

## Notice of AGM to be held on the 17th September 2020

### TRAKM8 HOLDINGS PLC

*(incorporated in England and Wales with registration number 5452547)*

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 ANNUAL GENERAL MEETING of Trakm8 Holdings PLC (the "**Company**") will be held at its offices at Roman Park, Roman Way, Coleshill, West Midlands B46 1HG at 9.30 a.m. on 17th September 2020 for the following purposes:

To consider, and if thought fit, to pass the following resolutions of which, Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and Resolutions 8 and 9 will be proposed as special resolutions:

#### ORDINARY RESOLUTIONS

1. To receive the audited annual accounts of the Company for the year ended 31 March 2020, together with the Directors' and Auditors' Reports on those annual accounts.
2. To confirm the appointment of Cooper Parry Group Limited as Auditors to the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
3. To elect Penny Searles as a Director in accordance with the Company's articles of association.
4. To elect Peter Mansfield as a Director in accordance with the Company's articles of association.
5. To re-elect Mark Watkins as a Director, who retires by rotation in accordance with the Company's articles of association (and, being eligible, offers himself for re-election).
6. To re-elect Jon Furber as a Director, who retires by rotation in accordance with the Company's articles of association (and, being eligible, offers himself for re-election).
7. That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company, being "relevant securities") up to an aggregate nominal amount of £165,013 (representing approximately 33 per cent. of the issued share capital of the Company on 21<sup>st</sup> August 2020), provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

#### SPECIAL RESOLUTIONS

8. That the Directors be and they are empowered to allot equity securities (as defined in Section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 7 above (in accordance with Section 570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:
    - (i) in favour of holders of ordinary shares of 1 pence each ("**Ordinary Shares**"), where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of Ordinary Shares held by them; and
    - (ii) to holders of any 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 may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal,

regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) the allotment otherwise than pursuant to sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to £100,008 (representing approximately 20 per cent. of the issued share capital of the Company on 21 August 2020); and

unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

- 9. That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its Ordinary Shares provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 5,000,400;
- (b) the minimum price which may be paid for any such Ordinary Share is 1 pence;
- (c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105 per cent. of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

Dated: 24<sup>th</sup> August 2020

By Order of the Board

Registered Office:

Jon Furber

4 Roman Park

Secretary

Roman Way

Coleshill

West Midlands

B46 1HG

#### **Explanatory Notes to the Resolutions:**

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 8 and 9 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

#### **Resolutions 1 to 7**

Resolutions 1 to 7 (inclusive) will each be proposed as ordinary resolutions, as follows:

(i) the receipt of the Accounts, together with the Directors' and Auditors' Reports for the year ended 31 March 2020 (Resolution 1);

(ii) confirm the appointment of Cooper Parry Group Limited as Auditors to the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration (Resolution 2);

(iii) confirm (a) the appointments of Miss P Searles and Mr Peter Mansfield as Directors (Resolutions 3 and 4) and (b) the re-appointment of Mr M Watkins and Mr J Furber as Directors both of whom retire by rotation and, being eligible, offer themselves for re-election (Resolutions 5 and 6).

(iv) Resolution 7 is proposed to give power to the Directors until the earlier of the next Annual General Meeting or 18 months after the date of this year's Annual General Meeting to allot relevant securities up to a maximum nominal amount of £165,013 without having to obtain prior approval from shareholders. This represents approximately 33 per cent. of the total ordinary share capital in issue on 21 August 2020.

#### **Resolution 8**

Resolution 8 is proposed to give power to the Directors until the earlier of the next Annual General Meeting or 18 months after the date of this year's Annual General Meeting to allot equity securities referred for cash without first being required to offer such securities to existing shareholders in accordance with the Act. This authority relates to shares with an aggregate nominal value of £100,008, being approximately 20 per cent. of the total ordinary share capital in issue on 21 August 2020. The Board considers this amount to be a reasonable provision to account for any fund raising requirements which the Company is likely to have over the course of the next 12 months.

#### **Resolution 9**

Resolution 9 is proposed to give power to the Directors until the earlier of the next Annual General Meeting or 18 months after the date of this year's Annual General Meeting to make market purchases of Company shares subject to the stated conditions and provision of the Act.

#### **Notes:**

1. In view of the measures in place in response to the Covid-19 pandemic and the overriding health and safety concerns, we are currently planning that the AGM will be held as a closed meeting and convened with the minimum quorum of two shareholders present, which the Company will arrange. Accordingly, shareholders will not be permitted to attend the AGM in person. The Board recommends that all shareholders vote by appointing the Chairman of the AGM as their proxy rather than a named person (who will not be permitted to attend the meeting).
2. For the convenience of members who may be unable or (owing to the Covid-19 restrictions) will not be permitted to attend the meeting, a form of proxy is enclosed which should be completed and returned to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours before the time fixed for the meeting.
3. A member may change proxy instructions by submitting a new proxy appointment using the method set out above. The cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
4. If more than one valid proxy appointment is submitted by a member, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed notice clearly stating the intention to revoke the proxy appointment to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a member 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 Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 48 hours before the time fixed for the Meeting.
6. If a member revokes a proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, the proxy appointment will remain valid.
7. Appointment of a proxy does not preclude a member from attending the Meeting and voting in person. However, owing to the Covid-19 measures put in place by the Company members will not be permitted to attend the AGM in person.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. Copies of service contracts between the Directors and the Company or any subsidiary of the Company, the register of Directors' shareholdings and transactions and the Company's articles of association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
10. This Notice of Annual General Meeting and the Company's Report and Accounts are available on the Company's website at [www.trakm8.com](http://www.trakm8.com). Hard copy documents are available by contacting the Company: email [info@trakm8.com](mailto:info@trakm8.com), telephone 0330 333 4120 or post Trakm8 Holdings PLC, 4 Roman Park, Roman Way, Coleshill, West Midlands B46 1HG.