divisible by the share reorganisation ratio)	88,543,800
New C Deferred Shares to be created as part of Share Capital Reorganisation	442,719
Par value of New Ordinary Shares	£0.001
Par value of New C Deferred Shares	£4.80
Current ISIN	GB00BW4NPC58
New ISIN	GB00BMFZVZ53
Current SEDOL	BW4NPC5
New SEDOL	BMFZVZ5

## DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Admission”	admission to trading on AIM of the New Ordinary Shares to which is expected to occur at 8.00 a.m. on 1 July 2020;
“AIM”	the market of that name operated by the London Stock Exchange;
“Annual General Meeting”	the Annual General Meeting of Shareholders to be held at 9.30 a.m. on 30 June 2020 at 76 Hill Road, Watlington, Oxfordshire, OX49 5AF;
“Board” or “Directors”	the current directors of the Company at the date of this Document whose names are set out on page 6 of this Document;
“Circular” or “Document”	this document dated 05 June 2020;
“Company” or “Prospex”	Prospex Oil and Gas plc, a company registered in England and Wales with registered number 03896382;
“Consolidated Shares”	the Consolidation Shares of £5.00 each created by proposed Resolution 9;
“Existing Deferred Shares”	together, the 942,462,000 Deferred Shares of £0.01 each, the 54,477 A Deferred Shares of £24.00 each and the 285,785,836 B Deferred Shares of £0.009;
“Existing Options”	all options previously issued by the Company from time to time;
“Existing Ordinary Shares”	Ordinary Shares of £0.001 each in the capital of the Company;
“Existing Shareholders”	holders of Ordinary Shares at the Record Date;
“Existing Warrants”	all warrants previously issued by the Company from time to time;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying the Circular for use at the Annual General Meeting;
“London Stock Exchange”	the London Stock Exchange Group PLC;
“New C Deferred Shares”	the 442,719 C Deferred Shares of £4.80 each created as part of the Share Capital Reorganisation;
“New Ordinary Shares”	the ordinary shares of £0.001 each in the capital of the Company, following the Share Capital Reorganisation;
“New Options”	the adjusted number of options, previously issued by the Company, with an adjusted exercise price as a result of the Share Capital Reorganisation;
“New Warrants”	the adjusted number of warrants, previously issued by the Company, with an adjusted exercise price as a result of the

Share Capital Reorganisation;

"Ordinary Shares"	ordinary shares in the capital of the Company, from time to time;
"Proposals"	the proposals set out in this Circular, and covered by Resolutions 1 to 9;
"Record Time and Date"	6.00 p.m. on 30 June 2020, being the date of the Annual General Meeting;
"Resolutions"	the resolutions set out in the notice of Annual General Meeting contained within the Circular;
"Shareholders"	holders of Ordinary Shares in the Company from time to time;
"Share Capital Reorganisation"	the share reorganisation as described in this Circular;
"Sterling" or "£"	the lawful currency of the UK;
"Strand Hanson"	Strand Hanson Limited, the Company's Nominated Adviser;
"Subdivision"	the subdivision undertaken as part of the Share Capital Reorganisation as described on page 9 of this Circular;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"US" or "United States"	the United States of America, its territories and possessions, any states of the United States of America and the District of Columbia and all other areas subject to its jurisdiction

## Directors, Secretary and Advisers

<b>Directors</b>	Edward Dawson ( <i>Chief Executive Officer</i> ) William “Bill” Smith ( <i>Non-Executive Chairman</i> ) Richard Mays ( <i>Non-Executive Director</i> ) James Smith ( <i>Non-Executive Director</i> )
<b>Company Secretary</b>	Gerald Desler FCA
<b>Registered Office</b>	Stonebridge House Chelmsford Road Hatfield Heath Essex CM22 7BD
<b>Nominated and Financial Adviser</b>	Strand Hanson Limited 26 Mount Row Mayfair London W1K 3SQ
<b>Joint Broker</b>	Novum Securities Limited 8-10 Grosvenor Gardens London SW1W 0DH
<b>Joint Broker</b>	Peterhouse Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
<b>Lawyers to the Company</b>	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
<b>Registrar</b>	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD
<b>Company’s website</b>	<a href="http://www.prospexoilandgas.com">www.prospexoilandgas.com</a> , which is to change to <a href="http://www.prospex.energy">www.prospex.energy</a> following the Company’s change of name

