

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial and Services Markets Act 2000.

If you have sold or otherwise transferred all your shares in InterQuest Group plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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**InterQuest Group plc**

**Annual General Meeting 2018**

To be held at Cannon Green, 27 Bush Lane, London EC4R 0AA

On Monday 4 June 2018

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## **InterQuest Group plc**

(the "Company")

(Incorporated in England and Wales with registered no. 04298109)  
Registered office: Cannon Green, 27 Bush Lane, London, EC4R 0AA

11 May 2018

Dear Shareholder,

### **Annual General Meeting 2018**

I am pleased to advise that the Company's annual general meeting ("**AGM**") will be held at the registered office of the Company, Cannon Green, 27 Bush Lane, London EC4R 0AA on Monday 4 June 2018 at 9.00am. All shareholders are welcome to attend and are asked to arrive at the venue no later than 8.45am. There will be full access available for disabled shareholders. There will be an opportunity for shareholders to speak with the Company's directors at the meeting.

The notice of meeting is set out on pages 3 to 5 of this document and sets out the business to be considered. An explanation of each of the resolutions also follows on pages 7 to 10 of this document. This refers to the Company's annual report and accounts for the year ended 31 December 2017 and which are available on the Company's website at [www.interquestgroup.com](http://www.interquestgroup.com).

In accordance with best practice, all the directors are now offering themselves for annual re-election.

### **Action to be taken**

A proxy form for use by shareholders in connection with the AGM is enclosed. Whether or not you propose to attend the AGM you are requested to complete and return the form in accordance with its instructions so that it arrives no later than 48 hours before the time appointed for holding the meeting. If you complete and return the proxy form, you can still attend and vote at the meeting in person if you wish.

### **Recommendation**

Your directors consider each of the resolutions set out in the notice of meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, your directors recommend that you vote in favour of such resolutions, as they intend to do in respect of their own beneficial shareholdings. In making this recommendation, each director abstains in relation to any resolution in which he has a personal interest.

Yours sincerely

**Gary Ashworth**  
Chairman

## **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that the Annual General Meeting of InterQuest Group plc (the "Company") will be held at Cannon Green, 27 Bush Lane, London, EC4R 0AA on Monday 4 June 2018 at 9.00am for the following purposes:**

### **ORDINARY BUSINESS**

To consider and, if thought fit, pass the following resolutions each of which will be proposed as an ordinary resolution:

### **REPORTS AND ACCOUNTS**

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2017 and the directors' and auditors' reports thereon.

### **RE-ELECTION OF DIRECTORS**

2. To re-elect Gary Peter Ashworth as a director.
3. To re-elect Christopher Ernest Eldridge as a director.
4. To re-elect David Charles Higgins as a director.
5. To re-elect David Charles Bygrave as a director.

### **RE-APPOINTMENT OF AUDITORS**

6. To re-appoint RSM UK Audit LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions of which resolution 7 will be proposed as an ordinary resolution and resolutions 8 to 11 (inclusive) will be proposed as special resolutions:

### **AUTHORITY TO ALLOT RELEVANT SECURITIES**

7. That, in substitution for all existing authorities, the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the company up to a maximum aggregate nominal amount of £173,097.09 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

### **DIS-APPLICATION OF PRE-EMPTION RIGHTS**

8. That, if resolution 7 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash pursuant to the authority given by resolution 7 above or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, in each case:
  - (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate

therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements or any regulatory authority or any stock exchange in any territory; and

- (b) otherwise than under paragraph (a) above, up to a nominal amount of £25,964.56,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 3 September 2019) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 9. That if resolution 7 is passed, the Board be authorised in addition to any authority granted under resolution 8 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £25,964.56; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 3 September 2019) but, in each case, prior to its expiry so that the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **AUTHORITY FOR THE COMPANY TO BUY BACK SHARES**

- 10. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 5,192,912;
- (b) the minimum price which may be paid for any such Ordinary Shares is 1p;
- (c) the maximum price which may be paid for an Ordinary Share shall be the higher of:
  - (i) 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
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and
- (d) 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 of the Company, 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.

