

**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 (the "**Company**"), 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.

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# **ATTRAQT Group Plc**

## **Notice of Annual General Meeting**

**To be held at the offices of Canaccord Genuity Limited,  
88 Wood Street, London, UK, EC2V 7QR**

**Tuesday 28 June 2022 at 9:30 a.m.**

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Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 of this document and which recommends you to vote in favour of the resolutions to be proposed at the 2022 Annual General Meeting of the Company (the "**AGM**"). Notice of the AGM to be held at 9:30 a.m. on 28 June 2022 at the offices of Canaccord Genuity Limited, 88 Wood Street, London, UK, EC2V 7QR is set out in Part 2 of this document.

If voting by proxy, you should appoint the chair of the AGM as your proxy to ensure that your vote is counted. 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 Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL by no later than 9:30 a.m. on Friday 24 June 2022.

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

1 June 2022

## 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 the offices of Canaccord Genuity Limited, 88 Wood Street, London, UK, EC2V 7QR on Tuesday 28 June 2022 at 9:30 a.m. The formal notice of annual general meeting is set out on pages 4 to 6 of this document.

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 10 to 12 of this document.

As at the date of this notice, and having considered the ongoing COVID-19 pandemic and the latest UK Government measures on physical public gatherings, the Board is satisfied that the AGM can take place in person this year. **However, given the potential uncertainty over possible Government measures on public gatherings being brought into force ahead of the AGM, we encourage all shareholders to vote by proxy, further details of which are contained in this notice.**

If voting by proxy, you should appoint the chair of the AGM as your proxy to ensure that your vote is counted. 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 Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL by no later than 9:30 a.m. on Friday 24 June 2022.

If you plan to attend the AGM in person, you are asked to register your intention to do so in advance as soon as practicable by sending an email to the company secretary, Eric Dodd [edodd@attraqt.com](mailto:edodd@attraqt.com).

Shareholders who plan to attend the meeting in person are asked not to attend the AGM if they are displaying any symptoms of COVID-19, or have recently been in contact with anyone who has tested positive.

Should the situation in relation to COVID-19 change, or any measures on physical public gatherings are put into place by the UK Government, the Board may make changes to the format of the AGM by changing it to a closed meeting, convened with the minimum quorum of two shareholders which the Company will arrange. In the event that any changes are required prior to the date of the meeting, we will announce these through a regulatory news service and on the Company’s website.

The results of the shareholders’ voting will be published on our website ([www.attraqt.com](http://www.attraqt.com)) and will be released to the London Stock Exchange as soon as practicable following the closing of the AGM.

**The Board**

There has been a change to the Board since our last annual general meeting in June 2021. On 6 September 2021, Tom Crawford agreed to join the Board as a director.

In accordance with corporate governance guidance, Tom Crawford and Luke McKeever will offer themselves for re-election at the AGM.

**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,

**Tom Crawford**

*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 the offices of Canaccord Genuity Limited, 88 Wood Street, London, UK, EC2V 7QR on Tuesday 28 June 2022 at 9:30 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.

### 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 2021.
2. To re-elect Tom Crawford, who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company.
3. To re-elect Luke McKeever, 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 £671,835.39; and
  - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,343,670.78 (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 28 September 2023), 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 £201,550.61.

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 28 September 2023), 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 20,155,061;
- (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 28 September 2023), 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. Only those shareholders registered in the Company's register of members at:
  - (a) close of business on Friday 24 June 2022; or
  - (b) if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,shall be entitled to appoint a proxy to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to appoint a proxy and vote at the meeting.
2. 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.
3. 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 Group, on 0371 664 0330. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, 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 9 below.
4. 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 Group at PXS 1, 4TU10th Floor, Central Square, 29 Wellington Street, LS1 4DL no later than 09:30 a.m. on Friday 24 June 2022, 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.** In the case of a shareholder 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.
5. 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).
6. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 9(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.
7. 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.
8. 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.
9. 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 (available via [www.euroclear.com](http://www.euroclear.com)). 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***

- 10. 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***

- 11. As at 24 May 2022 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 201,550,617 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 24 May 2022 are 201,550,617.

#### ***Documents available for inspection***

- 12. The following documents will be available on request from the date of this notice (Saturdays, Sundays and public holidays excepted) until the time of the AGM:
  - copies of the executive directors' service contracts; and
  - copies of letters of appointment of the non-executive directors.

A copy of this notice, including the information required by section 311A of the Companies Act 2006 (the "**CA 2006**"), can be found at [www.attraqt.com](http://www.attraqt.com).

#### ***Shareholder rights***

- 13. If you would like to ask the directors a question in connection with the business of the meeting, you can do so by sending a question by email to Eric Dodd ([edodd@attraqt.com](mailto:edodd@attraqt.com)). We will endeavour to provide you with a response as soon as possible. Any member who has the right to attend 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 2021.

### **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, Tom Crawford 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 £671,835.39 (67,183,539 ordinary shares), which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 24 May 2022. 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 £1,341,870.30 (134,367,078 ordinary shares), which is approximately two-thirds of the Company's issued share capital as at 24 May 2022 (inclusive of the nominal value of £671,835.39 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 24 May 2022, the Company did not hold any shares in treasury.

If the resolution is passed, the authority will expire on the earlier of 28 September 2023 (the date which is 15 months after the date of the resolution) and the end of next annual general meeting of the Company in 2023.

### **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 £201,550.62 representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 24 May 2022. If the resolution is passed, the authority will expire on the earlier of 28 September 2023 (the date which is 15 months after the date of the resolution) and the end of next annual general meeting of the Company in 2023.

### **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% of the Company's issued ordinary share capital as at 24 May 2022) 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 2023 or, if earlier, 28 September 2023 (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.



