

Gate Ventures PLC

Notice of call to Annual General Meeting (AGM)

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Gate Ventures PLC

Press Release

November 27, 2018

Gate Ventures PLC

("Gate Ventures" or "Gate" or the "Company")

Notice of call to Annual General Meeting (AGM)

Gate Venture PLC, a global media and entertainment operating company, is hereby sending notice of call to the Annual General Meeting (AGM) of Gate Venture PLC to all shareholders.

The AGM will take place on Thursday December 20, 2018 at 11:00 a.m. at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT, UK.

Any Shareholder who wishes to appoint a proxy to attend and vote at the AGM should note that a valid form of proxy must be received by the Company's share registrar Link Asset Services at PXS, 34 Beckenham Road, Beckenham BR3 4TU, UK no less than 48 hours before the time appointed for the Adjourned AGM.

The circular and notice as well as the valid proxy form are attached to this release.

-END-

Further Enquiries:

Gate Ventures PLC (The Company): assistance@gateplc.com // +44 (0) 20 3150 2477

Keswick Global AG (Certified Adviser): info@keswickglobal.com // +43 1 740 408045

Rossen & Company ApS (Financial PR): nic@rossen.com // +45 2072 9972

About Gate Ventures PLC:

Gate Ventures PLC, a global media and entertainment operating company, was founded in 2015 to exercise active ownership of various production platforms within film, lifestyle and theatre. Governed by senior investment profiles and prominent personas within the British entertainment sector, the board has raised over €28 million worldwide to date.

Since 2017, Gate Ventures PLC has been listed with NASDAQ First North in Copenhagen. Positions include Rise Art Ltd. (15%) *Fagara in Mara*, 2018 (10%), *Theory of Ambitions*, 2018 (2.5%), Bink (4%), Ensygnia (7%), PlayJam (25%), Infinity Creative Media (16%), *42nd Street* (100%), *Sunset Boulevard* (100%) and Gate Reality (100%).

As of 2018, the executive board of Gate Ventures PLC is comprised of Lord Michael Ian Grade, Baron of Yarmouth (Chairman, CBE), Sarah, Duchess of York (Executive Director), Mr. Geoffrey Stanton Morrow (CEO), Mr. Michael Sidney Linnit (CSO), Mr. Richard James Carter (CFO, ACMA, CGMA) and Mrs. Anita Luu (COO).

-END-

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action to take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you sell or have sold or otherwise transferred all of your ordinary shares in Gate Ventures plc (**Gate** or the **Company**) please send this document, together with the accompanying form of proxy, immediately 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.

GATE VENTURES PLC

(Incorporated and registered in England & Wales with registered no. 09376114)

NOTICE OF 2018 ANNUAL GENERAL MEETING

A letter explaining the background to and the reasons for the proposed resolutions including the proposed consolidation of the Company's shares, the grant of authority to the Directors to allot relevant securities and the disapplication of pre-emption rights, is set out on pages 5 to 7 of this document. **You are recommended to vote in favour of all of the resolutions to be proposed at the Annual General Meeting.**

The notice convening the annual general meeting of the Company is set out at the end of this document. The annual general meeting will be held at the offices of the Company at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT on Thursday 20th December 2018 at 11:00 a.m. **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, by not later than 11:00 a.m. on Tuesday 18th December 2018.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the annual general meeting should you wish to do so.

This document does not comprise or form part of any offer or invitation to acquire or to dispose of or to subscribe for any interest in shares or securities in the Company and none of its contents nor the fact of its existence may be relied on in connection with any contract therefor.

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TIMETABLE

Latest time for and date for receipt of completed forms of proxy for the Annual General Meeting 11:00 a.m. on Tuesday 18th December 2018

Annual General Meeting 11:00 a.m. on Thursday 20th December 2018

DEFINITIONS

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

Annual General Meeting or AGM	the annual general meeting of the Company convened to be held at the offices of the Company at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT at 11:00a.m. on Thursday 20 th December 2018 at which the ordinary and special resolutions will be proposed, notice of which is set out at the end of this document
Articles	the articles of association of the Company which are in force as at the date of this document
Board or Directors	the board of directors of the Company, whose names are set out on page 5 of this document
Companies Act	Companies Act 2006 (as amended from time to time)
Company	Gate Ventures plc
Form of Proxy	the form of proxy for use by Shareholders in connection with the Annual General Meeting, which accompanies this document
Notice of Annual General Meeting	the notice convening the Annual General Meeting set out at the end of this document
Ordinary Shares	the ordinary shares of £0.0008 each in the capital of the Company
Record Date	Tuesday 18 th December 2018
Resolutions	the ordinary and special resolutions to be proposed at the Annual General Meeting and set out in the Notice of Annual General Meeting
Shareholder	a holder of Ordinary Shares
UK and United Kingdom	the United Kingdom of Great Britain and Northern Ireland