#### **SHORTER NOTICE OF GENERAL MEETINGS**

11. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board

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**David Charles Bygrave**  
**Secretary**

Dated: 11 May 2018

Registered office: Cannon Green, 27 Bush Lane, London, EC4R 0AA

## NOTES

1. A member entitled to attend and vote at the annual general meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. Members may appoint a proxy or proxies by completing and delivering the form of proxy enclosed herewith by post or by hand to the Company at the registered office of the Company, being Cannon Green, 27 Bush Lane, London EC4R 0AA.
3. To be effective the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.
4. A member may mark the appropriate box alongside the resolution on the form of proxy to indicate whether his votes are to be cast "for", or "against", or whether his vote is to be withheld from the resolution. Unless specific instructions are given on how to vote on the resolution, the proxy will be able, at his or her discretion, either to vote "for" or "against" the resolution or to withhold from voting.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
6. Copies of all directors' service contracts and contracts of appointment between the non-executive directors and the Company (or a memorandum of the terms thereof), printed copies of this notice and the documentation sent with it to shareholders including the financial statements for the financial year ended 31 December 2017 will be available for inspection during normal business hours at the registered office of the Company from the date of this notice, and will also be available for inspection at the venue of the annual general meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the annual general meeting is 9.00am on 2<sup>nd</sup> June 2018 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
8. A corporation, which is a member, may appoint a person or persons to act as its representative or representatives and to vote in person at the meeting. The appointment must comply with the requirements of section 323 of the Companies Act 2006. The representative or representatives should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company's registrar.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - 9.1 if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - 9.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 9.1 above.

## EXPLANATORY NOTES

### InterQuest Group plc

#### Annual General Meeting Monday 4 June 2018

Resolution 1    **The Report and Accounts.**

The directors are required to present to the meeting the audited financial statements and the reports of the directors and the auditors thereon for the financial year ended 31 December 2017.

Resolutions 2 to 5 (inclusive)    **Annual re-election of Directors.**

To comply with best practice, the Directors are now offering themselves for annual re-election as Directors of the Company, to take effect at the conclusion of the Annual General Meeting. A brief biography for each of the Directors is set out below:

**Gary Peter Ashworth**

Chairman

Gary founded the InterQuest Group in November 2001. Previously Gary was the founder of Abacus Recruitment plc, a group of recruitment agencies, including two in the IT recruitment sector. Abacus was floated on AIM in September 1995, was the best performing AIM share in both 1996 and 1997 and subsequently sold to Carlisle Holdings in 1998; initial investors achieved a tenfold multiple on their investment. Gary is a Fellow and past President of the Institute of Employment Consultants and has worked in recruitment since 1980.

**Christopher Ernest Eldridge**

Chief Executive Officer

Chris joined InterQuest Group plc as Chief Executive Officer in December 2015. Chris joined the company as a highly experienced recruitment leader, having managed businesses offering a broad range of services including MSP, RPO, executive search, permanent, interim & contract recruitment, in the UK, Europe, North America and China. The vast majority of his experience resides within the global technology sector, with a particular focus on the Digital, Big Data, Analytics, Security, Strategy & Architecture and Change & Transformation markets. Chris's proven ability to develop recruitment businesses within highly specialist, niche global markets made him the perfect fit to lead InterQuest Group through the next era of evolution.

**David Charles Higgins**

Non-Executive Director

David joined InterQuest Group plc as a Non-Executive Director in April 2015. David spent 20 years building Harvey Nash plc into a £500m turnover global professional services organisation with roles encompassing Managing Director, Chief Executive, and both Non-Executive and Executive Deputy Chairman. David grew Harvey Nash significantly - expanding a UK-centric business into a global organisation. With a proven track record in creating growth, David has taken a private business through to a successful flotation on the London Stock Exchange and currently advises entrepreneurs and SME companies.

**David Charles Bygrave**

Chief Financial Officer

David joined InterQuest Group plc as Chief Financial Officer in December 2015. David started his career at Price Waterhouse Coopers (PwC). After qualifying as a Chartered Accountant, David spent the next seven years specialising in turnaround. After a decade with PwC, David decided to transition to the technology sector. He held CFO roles at a number of companies, including Dreamtime, IDIL, Octavian and Caplin. Each one of these roles resulted in the eventual sale of the company or the underlying business. David is a Fellow of the Institute of Chartered Accountants in England & Wales and joined InterQuest Group in 2015 to lead the Group through its next phase of growth.

**Resolution 6      Re-appointment of Auditors.**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting.

This resolution proposes that RSM UK Audit LLP be re-appointed as auditors for the current year and, in accordance with standard practice, gives authority to the directors to determine the remuneration to be paid to the auditors.