## PROSPEX OIL AND GAS PLC

(Incorporated in England and Wales with Registered number 03896382)

Directors:

William ("Bill") Smith (*Non-Executive Chairman*)  
Edward Dawson (*Chief Executive Officer*)  
Richard Mays (*Non-Executive Director*)  
James Smith (*Non-Executive Director*)

Registered Office:

Stonebridge House  
Chelmsford Road  
Hatfield Heath  
Essex CM22 7BD

05 June 2020

To Shareholders

### **Notice of Annual General Meeting 2020 Including Change of name to Prospex Energy Plc and Share Capital Reorganisation**

Dear Shareholder

I am pleased to be writing to you with details of our Annual General Meeting at 9.30 a.m. on 30 June 2020. Please note that due to COVID-19 and the UK's Government restrictions on travel, assembly and guidance on meetings, uniquely in the Company's history, Shareholders, their proxies and corporate representatives are requested NOT to attend in person. No arrangements have been made for general member attendance and the Chair of the meeting will NOT permit entry. The Company's Articles of Association require two members to be present for the meeting to be quorate and this has been arranged. Even if Government's general restrictions or guidance changes between the date of this Circular and the AGM, arrangements for the meeting will not be changed and Shareholders, proxies and corporate representatives will not be permitted entry. The formal Notice of AGM is set out at the end of this document.

All votes will be undertaken by way of poll rather than a show of hands to reflect the fact that Shareholders, proxies and corporate representatives will not be able to attend.

Whilst not permitted entry for reasons described above, Shareholders can still vote as they see fit by using the proxy system. If you would like to vote on the Resolutions you can appoint the meeting's Chairman as your proxy to exercise all or any of your rights to vote. Simply fill out the proxy card sent as part of this pack.

It is regrettable that this year members can only vote by proxy in advance and we hope to return to normal in time for future meetings.

Other than explaining the change in format this year, the purpose of this Circular is to explain certain elements of the business to be considered at the meeting. Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. Resolution 7 to 9 will be proposed as special resolutions.

#### **RESOLUTION 1 – TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS**

The meeting's Chairman will present the Annual Report and Accounts for the year ended 31 December 2019 to the meeting. A copy of the annual report and accounts is either enclosed with this document or is available on the Company's website.

## **RESOLUTIONS 2 AND 3 – RE-APPOINTMENT OF DIRECTORS**

Under the Company's Articles of Association, directors must retire after 3 years and seek re-appointment, if they wish to do so. The current directors all were elected to the board in 2018 and so would all be up for renewal at the 2021 AGM. To break this rhythm, both Richard Mays and Bill Smith have volunteered to retire early and seek re-appointment. Resolutions 2 and 3 deal with such re-appointments. The Board has confirmed that, following a performance review, all Directors standing for re-appointment continue to perform effectively and demonstrate commitment to their role.

## **RESOLUTIONS 4 AND 5 – RE-APPOINTMENT OF AUDITORS**

Resolution 4 relates to the re-appointment of Adler Shine LLP as the Company's auditors to hold office until the next Annual General Meeting and Resolution 5 authorises the Directors to set their remuneration.

## **RESOLUTION 6 – ALLOTMENT OF SHARE CAPITAL**

At the last Annual General Meeting of the Company held on 4 July 2019, the Directors were given authority to allot Ordinary Shares up to a maximum nominal amount of £1,500,000 representing approximately 93 per cent. of the Company's then issued ordinary share capital.

Your Board considers it appropriate that a further similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of two million pounds (£2,000,000) representing an authority to allot approximately 90 per cent of the Company's issued ordinary share capital as at 5 June 2020 (the latest practicable date before publication of this Circular) during the period of two years following the passing of this Resolution.

The Board continues to believe that the Company's work in the last 12 months and sector sentiment should give rise to a number of exciting opportunities to be funded by non-equity and/or equity in the short to medium term if sufficient funds can be identified.

As at the date of this Circular, the Company does not hold any Ordinary Shares in the capital of the Company in treasury.

Please note that if Resolution 9, below, is approved the authority granted will adjusted to the equivalent of eighty thousand pounds (£80,000) nominal value of New Ordinary Shares

## **RESOLUTION 7– CHANGE OF NAME**

Subject to Shareholders' approval of this resolution, it is proposed that the name of the Company be changed to Prospex Energy Plc in order to better reflect the current activities of the Company, and in particular its move into energy generation. Presuming the resolution is passed, the Company will inform Shareholders when the change of name application has been lodged at Companies House and become effective.



