

**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 immediately seek your own financial advice from your stockbroker, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or transferred all of your shares in WideCells Group PLC, please send this document and any accompanying documents as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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*(incorporated in England and Wales with company number 10197256)*

## **NOTICE OF THE 2018 ANNUAL GENERAL MEETING**

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Notice of the 2018 annual general meeting ("AGM") of WideCells Group PLC (the "Company") to be held at the offices of Fladgate LLP, 16 Queen Street, London WC2B 5DG, United Kingdom on 29 June 2018 at 2.00 p.m. is set out on page 5 of this document.

Your attention is drawn to the letter from the Company's Chairman on page 2 of this document.

Whether or not you propose to attend the AGM, please complete and submit a proxy appointment form or electronic proxy appointment instruction in accordance with the notes to the notice of the AGM set out on page 8. To be valid, the proxy form or electronic proxy instruction must be received at the address for delivery specified in the notes by 2.00 p.m. on 27 June 2018.



(incorporated in England and Wales with company number 10197256)

WideCells Group PLC  
Core Technology Facility  
46 Grafton Street  
Manchester  
M13 9NT  
United Kingdom

6 June 2018

Dear Shareholder,

### **Annual General Meeting**

I am pleased to report that the Company's second Annual General Meeting will be held on 29 June 2018 2.00 p.m. at the offices of Fladgate LLP, 16 Queen Street, London WC2B 5DG. The formal notice of the AGM is set out on page 5 of this document and contains the proposed resolutions to be considered and voted on at the meeting.

We enclose a copy of the annual report and accounts for the year ended 31 December 2017 which are the subject of the first proposed resolution. They can also be accessed from the "Investor Relations" page of our website (<http://widecellsgroup.com/investor-relations>).

The AGM is an opportunity for all shareholders to meet and speak with the Company's Board of directors. I and my fellow directors look forward to seeing as many of you as possible at the AGM. Shareholders will have the opportunity to discuss matters with, and ask questions of, the Board once the formal business set out in the notice of the AGM is concluded and, of course, questions relating to the proposed resolutions are welcome during the conduct of the formal business.

### **Action to be taken**

If you are unable to attend the AGM, you can still vote on the proposed resolutions by appointing a proxy to attend, speak and vote on your behalf. To appoint a proxy:

1. you can complete the enclosed proxy appointment form, in accordance with the instructions printed on it, and return it (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to our registrar, SLC Registrars Limited at Ashley Park House, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ; or
2. if you hold your shares in CREST, you can alternatively submit an electronic proxy appointment instruction to our SLC Registrars Limited (CREST participant number 7RA01) through the CREST system in accordance with the CREST Manual.

In either case, the proxy appointment form should be returned, or the electronic proxy appointment instruction transmitted, as soon as possible and in any event so as to be received by SLC Registrars Limited by 2.00 p.m. on 27 June 2018.

You are requested (whether or not you intend to be present at the AGM) to appoint a proxy. Appointment of a proxy will not prevent you from attending, speaking and voting in person at the AGM, should you wish to do so.

### **Recommendation**

Explanatory notes in relation to each of the proposed resolutions to be considered and voted on at the AGM are set out on page 3 of this document. The Board considers that each of these resolutions is in the best interests of the Company for the benefit of its shareholders as a whole. Accordingly, each member of the Board who holds shares in the Company intends to vote in favour of each resolution in respect of their own beneficial holdings. The directors unanimously strongly recommend that shareholders vote in favour of all the proposed resolutions.

Yours sincerely

**Peter Presland**  
*Chairman*

# EXPLANATORY NOTES TO THE BUSINESS OF THE AGM

## 1. Report and accounts

The directors of a public company are required to lay before the shareholders in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the Company in respect of each financial year. In accordance with best practice the Company proposes, as an ordinary resolution, resolution 1 to receive its annual report and audited accounts for the year ended 31 December 2017.

## 2. Directors' remuneration report and policy

As a company admitted to the Standard segment of the Official List of the UK Listing Authority the Company must:

- a. prepare a directors' remuneration report for the year ended 31 December 2017; and
- b. have a forward looking directors' remuneration policy in place,

each of which is to be approved by the shareholders.

The Company is seeking this approval by proposing, as ordinary resolutions, resolutions 2 and 3. The vote on resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on resolution 2 being passed. The directors' remuneration policy is set out in the Company's audited accounts for the financial year ended 31 December 2017. It will come into effect once resolution 3 is passed and will expire at the next AGM (at which shareholder approval will be sought for a new forward looking directors' remuneration policy).

## 3. Re-appointment of directors

In accordance with the Company's articles of association, each director must retire at the third annual general meeting after the annual general meeting or general meeting at which they were appointed.

Resolutions 4 – 6 will be proposed as ordinary resolutions. The Board believes that each of its members continues to be vital to the Company's success, makes a positive contribution to the Board and demonstrates the utmost commitment to their role.

