

appScatter Group PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 10706264)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of appScatter Group plc (the 'Company') will be held at the offices of FTI Consulting, 200 Aldersgate Street, London, EC1A 4HD at 10.00am on 29 June 2018.

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, numbered 1 to 8 as Ordinary Resolutions:

1. To receive and adopt the report of the Directors and the financial statements for the year ended 31 December 2017 and the report of the auditors thereon.
2. To re-appoint, as a director of the Company, Philip Marcella who retires in accordance with Article 77 of the Company's Articles of Association and offers himself for re-election.
3. To re-appoint, as a director of the Company, Clive Carver who retires in accordance with Article 77 of the Company's Articles of Association and offers himself for re-election.
4. To re-appoint, as a director of the Company, Jason Hill who retires in accordance with Article 77 of the Company's Articles of Association and offers himself for re-election.
5. To re-appoint, as a director of the Company, Michael Buchan who retires in accordance with Article 77 of the Company's Articles of Association and offers himself for re-election.
6. To re-appoint, as a director of the Company, Manish Kotecha who retires in accordance with Article 77 of the Company's Articles of Association and offers himself for re-election.
7. To re-appoint Kingston Smith LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the Directors.
8. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ('the Act'), to exercise all the powers of the Company to allot shares:
 - (a) up to an aggregate up to an aggregate nominal amount of £1,071,428.57 in respect of the 21,428,571 new Ordinary Shares of £0.05 each in the capital of the Company to be issued at £0.70 per share by the Company pursuant to the Fund Raise on the terms set out in the circular dated 15 May 2018 (the "Fund Raise Shares");
 - (b) up to an aggregate nominal amount of £289,285.70 in respect of the 5,785,714 new Ordinary Shares of £0.05 each in the capital of the Company to be issued at £0.70 per share by the Company pursuant to the Acquisition on the terms set out in the circular dated 15 May 2018, subject to such amendments and variations as the directors of the Company may from time to time consider necessary or desirable and in the interests of the Company (the "Consideration Shares");
 - (c) and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £1,506,540.45; and
 - (d) up to an aggregate nominal amount of £ £2,259,810.72 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 4) in connection with an offer by way of rights to:
 - (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) holders of other equity securities (as defined in Section 560 of the Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall, unless previously revoked or varied by the Company in a general meeting, expire on the conclusion of the next annual general meeting of the Company provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

9. THAT, subject to the passing of resolution 4 above, the Directors be generally and unconditionally empowered for the purposes of Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash:
 - (a) pursuant to the authority conferred by resolution 8 above; or
 - (b) where the allotment constitutes an allotment by virtue of Section 560(3) of the Act,

in each case as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of the Fund Raise Shares (as defined in resolution 4 above)
- (ii) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 5, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
 - (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary, and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (iii) the allotment of equity securities, other than pursuant to paragraph (i) above of this resolution, up to an aggregate nominal amount of £677,943.20.

BY ORDER OF THE BOARD

Christopher Axford – for and on behalf of D&A Secretarial Services Ltd
Company Secretary
6 June 2018

Salisbury House
London Wall, London EC2M 5PS

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf 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 Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
2. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
3. The Company has specified that only those members entered on the register of members at 10.00 a.m. on Wednesday 27 June 2018 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.002 each in the capital of the Company held in their name at that time. Changes to the register after 6:00 p.m. on Wednesday 27 June 2018 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. **Resolutions 2 to 6** – Article 77 of the Company's Articles of Association requires that one third of the Directors of the Company who have held office since the last Annual General Meeting must retire and, if they are eligible, may offer themselves for re-election. The Directors are committed to measures that promote good corporate governance. In line with the UK Corporate Governance Code, Philip Marcella, Clive Carver, Jason Hill, Michael Buchan and Manish Kotecha will retire and stand for re-election.
5. **Resolution 7** – The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. The Company's audit committee has recommended to the Board the re-appointment of Kingston Smith LLP and the Board has endorsed this recommendation. Resolution 7 therefore proposes the reappointment of Kingston Smith LLP as auditors of the Company.
6. **Resolution 8** – The purpose of resolution 8 is to renew the directors' authority to allot shares. The authorities in paragraphs a) and b) are intended to preserve the authorities already approved by shareholders on 31 May 2018 for the purposes of the acquisition. The authority in paragraph (c) will allow the directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £1,506,540.45 (30,130,089 ordinary shares), which is equivalent to approximately one third of the anticipated total issued ordinary share capital of the Company as at 29 June 2018. There is no present intention of exercising this general authority. The authority in paragraph (d) will allow the directors to allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in connection with a pre-emptive offer by way of rights up to an aggregate nominal value of £2,259,810.70 (45,196,214 ordinary shares), which is approximately two-thirds of the Company's anticipated issued share capital as at 29 June 2018 (inclusive of the nominal value of £1,506,540.45 sought under paragraph (a) of the resolution). As at 29 June 2018, the Company did not hold any shares in treasury. If the resolution is passed, the authority will expire at the end of next annual general meeting of the Company in 2019.
7. **Resolution 9** – If the directors wish to allot new shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) company law requires that these shares are first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done unless the shareholders have first waived their pre-emption rights. Resolution 9 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum number of £677,943.20 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 15 per cent. of the Company's anticipated issued ordinary share capital as at 29 June 2018.