GATE VENTURES PLC

(Incorporated and registered in England & Wales with registered no. 09376114)

Directors:

Registered Office

Geoffrey Morrow
Richard Carter
Lord Grade of Yarmouth
Michael Linnit
Sarah, Duchess of York
Anita Luu

No. 1 London Bridge
London SE1 9BG

To Shareholders

Dear Shareholder,

Notice of 2018 Annual General Meeting

We are pleased to invite you to the Company's 2018 Annual General Meeting. The AGM gives the directors the opportunity to present the Company's performance and strategy to Shareholders and to listen and respond to your questions.

The following notes explain the terms of the business which is to be conducted at the AGM.

Resolution 1: To receive the 2018 report and accounts

The Directors are required to present to Shareholders at the AGM the reports of the directors and auditors and the audited accounts of the Company for the financial period ended 30 June 2018.

Resolution 2: Re-election of directors

The Company's articles of association require one third of the Directors to retire from office each year. Michael Linnit is retiring and seeks re-appointment at the AGM.

Having considered the performance of and contribution made by each of the Directors, the Board remains satisfied that, and the Chairman confirms that, the performance of the Director standing for re-election continues to be effective and to demonstrate commitment to the role and as such the Board recommends his re-election.

Resolution 3: Re-election of directors

The Company's articles of association require one third of the Directors to retire from office each year. Lord Grade of Yarmouth is retiring and seeks re-appointment at the AGM.

Having considered the performance of and contribution made by each of the Directors, the Board remains satisfied that, and the Chairman confirms that, the performance of the Director standing for re-election continues to be effective and to demonstrate commitment to the role and as such the Board recommends his re-election.

Resolution 4: Re-appointment of auditors and authorising and fixing the remuneration of the auditors

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of KPMG LLP as auditors of the Company terminates at the conclusion of the AGM. They have indicated their

willingness to stand for reappointment as auditors of the Company until the conclusion of the annual general meeting in 2019.

It is normal practice for shareholders to resolve at the annual general meeting that the Directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year.

Resolution 5: Consolidation of Shares

Proposed share capital consolidation

As at 26nd November 2018 (being the latest practicable date prior to the publication of this document), the Company had 474,394,459 ordinary shares of £0.0008 each in issue (**Existing Ordinary Shares**). It is expected that, immediately prior to the Annual General Meeting, (assuming that no other ordinary shares are allotted and issued by the Company between the date of this document and the Annual General Meeting), the Existing Ordinary Shares will remain unchanged.

The Directors consider that it is in the best interest of the Company's long term development as a public quoted company to have a more manageable number of issued ordinary shares and to have a higher share price.

Accordingly, it is proposed that the Company's share capital be reorganised (**Consolidation**) such that:

every 77 Existing Ordinary Shares be consolidated into 1 new ordinary share of £0.0616 (**New Ordinary Shares**).

As all of the Existing Ordinary Shares are proposed to be consolidated, the proportion of issued ordinary shareholdings in the Company held by each Shareholder immediately before and immediately after the Consolidation will, save for fractional entitlements remain unchanged.

Shareholder approval of the Consolidation is being sought pursuant to Resolution 5.

Resulting share capital

If approved by shareholders, the issued share capital of the Company immediately following the consolidation is expected to comprise 6,160,967 New Ordinary Shares (assuming that no other shares are allotted and issued by the Company between the date of this document and the Annual General Meeting).

Admission of the New Ordinary Shares

Application will be made for the New Ordinary Shares to be admitted to trading on Nasdaq First North, Copenhagen in place of the Existing Ordinary Shares (**Admission**) as soon as practicable following the passing of the Resolution 5 at the AGM.

Following the consolidation, the Company will apply for a new ISIN Code and a new SEDOL Code.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts at close of business on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares following Admission.

Following the consolidation, existing share certificates will cease to be valid and new share certificates are expected to be despatched to those shareholders who hold their Existing Ordinary Shares in certificated form within 10 business days following the date of Admission.