Brief biographical details of each director seeking re-appointment are set out below:

**Peter Presland**, Peter is a law graduate from King's College, London, a Chartered Accountant and has over 40 years' experience in the City. Peter has extensive knowledge in restructuring and refinancing company operations and, as CFO and then CEO, has successfully defended international insurance claims during his time at C.E. Heath Plc. In 1996, Peter created Rebus Group Plc by combining the IT businesses within Heath, and demerging the combined entity as a separate listed company, with a turnover of £60 million and operating profits of £6.1 million. Over a three-year period between 1996 to 1999, Rebus Group's turnover grew to £110 million with profits of about £11 million, and in that period, Peter devised and was responsible for a series of transactions, which led to the original Heath shareholders' investment value increasing by more than double their investment in 1996. In 2003, Peter was appointed the first outside Chairman of Link Interchange Network Limited, well known for providing cash through ATMs within the UK economy. Peter played a key role in the restructure of the company and led a substantial change in corporate governance by adopting a more conventional governance structure based on the then Model Code. By 2007, Peter was asked by the largest bank shareholder of the company to supervise and deliver the merger with Voca, to create Vocalink, and was offered the Chairmanship of the merged entity.

In addition, Peter has been a Non-Executive Director, often Chairman, of a number of private entities in the fields of insurance, IT and healthcare, including a role as Chairman of the Audit and Governance Committee at East Kent Hospitals University Foundation NHS Trust. He is currently Chairman of the Audit, Risk and Disclosure Committee of Redx Pharma plc, a company pioneering transformational drug discovery and development in the areas of cancer and fibrosis, Chairman of Beautiful Information Ltd, a company providing information services to the NHS, and Chairman of R & B Underwriting, an MGA specialising in liability insurance.

**Malcolm Glaister**, A former Navy Commanding Officer, Malcolm has over 20 years of experience in financial services. As a natural entrepreneur, Malcolm founded Farm Street LLP in 2012. Farm Street

LLP is an independent financial services firm in London, offering financial advice to mainly UK entrepreneurs and businesses, covering corporate finance, treasury, debt, and asset management. Malcolm is a founding partner of the Eight Great Technologies Investment Fund LLP, a venture capital fund focusing on investing in emerging UK technology companies. He is the Non-Executive Director at the Corporation of Trinity House, one of the UK's largest maritime charities, and chair of the Investment Committee and Risk and Audit committees. Prior to founding Farm Street LLP, Malcolm held leadership positions at Lloyds Banking Group, AIG Investments and J.P. Morgan, developing key knowledge and relationships in private equity, real estate and hedge funds.

**David Henriques**, David is a co-founder and Director of Cairn Capital Ltd and a member of the Executive Management Committee. He has overall responsibility for Cairn Capital's corporate advisory business. He was formerly co-global Head of Structured Credit Products with the Royal Bank of Scotland and has extensive experience in real estate and credit products. Prior to that, he held various senior positions in corporate finance and insurance companies. He is a Non-Executive Director of Azur Group Holdings Limited, an insurance managing digital agency which partners with carriers and brokers to build, underwrite and distribute digital insurance products.

#### **4. Re-appointment of auditors and remuneration**

For each financial year in respect of which auditors are to be appointed, the Company is required to appoint auditors before the end of the general meeting at which the annual reports and accounts for the previous financial year are laid before members. BDO LLP has indicated willingness to continue as the Company's auditor. Resolutions 7 and 8 are ordinary resolutions to re-appoint them and give the directors the discretion to determine their remuneration.

#### **5. Directors' authority to allot shares**

The directors currently have authority to allot ordinary shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority was granted at the AGM on 22 June 2017 and is due to expire at the conclusion of the AGM. The Board is seeking, by resolution 9, to renew that authority (on the same basis as the existing authority) over ordinary shares up to a maximum nominal amount of £81,026 (eighty one thousand and twenty six pounds), representing 50% of the Company's issued share capital as at 5 June 2018 (being the latest practicable date prior to publication of this document).

If approved by shareholders this authority will expire on 29 December 2019 or, if earlier, at the conclusion of the Company's next annual general meeting.

#### **6. Dis-application of statutory pre-emption rights**

The directors currently have the power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). This power was granted at the time the Company re-registered as a public limited company in connection with its admission to the main market of the London Stock Exchange plc and is due to expire at the conclusion of the AGM. The Board is seeking, by resolution 10, to renew this power (on the same basis as the existing power) to apply in circumstances where:

1. the allotment takes place in connection with a rights issue or other pre-emptive offer; or
2. the allotment is limited to a maximum nominal amount of £48,615 (forty eight thousand six hundred and fifteen pounds), representing approximately 30% of the nominal value of the issued ordinary share capital of the Company as at 5 June 2018 being the latest practicable date before publication of this notice.