## **RESOLUTION 8– DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS**

Resolution 8 will empower the Directors to allot Ordinary Shares for cash on a non-pre-emptive basis up to a maximum nominal value of two million pounds (£2,000,000), representing an authority to allot approximately 90 per cent. of the issued ordinary share capital of the Company as at 05 June 2020 (being the latest practicable date before publication of this Circular).

Please note that if Resolution 9, below, is approved the authority granted will be adjusted to the equivalent of eighty thousand pounds (£80,000) in nominal value of New Ordinary Shares.

## **RESOLUTION 9– SHARE CAPITAL REORGANISATION**

The Existing Ordinary Shares have a current nominal value of £0.001 per share. In the future if the Company wished to raise funds via an issue of Existing Ordinary Shares it could not do so at a price of less than £0.001, being the Existing Ordinary Shares' nominal value and the approximate current share price of the Company.

The Company is therefore proposing to undertake the Share Capital Reorganisation, the effect of which will be that the number of Ordinary Shares in issue will be reduced and the Company's share price will correspondingly increase. This will allow the Directors to raise further funds for the Company following the Annual General Meeting, without having to call another general meeting should any fundraise price be below £0.001 per share and the Board determine this to be correct course of action. The Board has, at present, no definite plans to issue further New Ordinary Shares.

To effect the Share Reorganisation, the Company intends, immediately prior to the Share Reorganisation Record Date, to issue an additional 1,864 Existing Ordinary Shares (assuming that no other Ordinary Shares are allotted and issued by the Company between the date of this Document and the Share Reorganisation Record Date) as will result in the total number of Ordinary Shares in issue being exactly divisible by the Share Reorganisation ratio. Since these additional shares will only represent a fraction of a New Ordinary Share, this fraction will be combined with other fractional entitlements and sold pursuant to the arrangements for fractional entitlements described below.

Subject to the passing of resolution 9, the Share Capital Reorganisation will take place in two stages:

Firstly, every 5,000 Existing Ordinary Shares will be consolidated into one Consolidation Share. The Consolidation Shares will not be held by Shareholders but are an integral part of the Share Capital Reorganisation process (the "**Consolidation**"). In cases where a Shareholder's total holding of Existing Ordinary Shares is not exactly divisible by 5,000 as at the Record Date, the Consolidation will give rise to fractions of Consolidated Shares attributable to individual shareholders. In such instances, fractions of Consolidate Shares will not be allotted, instead they will be aggregated and the New Ordinary shares from the subdivision, as described below, sold for the benefit of the Company.

Secondly, immediately following the Consolidation occurring, each Consolidation Share will be subdivided into 200 Ordinary Shares of £0.001 each and 1 New C Deferred Share of £4.80.

The effective share consolidation ratio is therefore 1 New Ordinary Share (and 1 New C Deferred Share) for every 25 Existing Ordinary Shares held.

The table below gives some examples of the effect of the Share Capital Reorganisation on specific shareholdings of Existing Ordinary Shares:

Number of Existing Ordinary Shares held	New Ordinary Shares issued
4,999	0
5,000	200
10,000	400

It is estimated that the total aggregate value of all Consolidated share fractions will amount to less than £500. As the table above demonstrates, holders of less than 5,000 Existing Ordinary shares will not receive any New Ordinary Shares as part of the Share Capital Reorganisation.

Pursuant to Resolution 9, the New C Deferred Shares created by the Share Capital Reorganisation will be effectively valueless as they will not carry any voting rights or dividend rights. In addition, holders of New C Deferred Shares will only be entitled to a payment on a return of capital or on a winding up of the Company after each of the holders of New Ordinary Shares have received a payment of £100,000 on each such share. The New C Deferred Shares will not be listed or traded on AIM and it is a condition of the issue of the New C Deferred Shares that no share certificates will be issued in respect of such shares. In addition, the Board may appoint any person to act on behalf of all the holders of the New C Deferred Shares to procure the transfer of all such shares back to the Company, or its nominee, or cancel the New C Deferred Shares.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares. The New C Deferred Shares will have the rights set out in Resolution 9 and will generally rank alongside the other classes of deferred shares in the Company.