Rights attaching to New Ordinary Shares

The New Ordinary Shares arising upon implementation of the consolidation will have the same rights as the Existing Ordinary Shares including voting, dividend, return of capital and other rights.

Fractional Entitlements

As set out above, the Consolidation will give rise to fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 77. As regards the New Ordinary Shares, no certificates regarding fractional entitlements will be issued. Instead any New Ordinary Shares in respect of which there are fractional entitlements will be aggregated and sold in the market for the best price reasonably obtainable on behalf of Shareholders entitled to fractions (the **Fractional Shareholders**).

The Company proposes to distribute the proceeds of sale, after deduction of the costs of such sale, in due proportion to the Fractional Shareholders in accordance with article 12.2 of the Articles. Article 12.2 of the Articles provides that in the event that the net proceeds of sale which any Fractional Shareholder is due to receive is less than £3.00, or such other sum as the Board may determine, those proceeds of sale may be retained for the benefit of the Company. Exercising their discretion in accordance with Article 12.2, the Board is of the view that, as a result of the disproportionate costs, it would not be in the best interests of the Company to distribute such net proceeds of sale to Fractional Shareholders where their entitlement is €7.00 or less. In such circumstances in accordance with Article 12.2 those net proceeds of sale shall, instead, be retained for the benefit of the Company. For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. The effect is expected to be the same as for shareholdings registered in beneficial names, however it is the stockbroker's or nominee's responsibility to deal with fractions arising within their customer accounts, and not the Company's.

Resolution 6: Affirmation of Company's Loan to Director

On 10th July 2017 the Board approved a loan to be made to one of its Directors. The Director who was a recipient of the loan abstained from voting on the Board resolution to approve the loan, due to their conflict of interest. A memorandum setting out the terms of that loan is available for inspection at the Company's registered office and will be available for inspection during the Annual General Meeting. The Directors now seek shareholders' approval and affirmation, pursuant to section 197 and 214 of the Companies Act, to the terms upon which that loan was made and the making of the loan.

Resolution 7: Authority to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by Shareholders. The authority granted at the last annual general meeting to allot shares or grant rights to subscribe for, or convert any security into, will expire on conclusion of this AGM.

Accordingly, resolution 7, if passed, would authorise the Directors under section 551 of the Companies Act to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to Shareholders' pre-emption rights) up to a maximum nominal amount of 493,370.23736, representing approximately 130% of the Company's issued ordinary share capital as at 22nd November 2018 (being the latest practicable date prior to the publication of this document).

The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company and the date which is fifteen months after the date on which this resolution 4 is passed.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of Shareholders, when opportunities arise, by issuing new shares.

Resolution 8: Disapplication of pre-emption rights

The Companies Act requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing Shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing Shareholders. This cannot be done under the Companies Act unless the Shareholders have first waived their pre-emption rights. Therefore, approval is sought

by the Directors to issue a limited number of Ordinary Shares for cash without first offering them to existing Shareholders.

The authority contained in resolution 8 would be limited to a maximum nominal amount of £493,370.23736 representing approximately 130% of the Company's issued share capital as at 22nd November 2018, (being the latest practicable date prior to the publication of this document).

If passed, the authority will expire at the same time as the authority to allot shares given pursuant to resolution 7 (*Authority to allot shares*).

The Directors have no immediate plans to utilise either of the authorities sought by resolutions 7 (*Authority to allot shares*) and 8 (*Disapplication of pre-emption rights*), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

Action to be taken in respect of the Annual General Meeting by the holders of Ordinary Shares

Set out at the end of this document is the notice convening the Annual General Meeting of the Shareholders to be held at the offices of the Company at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT on Thursday 20th December 2018 at 11:00 a.m. at which the Resolutions set out in the Notice of Annual General Meeting will be proposed.

A Form of Proxy for use at the Annual General Meeting of the Shareholders is enclosed with this document.

Whether or not you intend to attend and participate at the Annual General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Articles and returned to the Company's registrars, **Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible, but in any event so as to be received not later than 11:00 a.m. on Tuesday 18th December 2018.**

The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

Recommendation

The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that you vote in favour of the Resolutions as set out in the Notice of Annual General Meeting.

