



NOTICE OF ANNUAL GENERAL MEETING

appScatter Group plc

(Incorporated in England and Wales with registered number 10706264)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document and the form of proxy for use in relation to the Annual General Meeting of the Company, 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 transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

A notice containing the resolutions to be voted on at the Company's Annual General Meeting to be held at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, United Kingdom at 9.00 a.m. on 9 September 2019 is set out on page number 3 onwards of this document.

The enclosed form of proxy for use at the Annual General Meeting should be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and to be valid must arrive not less than 48 hours (excluding any day or part of a day that is not a working day) before the time fixed for the Annual General Meeting.

Letter to Shareholders

Directors:

Clive Carver (Non-Executive Chairman)
Philip Marcella (Chief Executive Officer)
Jason Hill (Chief Revenue Officer)
Andrew Bushby (Non-Executive Director)

15 August 2019

To the holders of ordinary shares in appScatter Group plc (the “Company”)

Notice of Annual General Meeting

Dear Shareholder

I am writing to you with details of the Annual General Meeting (the “AGM”) of the Company which we are holding at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW on Monday 9 September 2019 at 9.00 a.m. The formal Notice of AGM is set out from page number 3 onwards of this document.

If you would like to vote on the proposed resolutions but cannot attend the AGM, you may appoint a proxy in one of the following ways:

- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the enclosed Form of Proxy and returning it to our registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible. The form of Proxy must be received by Thursday 5 September 2019 at 9.00 a.m, being 48 hours before the AGM (excluding any day or part of a day that is not a working day).

Resolutions

Resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than fifty per cent. of the votes cast must be in favour of the resolution.

Resolutions 5 and 6 are proposed as special resolutions. This means that for each of those resolutions to be passed, seventy-five per cent. or more of the votes cast must be in favour of the resolution.

Please refer to the Explanatory Notes set out on page 6 of this document which provide an explanation of the proposed Resolutions.

Recommendation

The directors consider all the proposals to be considered at the AGM to be in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully



Clive Carver
Non-Executive Chairman

appScatter Group PLC

(Incorporated in England and Wales 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 Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, United Kingdom at 9.00 a.m. on 9 September 2019.

You will be asked to consider and, if thought fit, approve the following resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions.

Ordinary Business

1. To receive and adopt the financial statements for the year ended 31 December 2018 and the reports of the auditors and the directors thereon.
2. To re-appoint Andrew Bushby as a director of the Company, who was appointed by the board since the last annual general meeting.
3. To re-appoint Kingston Smith LLP as auditors of the Company and to authorise the directors to determine the auditors' remuneration.

Special Business

4. 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:
 - (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £1,614,388.69;
 - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £3,228,777.39 (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 required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary;
 - (c) allot shares in the Company in relation to the exercise of warrants in connection with the fundraising announced on 9 April 2019 up to an aggregate nominal amount of £410,448;

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 expire on the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 9 December 2020) 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.

5. 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 4 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 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

(ii) the allotment of equity securities, other than pursuant to paragraph (i) above of this resolution, up to an aggregate nominal amount of £726,474.91.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution (or, if earlier, at the close of business on 9 December 2020), save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

6. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.05 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

(a) the maximum number of Ordinary Shares which may be purchased is 9,686,332;

(b) the minimum purchase price which may be paid for any Ordinary Share is 5 pence (exclusive of expenses);

(c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses):

(i) 5% above 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 purchase is made; and

(ii) the amount stipulated by regulatory technical standards adopted by the European Commission pursuant to article 5(6) of the Market Abuse Regulation (2014/596/EU); and

this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 9 December 2020), save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

BY ORDER OF THE BOARD

Clive Carver

15 August 2019

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 (excluding any day or part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
2. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
3. 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.
4. The Company has specified that only those members entered on the register of members at 3.00 p.m. on 6 September 2019 (or, in the event of any adjournment, the time and date which is 48 hours before the time and date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.05 each in the capital of the Company held in their name at that time. Changes to the register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not so in relation to the same shares.

Instructions for proxy appointment through CREST

6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001,

EXPLANATORY NOTES

The notes below give an explanation of the proposed resolutions.

Resolutions 1 to 4 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 5 and 6 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.

Report and Accounts (Resolution 1)

The directors of the Company must present the accounts at each Annual General Meeting.

Re-election of Andrew Bushby as director (Resolution 2)

The Company's articles of association require that all newly appointed directors retire and may offer themselves for re-election at the first annual general meeting following their appointment by the board.

At this meeting, Andrew Bushby (who was appointed by the board since the last annual general meeting) will retire and stand for re-election as a director. Having considered the performance of and contribution made by Andrew Bushby, the board remains satisfied that the performance of Andrew Bushby continues to be effective and, as such, recommends his re-election.

Reappointment and remuneration of auditors (Resolution 3)

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 3 therefore proposes the reappointment of Kingston Smith LLP as auditors of the Company and authorises the directors to set their remuneration.

Directors' authority to allot shares (Resolution 4)

The purpose of resolution 4 is to renew the directors' authority to allot shares.

The authority in paragraph (a) 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 £1,614,388.69 (32,287,774 ordinary shares), which is equivalent to approximately one-third of the total issued ordinary share capital of the Company as at 14 August 2019, being the latest practicable date before the publication of this notice.

The authority in paragraph (b) 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 rights issue up to an aggregate nominal value of £3,228,777.39 (64,575,548 ordinary shares), which is approximately two-thirds of the Company's issued share capital as at 14 August 2019, being the latest practicable date before the publication of this notice (inclusive of the nominal value of £1,614,388.69 sought under paragraph (a) of the resolution). This is in line with corporate governance guidelines. There is no present intention to exercise this authority.

The authority in paragraph (c) relates specifically to warrants attaching to shares which the Company agreed to allot pursuant to a £2.2 million placing announced by the Company on 9 April 2019.

As at 14 August 2019, being the latest practicable date before the publication of this notice, the Company did not hold any shares in treasury.

If the resolution is passed, the authority will expire on the earlier of 9 December 2020 (the date which is 15 months after the date of the resolution) and the end of next annual general meeting of the Company in 2020.

Disapplication of pre-emption rights (Resolution 5)

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 5 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 of £726,474.91 (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 issued ordinary share capital as at 14 August 2019, being the latest practicable date before the publication of this notice.

Resolution 5 seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

If the resolution is passed, the authority contained in resolution 5 will expire at the conclusion of the next annual general meeting of the Company in 2020 or, if earlier, 9 December 2020 (the date which is 15 months after the passing of the resolution).

Authority to purchase own shares (Resolution 6)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 7 seeks the authority from shareholders to continue to do so. The directors will exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 10 per cent. of the Company's issued ordinary share capital as at 14 August 2019, being the latest practicable date before the publication of this notice) and the maximum and minimum prices at which they may be bought.

Resolution 6 will be proposed as a special resolution in accordance with the Investment Association's share capital management guidelines. If the resolution is passed, this authority will expire at the conclusion of the next annual general meeting of the Company in 2020 or, if earlier, 9 December 2020 (the date which is 15 months after the date of passing of the resolution).

The directors intend to seek renewal of this power at subsequent annual general meetings.