**Resolution 7      Authority to Allot Relevant Securities.**

Under section 551 of the Companies Act 2006, the directors of a company cannot allot unissued shares and other "relevant securities" unless they are authorised to do so by the Company in general meeting.

This resolution, if passed, will continue to give the directors flexibility to act in the best interests of the shareholders, when opportunities arise, by issuing new shares pursuant to section 551 of the Companies Act 2006, amounting to a maximum aggregate nominal amount of £173,097.09, being one third of the total issued ordinary share capital as at 10 May 2018. The directors have no current intention of exercising this authority.

This authority will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, unless previously renewed, varied or revoked by the Company in general meeting.

This authority varies and renews the authority given to the directors in this regard at a general meeting of the Company held on 30 November 2017.

**Resolutions 8 and 9      Dis-application of Pre-emption Rights.**

Under section 561(1) of the Companies Act 2006, before the directors of a company can allot equity securities for cash, those equity securities are required to be offered first to existing shareholders in proportion to their existing shareholding and otherwise in compliance with the technical requirements of the Companies Act 2006. These are the statutory pre-emption rights of shareholders. These pre-emption provisions also apply to the sale of treasury shares by the Company.

In certain circumstances, however, it may be in the interests of the Company for the directors to allot shares and/or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings or otherwise than strictly in compliance with the requirements of the Companies Act 2006.

Resolution 8 deals with the authority of the directors to allot new shares or other equity securities pursuant to the authority given by resolution 7, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £25,964.56, being approximately 5% of the total issued ordinary share capital of the Company as at 10 May 2018. As at 10 May 2018 the Company holds 2,000 treasury shares.

The Pre-emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the



potential return.

Accordingly, and in line with the template resolutions published by the Pre-emption Group, resolution 9 seeks to authorise the directors to allot new shares and other equity securities pursuant to the authority given by resolution 7, or sell treasury shares, for cash up to a further nominal amount of £25,964.56, being approximately 5% of the total issued ordinary share capital of the company as at 10 May 2018, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 9 is used, the Company will publish details of the placing in its next annual report.

This resolution, which will be proposed as a special resolution, if passed, will allow the directors, pursuant to section 570 of the Companies Act 2006, to allot shares and/or sell treasury shares for cash without first offering them to shareholders in compliance with the requirements of the Companies Act 2006. This authority is limited to the allotments of equity securities and/or sale of treasury shares for cash up to a maximum aggregate nominal amount of £25,964.56, which is equivalent to 5% of the total issued ordinary share capital of the Company as at 10 May 2018, and allotments of equity securities and/or sale of treasury shares for cash in connection with a rights issue or other offer to shareholders, subject to the directors ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 3 September 2019, whichever is the earlier.

The Board considers the authorities in resolutions 8 and 9 to be appropriate in order to allow the company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The directors will have due regard to institutional guidelines in relation to any exercise of this authority. It is customary for a UK quoted company to maintain such an authority irrespective of any intention to exercise it. The directors confirm that they do not currently have any intention to exercise this authority.

Resolution  
10

#### **Authority for the Company to Buy Back Shares.**

This resolution authorises the board to make market purchases of up to 5,192,912 ordinary shares (representing approximately 10 per cent. of the Company's issued ordinary share capital as at 10 May 2018 (being the latest practicable date before the publication of this notice)). Shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next annual general meeting of the Company or 18 months from the passing of the resolution, whichever is earlier. The directors intend to seek renewal of this authority at subsequent annual general meetings.

The minimum price that can be paid for an ordinary share is 1p being the nominal value of an ordinary share. The maximum price that can be paid is the higher of (a) 5 per cent. over the average of the middle market prices for an ordinary share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

The directors intend to exercise the right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the directors on the same basis at the time the purchase.

The directors do not have any present intention of exercising the authorities conferred by

this resolution but they consider it desirable that the authorities are in place so that they can more readily take advantage of possible opportunities.

Resolution  
11

**Shorter Notice of General Meetings.**

Under the Companies Act 2006 all listed company general meetings must be held on at least 21 days' notice, but companies may reduce this period to 14 days (other than for annual general meetings) if shareholders agree to a shorter notice period and the Company has met certain requirements for electronic voting. Resolution 11 is therefore being proposed as a special resolution to permit the Company to call general meetings, other than AGMs, on 14 clear days' notice. If the resolution is passed, the authority conferred would be effective until the Company's next annual general meeting, when it is intended that the approval be renewed.