Yours faithfully,

The Board of Directors

GATE VENTURES PLC

(Incorporated in England and Wales with registered number 09376114)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Gate Ventures plc (the **Company**) will be held at the offices of the Company at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT on Thursday 20th December 2018 at 11:00 a.m. for the transaction of the following business:

As Ordinary Business to consider, and if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

1. TO receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 30th June 2018.
2. TO re-appoint Michael Linnit as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.
3. TO re-appoint Lord Grade of Yarmouth as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.
4. TO re-appoint KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
5. THAT, in accordance with section 618 of the Companies Act 2006, every existing 77 ordinary shares of £0.00008 each in the capital of the Company in issue and shown in the register of members of the Company at 11:00 a.m. (London time) on Tuesday 18th December 2018 (or such other time and/ or date as the directors of the Company may determine) (the "**Existing Ordinary Shares**") be consolidated into one ordinary share of £0.0616p each in the capital of the Company, such ordinary shares having the same rights and being subject to the same restrictions as the Existing Ordinary Shares, as set out in the Company's Articles of Association.
6. THAT pursuant to sections 197 and 214 of the Companies Act 2006, the loan made by the Company to one of its directors, details of which are set out in the memorandum made available to shareholders pursuant to section 197 of the Companies Act 2006, be is hereby approved, ratified and affirmed.
7. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 ("**the Act**") 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 ("**Rights**") up to an aggregate nominal amount of £493,370.23736 to such persons and on such terms as they think fit such authority to expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the next Annual General Meeting of the Company save that the Company is hereby authorised to make, prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company shall be permitted to allot shares and to grant Rights pursuant to such offer or agreement as if such authority has not expired.

As Special Business to consider and if thought fit pass the following resolution, which will be proposed as a Special Resolution:

8. THAT, subject to the passing of Resolution 7 set out above, the Directors of the Company be and hereby are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 7 above as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £493,370.23736 and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date of the passing of this Resolution if earlier, save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

Filex Services Limited
Company Secretary

Registered Office:
No.1 London Bridge
London
SE1 9BG

Dated: 27th November 2018

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him.
- (2) A Form of Proxy is enclosed for your use, if desired. The instrument appointing a proxy must reach the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of holding of the meeting (excluding non-working days).
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members of the Company on the register by close of business on Tuesday 18th December 2018 (being 2 days prior to the time fixed for the meeting excluding any part of a day that is not a working day) shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (4) 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).
- (5) In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- (6) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 11:00 a.m. on Tuesday 18th December 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by

the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We 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.

FORM OF PROXY

GATE VENTURES PLC

("the Company")

(Registered in England and Wales with Registered Company Number 09376114)

For use at the Annual General Meeting of the Company convened for Thursday 20th December 2018 at 11:00 a.m. to be held at the offices of the Company, at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT.

I/We _____

(BLOCK LETTERS PLEASE)

of _____

being (a) member(s) of **Gate Ventures plc**, hereby appoint the Chairman of the meeting, or

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of the Company at 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT on Thursday 20th December 2018 at 11:00 a.m. on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the financial period ended 30 th June 2018.			
2. To re-appoint Michael Linnit as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.			
3. To re-appoint Lord Grade of Yarmouth as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.			
4. To reappoint KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
5. To consolidate every 77 existing issued ordinary shares of £0.0008 each in the capital of the Company into 1 ordinary share of £0.0616.			
6. To affirm, approve and ratify the loan made to one of the directors of the Company, pursuant to section 214 of the Companies Act 2006 (the "Act")			
7. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 551 of the Act (subject to certain restrictions) up to an aggregate nominal amount of £493,370.23736.			

Special Resolution	For	Against	Vote Withheld
8. To authorise the Directors to be empowered pursuant to Section 570 of the Act to allot equity securities for cash as if Section 561(1) of the Act did not apply to any such allotment (subject to certain restrictions) provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £493,370.23736 representing approximately 20% of the issued share capital of the Company at the date the resolution is passed.			

Signature: _____ Dated _____

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on his behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. 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.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. 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 Tuesday 18th December 2018. 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.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy must arrive at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 11.00 a.m. on Tuesday 18th December 2018.
9. You may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, BR3 9ZA no later than 48 hours before the appointed time of the meeting (excluding non-working days). A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days. Alternatively the Form of Proxy can be posted to the following address but a stamp will be required: Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
10. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
11. If you select "discretionary" or fail to select any of the given options, your proxy may vote as he/she chooses or can decide not to vote at all.