

Company no. 05799897

**ONE MEDIA iP GROUP Plc**

**("the Company")**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **2016 ANNUAL GENERAL MEETING ("the AGM")** of the Company will be held at:

**Pinewood Studios, Large Board Room, Main Administration Building, Pinewood Road, Iver Heath, Buckinghamshire, SL0 0NH on Friday 29<sup>th</sup> April 2016 at 11.00 a.m.**

The AGM will be held in order to consider, and if thought fit pass, resolutions 1 to 4 below as ordinary resolutions and resolution 5 below as a special resolution.

Ordinary resolutions

1. To receive and adopt the Company's annual accounts for the year ended 31 October 2015 together with the reports of the directors and auditors thereon ("the **Accounts**").
2. To re-appoint Philip Miles, who was appointed by the board of directors on 22<sup>nd</sup> March 2016 as a director of the company in accordance with Article 87 of the Company's Articles of Association.
3. To re-appoint James Cowper Kreston of Reading Bridge House, George Street, Reading, Berkshire, RG1 8LS ("the **Auditors**") as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the directors to determine the Auditors' remuneration.
4. That, in substitution for all existing authorities, the directors be and they are hereby generally and unconditionally authorised to allot relevant securities pursuant to section 551 of the Companies Act 2006 ("the **Act**") up to an aggregate nominal amount of £75,000 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the next annual general meeting of the Company, unless renewed, varied or revoked by the Company beforehand (provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired), and so that all previous authorities given by the Company in a general meeting pursuant to section 551 of the Act are revoked (save to the extent relied on prior to the passing of this resolution).

Special resolution

5. That, conditional on the passing of resolution 4 above, the directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561 of the Act did not apply to any such allotment provided that the power is limited to the allotment of equity securities:
  - a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

- b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £75,000.

The power granted by this special resolution shall expire on the conclusion of the next annual general meeting of the company after the passing of this resolution, save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD



Signed:

**Nigel Smethers**

Company Secretary  
One Media iP Group Plc

Dated: 1<sup>st</sup> April 2016

**Registered Office:** Pinewood Studios, 623 East Props Building, Goldfinger Avenue, Pinewood Road, Iver Heath, Buckinghamshire, SL0 0NH.

Notes to the notice of the AGM:

**Entitlement to attend and vote**

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members:
  - a. at 11.00 a.m. on Wednesday 27th April 2016; or
  - b. if the AGM is adjourned at 11.00 a.m. on the day two days (excluding any part of a day that is not a working day) prior to the adjourned meeting

shall be entitled to attend and vote at the AGM.

**Appointment of proxies**

2. 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 AGM and you should have received a proxy form with this notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.

5. 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 you either select the "Discretionary" option or 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 AGM.

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

6. 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, the form must be:
  - a. completed and signed;
  - b. sent or delivered to the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; and
  - c. received by Share Registrars Limited no later than 11.00 a.m. on Wednesday 27<sup>th</sup> April 2016.

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.

### **Electronic appointment of proxies**

7. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by faxing your proxy form to Share Registrars Limited on 01252 719232 or scanning and emailing it to proxies@shareregistrars.uk.com. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later than 11.00 a.m. on Wednesday 27<sup>th</sup> April 2016.

### **Appointment of proxy by joint members**

8. 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).

### **Changing proxy instructions**

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.

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**

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. 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. The revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on Wednesday 27<sup>th</sup> April 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

11. Representatives of members which are corporations attending the AGM should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 70 of the Articles of Association of the Company.

### **Documents on Display**

12. The register of directors' interests (together with the directors' service agreements and letters of appointment) and a copy of the Company's articles of association will be available for inspection:
  - a. at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the AGM; and
  - b. at the location of the AGM, on the date of the AGM until conclusion of the AGM.

### **Website giving information regarding the AGM**

13. Information regarding the AGM, including the information required by section 311A of the Companies Act 2006, is available from [www.onemediaip.com](http://www.onemediaip.com).