At the time of issue of the Existing Options and Existing Warrants, provisions were included in the relevant documentation to adjust exercise prices following any changes to the share capital structure of the Company. Following the passing of Resolution 9, the Directors intend to adjust the exercise prices of all of the Existing Options and the Existing Warrants, in line with the proposed Share Capital Reorganisation, on the basis of one New Option and New Warrant for each 25 Existing Options or 25 Existing Warrants. Further to this, the exercise price will also be adjusted in line with the proposed Share Capital Reorganisation. The table below gives detail of the Existing Options and the New Options:

Issue Date	Expiry Date	Pre Share Capital Reorganisation		Post Share Capital Reorganisation	
		Number of Existing Options	Current Exercise Price	Number of New Options	New Exercise Price
30/04/2012	30/04/2022	40,000	125p	1,600	£31.25
16/04/2015	15/04/2025	2,847,116	3.05p	113,884	76.25p
13/11/2017	13/11/2020	71,226,149	0.52p	2,849,046	13p

01/06/20	31/05/23	142,626,506	0.16p	5,705,060	4p
			Pre Share Capital Reorganisation	Post Share Capital Reorganisation	
Issue Date	Expiry Date	Number of Existing Warrants	Current Exercise Price	Number of New Warrants	New Exercise Price
18/03/2019	18/03/2022	8,125,000	0.4p	325,000	10p
12/10/2018	12/10/2021	26,400,000	0.6p	1,056,000	15p

### SHARE CERTIFICATES

Share certificates will be issued in relation to the New Ordinary Shares to replace share certificates for Existing Ordinary Shares held in certificated form but it is a condition to the issue of the C Deferred Shares that no new share certificates are being issued in respect of such shares.

### ADMISSION TO TRADING ON AIM

Application will be made for the 88,543,800 New Ordinary Shares being created as a result of the Share Capital Reorganisation (conditional on approval of Resolution 9), to be admitted to AIM and admission is expected to occur on 1 July 2020 ("**Admission**").

On Admission the Company will have in issue a total of 88,543,800 New Ordinary Shares.

### ACTION TO BE TAKEN

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. As previously mentioned Shareholders, proxies and corporate representatives will not be able to attend the Annual General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, not later than 9.30 a.m. on 28 June 2020, being 2 days before the time appointed for holding the Annual General Meeting. Your attention is drawn to the notes to the Form of Proxy.

### RECOMMENDATION

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 143,890,403 Existing Ordinary Shares representing approximately 6.5% per cent of the existing issued Ordinary Share capital of the Company.

Yours sincerely

**BILL SMITH**

*Chairman*

## PROSPEX OIL AND GAS PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Prospex Oil and Gas PLC (the "**Company**") will be held at 76 Hill Road, Watlington, Oxfordshire, OX49 5AF at 9.30 a.m. on 30 June 2020 for the following purposes. Members are not requested not to attend and will not be permitted entry, due to restrictions introduced under the Public Health (Control of Disease) Act 1984, the Coronavirus Act 2020 and/or any subordinate or successor legislation thereto. The Chairman is entitled to refuse entry under the Articles and through Chairman's common law powers, for the purpose of ensuring the safe, orderly and lawful conduct of the meeting.

The Resolutions 1 to 6 inclusive will be proposed as ordinary resolutions and resolution 7 to 9 will be proposed as special resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the Company's annual accounts for the year ended 31 December 2019, together with the directors' report and the auditors' report on those accounts.
2. To re-appoint Richard Mays as a director of the Company, who retires and puts himself forward for re-election.
3. To re-appoint William Smith as a director of the Company, who retires and puts himself forward for re-election.
4. To re-appoint Adler Shine LLP as auditors to the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
5. To authorise the directors to set the auditors' remuneration.
6. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") in addition to any existing authorities to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "**Relevant Securities**") up to an aggregate nominal amount of £2,000,000, (but, subject to the passing of Resolution 9 and the completion of the Share Capital Reorganisation (as defined the Circular of which this Notice forms part), such aggregate nominal amount shall be reduced to £80,000) provided that this authority shall expire after the period of two years after the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired;

