

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

If you have sold or transferred all of your ordinary shares in Attraqt Group Plc, please send this document, together with the accompanying documents, straight away to the purchaser or transferee or to the stockbroker, bank or other agent who arranged the sale or transfer so that these documents can be sent to the purchaser or transferee.

Attraqt Group Plc

Notice of Annual General Meeting

236 Gray's Inn Road, Holborn, London WC1X 8HB

Tuesday 25 June 2019 at 10.30 a.m.

A form of proxy is enclosed with this notice. To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.30 a.m. on Friday 21 June 2019.

PART 1

Attraqt Group Plc

(incorporated and registered in England under number 08904529)

Registered Office:

7th Floor
222-236 Gray's Inn Road
London
WC1X 8HB

30 May 2019

To the shareholders of Attraqt Group Plc

Dear shareholder

Notice of annual general meeting

I am pleased to be writing to you with details of our annual general meeting ("**AGM**") which we are holding at 236 Gray's Inn Road, Holborn, London WC1X 8HB on Tuesday 25 June 2019 at 10.30 a.m. The formal notice of annual general meeting is set out on pages 3 to 5 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the meeting by using one of the methods set out in the notes to the notice of the meeting. All resolutions are standard matters that are normally dealt with at the Company's annual general meetings.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 8 to 10 of this document. Voting on all resolutions will be by way of a poll.

Recommendation

The board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The directors unanimously recommend that you vote in favour of the proposed resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely,

Chairman

PART 2

Company number: 08904529

Attraqt Group Plc

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Attraqt Group Plc (the “Company”) will be held at 236 Gray’s Inn Road, Holborn, London WC1X 8HB on Tuesday 25 June 2019 at 10.30 a.m. for the following purposes.

You will be asked to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary resolutions

1. To receive and adopt the Company’s annual accounts and the reports of the directors and auditors on those accounts for the financial year ended 31 December 2018.
2. To re-elect Nicholas Habgood, who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company.
3. To re-elect Luke Mc Keever, who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company.
4. To re-appoint BDO LLP as auditors.
5. To authorise the directors to determine the auditors’ remuneration.
6. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to:
 - (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £600,160.69; and
 - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,200,321.38 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 6) in connection with an offer by way of a rights issue to:
 - (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 25 August 2020), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares

after such expiry and the directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

Special resolutions

7. That, subject to the passing of resolution 6 above, the directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) for cash:

- (a) pursuant to the authority conferred by resolution 6 above; or
- (b) where the allotment constitutes an allotment by virtue of section 560(3) of the Act,

in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 6, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
 - (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company; and
- (iii) the allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £180,048.207.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution (or, if earlier, at the close of business on 22 August 2019), save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

8. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 18,004,820.7;
- (b) the minimum purchase price which may be paid for any Ordinary Share is 1 pence (exclusive of expenses);

- (c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses):
- (i) 5% above the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
 - (ii) the amount stipulated by article 5(1) of the Buyback and Stabilisation Regulation 2003; and

this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 25 August 2020), save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

By order of the Board

Eric Dodd
Company Secretary

Registered Office:
7th Floor
222-236 Gray's Inn Road
London
WC1X 8HB

Registered in England: No. 08904529

Notes to the Notice of Annual General Meeting:

Proxies

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. 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. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
2. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our Registrars, Link Asset Services, on 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. If you are outside of the United Kingdom please call +44 371 664 0300. Calls outside of the United Kingdom will be charged at the applicable international rate. We are open between 9.00 a.m. and 5.30 p.m. Monday to Friday excluding public holidays in England and Wales. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 8 below.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.30 a.m. on Friday 21 June 2019, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
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. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 8(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so. Unless the member attends the annual general meeting in person, it is necessary to inform the Registrars in writing of any termination of the authority of a proxy.

6. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way 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.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual. 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. Please note the following.
 - (a) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 - (b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 shall be 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.
 - (c) 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.

Corporate representatives

9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not so in relation to the same shares.

Voting rights

10. As at 29 May 2019 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 180,048,207 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 29 May 2019 are 180,048,207.