The directors confirm that the shorter notice period would not be used as a matter of routine. The directors will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is merited taking into account all the circumstances, including whether the business of the meeting is time sensitive. An electronic voting facility will be made available to all shareholders for any meeting held on 14 clear days' notice.

# PROXY FORM

## InterQuest Group plc

### Annual General Meeting Monday 4 June 2018

I/We.....(block capitals)  
of.....  
being a holder/holders of ordinary shares in InterQuest Group plc (the "**Company**"), hereby appoint..... or failing him/her, the chairman of the meeting to be my/our proxy and vote for me/us on my/our behalf at the annual general meeting of the Company to be held on Monday 4 June 2018 (notice of which was communicated to the members with the financial statements and the directors' and auditors' reports thereon for the financial year ended 31 December 2017), and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and on any other resolutions proposed at the meeting, my/our proxy will vote or abstain from voting as he/she thinks fit.

Resolutions to be proposed	For	Against	Withheld
<b>ORDINARY BUSINESS</b>			
1. <b>ORDINARY RESOLUTION</b> To receive the audited financial statements of the Company for the financial year ended 31 December 2017 and the directors' and auditors' reports thereon.			
2. <b>ORDINARY RESOLUTION</b> To re-elect Gary Peter Ashworth as a director.			
3. <b>ORDINARY RESOLUTION</b> To re-elect Christopher Ernest Eldridge as a director.			
4. <b>ORDINARY RESOLUTION</b> To re-elect David Charles Higgins as a director.			
5. <b>ORDINARY RESOLUTION</b> To re-elect David Charles Bygrave as a director.			
6. <b>ORDINARY RESOLUTION</b> To re-appoint RSM UK Audit LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.			
<b>SPECIAL BUSINESS</b>			
7. <b>ORDINARY RESOLUTION</b> To authorise the directors to exercise all powers of the Company to allot relevant securities up to a maximum aggregate nominal amount of £173,097.09 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
8. <b>SPECIAL RESOLUTION</b> Subject to the passing of resolution 7 above, to authorise the Board to allot equity securities for cash or to sell ordinary shares held by the Company as treasury shares for cash as if sub-section (1) of Section 561 of the Companies Act 2006 did not apply to a pre-emptive offer up to a maximum nominal amount of £25,964.56, which is equivalent			

	to 5 per cent of the total issued ordinary share capital of the Company as at 10 May 2018, this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
9.	<b>SPECIAL RESOLUTION</b> Subject to the passing of resolution 7 above, to authorise the Board to allot securities for cash or to sell ordinary shares held by the Company as treasury shares as if Section 561 of the Companies Act 2006 did not apply to such allotment or sale limited to a nominal amount of £25,964.56 and used only for the purposes of financing a transition which the Board determines to be an acquisition or other capital investment, this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
10.	<b>SPECIAL RESOLUTION</b> To authorise the directors to make market purchases of up to 5,192,912 ordinary shares (representing approximately 10% of the Company's issued share capital), this authority to expire at the end of the next annual general meeting of the Company or 18 months from the passing of the resolution, whichever is the earlier.			
11.	<b>SPECIAL RESOLUTION</b> That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.			

Signed.....Dated.....2018

## NOTES

1. A member of the Company entitled to attend and vote at the annual general meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name and address of such person in the space provided.
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the member or his/her attorney duly authorised in writing. Any alterations made to this form of proxy must be initialled.
5. Where this form of proxy is executed by a corporation it must either be under its common seal or signed on its behalf by a duly authorised officer or an attorney.
6. In the case of joint holders of a share the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
7. To appoint more than one proxy please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned in the same envelope.
8. If this form of proxy is signed and returned without any intention as to how the proxy should vote, the proxy will exercise his discretion as to whether and how he is to vote.

9. To be effective, this form of proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company, being Cannon Green, 27 Bush Lane, London, EC4R 0AA, not less than 48 hours before the time for holding the meeting.
10. If you submit more than one valid proxy appointment in respect of the same shares for which a proxy is appointed, the appointment received last before the latest time for receipt of proxies will take precedence in respect of such shares.