If approved by shareholders this power will expire on 29 December 2019 or, if earlier, at the conclusion of the Company's next annual general meeting.

#### **7. Notice of general meetings**

The Company, being admitted to trading on the main market of the London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting held since the last annual general meeting (as the case may be). The effect of this is that for the Board to have the ability to call a general meeting on not less than 14 days' notice resolution 11 must be passed at the AGM.

## NOTICE OF THE AGM

Notice is given that the annual general meeting of the members of WideCells Group PLC will be held at Fladgate LLP, 16 Queen Street, London WC2B 5DG on 29 June 2018 at 2.00 p.m. to consider, and if thought fit, transact the following business.

### ORDINARY BUSINESS

To consider, and if thought fit, pass the following resolutions which will be proposed as ordinary resolutions.

#### Report and accounts

1. To receive the audited accounts for the financial year ended 31 December 2017 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the year ended 31 December 2017 set out in the audited accounts for the financial year ended 31 December 2017.
3. To approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial year ended 31 December 2017.

#### Re-appointment of directors

4. To reappoint Peter Presland as a director.
5. To reappoint Malcolm Glaister as a director.
6. To reappoint David Henriques as a director.

#### 7. Re-appointment of auditors

To reappoint BDO LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

#### 8. Auditors' remuneration

To authorise the directors to fix the auditors' remuneration.

### SPECIAL BUSINESS

To consider, and if thought fit, pass the following resolutions of which resolution 9 will be proposed as an ordinary resolution and resolution 10 and 11 will be proposed as special resolutions.

#### 9. Directors' authority to allot shares

That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to issue and allot ordinary shares of £0.0025 each in the share capital of the Company ("Ordinary Shares") or grant rights to subscribe for or to convert any security into Ordinary Shares ("Rights") (such Ordinary Shares and Rights being "Relevant Securities") up to an aggregate nominal amount of £81,026 (eighty one thousand and twenty six pounds), provided that this authority will, unless previously renewed, varied or revoked, expire on 29 December 2019 or, if earlier, at the conclusion of the next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted after such expiry and the directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot or grant Relevant Securities, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### 10. Dis-application of statutory pre-emption rights

That, subject to the passing of resolution 9 (directors' authority to allot shares) the directors be given the general power pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 13 (directors' authority to allot shares) or by way of a sale of treasury shares, as if section 561(1)

of the Act did not apply to any such allotment provided that the power conferred by this resolution is limited to:

14.1 the allotment of equity securities in connection with an offer of equity securities:

14.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

14.1.2 holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to any limits, restrictions or arrangements which the directors consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter; and

14.2 the allotment (otherwise than pursuant to paragraph 14.1 of this resolution) of equity securities or sale of treasury shares up to an aggregate nominal amount of £48,615 (forty eight thousand six hundred and fifteen pounds);

provided that the power granted by this resolution will, unless previously renewed, varied or revoked, expire on 29 December 2019 or, if earlier, at the conclusion of the next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

## **11. Notice of general meetings**

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

**Peter Presland**

*Chairman*

Registered office:  
Core Technology Facility  
46 Grafton Street  
Manchester  
M13 9NT

Date: 6 June 2018

## NOTES TO THE NOTICE OF THE AGM

### *Entitlement to attend and vote*

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
  - 1.1 6.00 p.m. on 27 June 2018; or
  - 1.2 if the meeting is adjourned, at the time which is 48 hours prior to the time of the adjourned meeting.
2. Changes to entries on the register of members after 6.00 p.m. on 27 June 2018 or, in the event that the Annual General Meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting (excluding any part of a day which is not a working day), shall be disregarded in determining the right of any person to attend and/or vote at the Annual General Meeting.

### *Website giving information regarding the meeting*

3. Information regarding the meeting, including the information required by section 311A Companies Act 2006 (the "Act"), is available from [www.widecellsgroup.com](http://www.widecellsgroup.com).

### *Appointment of proxies*

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights.
7. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### *Appointment of proxy using hard copy proxy form*

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be:
  - 8.1 completed and signed;
  - 8.2 sent or delivered to SLC Registrars Limited at Ashley Park House, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ; and
  - 8.3 received by SLC Registrars Limited no later than 27 June 2018 at 2.00 p.m. (or not less than 48 hours before the time of any adjourned meeting (excluding any part of a day which is not a working day)).



9. 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.