#### SPECIAL RESOLUTIONS

7. THAT the Company's name be changed to Prospex Energy Plc.
8. THAT the directors be and are empowered, in accordance with section 570 and 573 of the 2006 Act, in addition to any existing authorities to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution number 6 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000 (but, subject to the passing of Resolution 9 and the completion of the Share Capital Reorganisation,

such aggregate nominal amount shall be reduced to £80,000), and shall expire upon the expiry of the general authority conferred by Resolution 6 above, except that the Company may make an offer or agreement before this power expires 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 by this resolution had not expired; and

9. THAT every 5,000 Ordinary Shares of 0.1 pence (£0.001) in the capital of the Company be consolidated into one Consolidation Share of £5 so that following such consolidation, the ordinary share capital of the Company shall be two million two hundred and thirteen thousand five hundred and ninety five pounds (£2,213,595) divided into 442,719 Consolidation Shares of £5 each.

AND

THAT each Consolidation Share of £5 each in the capital of the Company be sub-divided into 200 New Ordinary Shares of 0.1 pence (£0.001) and 1 New C Deferred Share of four pounds and eighty pence (£4.80) each, so that with effect from the date of this resolution, the ordinary share capital of the Company shall be eighty eight thousand five hundred and forty three pounds and eighty pence (£88,543.80) divided into 88,543,800 New Ordinary Shares of 0.001 pence each, and the deferred share capital of the Company shall be six million nine hundred and forty seven thousand and twenty eight pounds and ninety two pence (£6,947,028.92) divided into 442,719 New C Deferred Shares, 54,477 existing A Deferred Shares of 24 pounds each, 285,785,836 existing B deferred shares of £0.009 and 942,462 existing Deferred Shares of 0.1 pence, and that the New Ordinary Shares shall have the same rights and be subject to the same restrictions as the Ordinary Shares that are currently in issue and as set out in the Articles of Association ("**Articles**") and that the New C Deferred Shares shall have the same rights and be subject to the same restrictions as the Existing Deferred Shares in the capital of the Company, as set out in the Articles;

AND

THAT the Articles be amended by replacing existing article 3.1 with the following: "*The share capital of the Company is divided into Ordinary Shares of £0.001, Deferred Shares of £0.01, A Deferred Shares of £24.00, B Deferred Shares of £0.009 and C Deferred Shares of £4.80 with the A Deferred Shares, B Deferred Shares and C Deferred Shares having the same rights and subject to the same restrictions as the Deferred Shares as set out in Article 3. Except as specified in these Articles the Ordinary Shares and all of the classes of Deferred Shares will rank equally but will constitute separate classes of share*".

By Order of the Board

Bill Smith

Director

5 June 2020

**Registered Office**

Stonebridge House, Chelmsford Road, Hatfield  
Heath, Essex, CM22 7BD

Registered in England and Wales No 03896382

Although the Notes to the Notice of the AGM refer to Shareholders being able to appoint a proxy or proxies and to physical attendance at the AGM the Company would remind Shareholders that, in light of government guidance as at the date of this Notice of AGM, they will not be allowed entry to the AGM and neither will their proxies (other than the Chairman) or corporate representatives. However, the Company does value shareholder participation and values the votes of shareholders, so it would encourage all Shareholders to exercise their voting rights BUT ONLY by appointing the chairman of the AGM to be their proxy. Any proxy received appointing a person other than the chairman of the AGM as the Shareholder's proxy will be deemed to have appointed the chairman of the AGM as that Shareholder's proxy.

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by the member. A proxy need not be a member of the Company.
2. A form of proxy is enclosed with this notice and instructions are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney) by the Company's registrars Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 48 hours before the time for holding the meeting. Depositing a completed form of proxy will not preclude a member from attending the meeting and voting in person.
3. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. To change your proxy instructions you may return a new proxy appointment using the hard copy proxy form. Please contact Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD to request a new hard copy proxy form. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. The Company specifies, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 6 p.m. on 28 June 2020 (or, if the meeting is adjourned, at 6 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

6. As at 05 June 2020 (being the latest practicable day before the publication of this Notice), the Company's issued share capital consisted of 2,213,593,136 ordinary shares carrying one vote each. Therefore the total voting rights in the Company are 2,213,593,136.
  
7. Copies of the following documents will be available for inspection at the Company's registered office during normal working hours on any week day (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the annual general meeting and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
  - (a) copies of the service agreements under which the executive directors are employed by the Company;  
and
  - (b) copies of the letters of appointment of the non-executive directors.