Documents available for inspection

11. The following documents will be available for inspection during normal business hours at 7th Floor 222-236 Gray's Inn Road, London, England, WC1X 8HB from 29 May 2019 (Saturdays, Sundays and public holidays excepted) until the AGM ends:
 - copies of the executive directors' service contracts; and
 - copies of letters of appointment of the non-executive directors.

A copy of this notice can be found at www.attraqt.com.

Shareholder rights

12. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information or (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question is answered.

EXPLANATORY NOTES

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 and 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Report and Accounts (Resolution 1)

All quoted companies are required by law to lay their annual accounts before a general meeting of the Company, together with the directors' reports and auditors' reports on the accounts. At the AGM, the directors will present these documents to the shareholders for the financial year ended 31 December 2018.

Re-election of directors (Resolutions 2 and 3)

The Company's articles of association require that all directors retire at least every three years and that all newly appointed directors retire at the first annual general meeting following their appointment. Furthermore, in line with the UK Corporate Governance Code, it is the Company's practice that any non-executive director having been in post for nine years or more is subject to annual re-election.

At this meeting, Nicholas Habgood and Luke McKeever will retire by rotation and both will stand for re-election as directors. Having considered the performance of and contribution made by each of the directors standing for re-election, the board remains satisfied that the performance of each of the relevant directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

Reappointment and remuneration of auditors (Resolutions 4 and 5)

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. The Company's audit committee has recommended to the board the re-appointment of BDO LLP and the board has endorsed this recommendation. Resolution 4 therefore proposes the reappointment of BDO LLP as auditors of the Company and resolution 5 authorises the directors to set their remuneration.

Directors' authority to allot shares (Resolution 6)

The purpose of resolution 6 is to renew the directors' authority to allot shares.

The authority in paragraph (a) will allow the directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £600,160.69 (60,016,069 ordinary shares), which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 29 May 2019. There is no present intention of exercising this general authority.

The authority in paragraph (b) will allow the directors to allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in connection with a pre-emptive rights issue up to an aggregate nominal value of £1,200,321.38 (120,032,138 ordinary shares), which is approximately two-thirds of the Company's issued share capital as at 29 May 2019 (inclusive of the nominal value of £600,160.69 sought under paragraph (a) of the resolution). This is in line with corporate governance guidelines. There is no present intention to exercise this authority.

As at 29 May 2019, the Company did not hold any shares in treasury.

If the resolution is passed, the authority will expire on the earlier of 25 August 2020 (the date which is 15 months after the date of the resolution) and the end of next annual general meeting of the Company in 2020.

Disapplication of pre-emption rights (Resolution 7)

This resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue or other pre-emptive offer or the allotment is limited to a maximum nominal amount of £180,048.207 representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 29 May 2019 being the latest practicable date before publication of this notice. If the resolution is passed, the authority will expire on the earlier of 25 August 2020 (the date which is 15 months after the date of the resolution) and the end of next annual general meeting of the Company in 2020.

As opposed to adopting the template resolutions published by the Pre-Emption Group that formally set out restrictions on using more than 5% of the issued ordinary share capital of the Company, the Board considers it appropriate given the Company is quoted on the AIM Market of the London Stock Exchange plc to instead apply the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights by confirming that it will only allot shares representing more than 5% of the issued ordinary share capital of the Company (excluding treasury shares), for cash pursuant to the authority referred to in paragraph (b)(iii) of resolution 7, where that allotment is in connection with 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) 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 allotment. In respect of the authority referred to in paragraph (b)(iii) of resolution 7, the Board also confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles (2015) regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or other capital investment as referred to above.

Authority to purchase own shares (Resolution 8)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 8 seeks the authority from shareholders to continue to do so. The directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

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

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 10 per cent. of the Company's issued ordinary share capital as at 29 May 2019) and the maximum and minimum prices at which they may be bought.

Resolution 8 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next annual general meeting of the Company in 2020 or, if earlier, 25 August 2020 (the date which is 15 months after the date of passing of the resolution).

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