#### *Appointment of proxies through CREST*

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message ("CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by SLC Registrars Limited (CREST participant number 7RA01) by 27 June 2018 at 2.00 p.m. (or not less than 48 hours before the time of any adjourned meeting (excluding any part of a day which is not a working day)). 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 by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### *Appointment of proxy by joint member*

11. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out in notes 8 to 11 above. Note that the cut off time for receipt of proxy appointments specified in those notes also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
13. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact SLC Registrars Limited as indicated in note 8 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointments*

14. In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment SLC Registrars Limited at Ashley Park House, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ. In the case of a member



which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

15. The revocation notice must be received by SLC Registrars Limited no later than 2.00 p.m. on 27 June 2018 or if the meeting is adjourned no later than 48 hours prior to the adjourned meeting (excluding any part of a day which is not a working day).
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
17. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

18. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### *Issued shares and total voting rights*

19. As at 8.00 a.m. today, 6 June 2018, the Company's issued share capital comprised 64,821,010 ordinary shares of £0.0025 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 8.00 a.m. today, 6 June 2018, is 64,821,010.

#### *Questions at the meeting*

20. Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
  - 20.1 answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 20.2 the answer has already been given on a website in the form of an answer to a question; or
  - 20.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### *Members' right to require circulation of a resolution to be proposed at the meeting*

21. Under section 338 of the Act, a member or members meeting the qualification criteria set out at note 27 below may, subject to conditions, require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at that meeting.
22. The conditions are that:
  - 22.1 the resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
  - 22.2 the resolution must not be defamatory of any person, frivolous or vexatious;
  - 22.3 the request:
    - 22.3.1 may be in hard copy form or in electronic form (see note 29 below);
    - 22.3.2 must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another member, clearly identifying the resolution which is being supported;
    - 22.3.3 must be authenticated by the person or persons making it (see note 29 below); and
    - 22.3.4 must be received by the Company not later than six weeks before the meeting to which the request relates.

#### *Members' right to have a matter of business dealt with at the meeting*

23. Under section 338A of the Act, a member or members meeting the qualification criteria set out at note 27 below, may, subject to conditions, require the Company to include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).
24. The conditions are that:
  - 24.1 the matter of business must not be defamatory of any person, frivolous or vexatious;
  - 24.2 the request:
  - 24.3 may be in hard copy form or in electronic form (see note 29 below);
  - 24.4 must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
  - 24.5 must be accompanied by a statement setting out the grounds for the request;
  - 24.6 must be authenticated by the person or persons making it (see note 29 below); and
  - 24.7 must be received by the Company not later than six weeks before the meeting to which the request relates.

#### *Website publication of audit concerns*

25. Shareholders should note that it is possible that pursuant to chapter 5 of part 16 the Act (sections 527 to 531), the Company may be required to publish on its website a statement setting out any matter that such member or members propose to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.
26. Where the Company is required to publish such a statement on its website:
  - 26.1 it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
  - 26.2 it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
  - 26.3 the statement may be dealt with as part of the business of the meeting.

#### *Members' qualification criteria*

27. In order to be able to exercise the members' right to require:
  - 27.1 circulation of a resolution to be proposed at the meeting (see note 21); or
  - 27.2 a matter of business to be dealt with at the meeting (see note 23),the relevant request must be made by:
  - 27.3 a member or members having a right to vote on the relevant resolution at the meeting and holding at least 5% of the total voting rights of the Company; or
  - 27.4 at least 100 members having a right to vote on the relevant resolution at the meeting and holding, on average per member, at least £100 of paid up share capital.
28. For information on voting rights, including the total number of voting rights, see note 19 above and the website referred to in note 3.

#### *Submission of hard copy and electronic requests and authentication requirements*

29. Where a member or members wishes to request the Company to:
  - 29.1 circulate a resolution to be proposed at the meeting (see note 21); or
  - 29.2 include a matter of business to be dealt with at the meeting (see note 23),such request must be made in accordance with one of the following ways:

- 29.3 a hard copy request which is signed by all members making the request, states the full name and address of each member and is sent to David Bridgland, WideCells Group PLC, Core Technology Facility, 46 Grafton Street, Manchester, M13 9NT; or
- 29.4 a request which states the full name and address of each member making the request and is sent to david.bridgland@widecellsgroup.com. Please state "AGM" in the subject line of the email.

*Nominated persons*

30. If you are a person who has been nominated under section 146 of the Act to enjoy information rights (Nominated Person Nominated person to stay in bold) you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member Relevant Member to stay in bold) to be appointed or to have someone else appointed as a proxy for the meeting.
31. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

*Documents on display*

32. Copies of the directors' letters of appointment and service contracts are available for inspection at the registered office of the Company, Core Technology Facility, 46 Grafton Street, Manchester, M13 9NT during usual business hours on each business day and will also be available at the place of the AGM for at least 15 minutes prior to and during the AGM. The register of directors' interests will be available for inspection at the commencement of, and during, the meeting.

*Communication*

33. Members who have general queries about the meeting should contact SLC Registrars Limited by telephone on +44 (0)1903 706150 or by email at SLC@davidvenus.com (no other methods of communication will be accepted).
34. You may not use any electronic address set out in this notice of annual general meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

