

**Company Number: 04799195**

## **ACCESS INTELLIGENCE PLC**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Access Intelligence plc (the "**Company**") will be held at Longbow House, 14 – 20 Chiswell Street, London, EC1Y 4TW, on Thursday 5 May 2016 at 2.00pm for the following purposes:

#### **ORDINARY BUSINESS**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the accounts for the financial year ended 30 November 2015 together with the directors' report and the auditors' report.
2. To elect Christopher Charles Pilling a director of the Company.
3. To re-elect Joanna Marguarite Arnold, a director retiring in accordance with the Company's articles of association as a director of the Company.
4. To re-appoint Mazars LLP as auditors to the Company until the conclusion of the next annual general meeting at which accounts are laid before the Company.
5. To authorise the directors to determine the remuneration of the auditors of the Company.
6. To resolve as an ordinary resolution: "THAT the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
  - a. up to an aggregate nominal amount of £526,506;
  - b. up to a further aggregate nominal amount of £526,506, provided that such shares or rights are equity securities (as defined in section 560(1) of the Act) in connection with an offer by way of rights issue to the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares (and to the holders of other equity securities, if this is required by the rights of those securities) but subject to the directors having the right to make such exclusions or other arrangements as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or jurisdiction or the requirements of any regulatory body or stock exchange or any other matters;

and so that this authority shall expire on 4<sup>th</sup> August 2017, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2017 but so that the Company may, before this authority expires, make any offer, agreement or arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights pursuant to such offer, agreement or arrangement as if the authority had not expired; and
  - c. the authority conferred by this resolution shall revoke and supersede any and all previous authorities to allot relevant securities given to the directors to the extent the same have not previously been utilised or revoked and have not expired.

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, 15 months after the date of this resolution, 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 BUSINESS

To resolve as a special resolution:

7. "THAT:

- (i) subject to the passing of resolution 6 and in place of all existing powers, the directors be and are hereby authorised pursuant to Section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above and sell pursuant to section 573 of the Act equity securities held by the Company as treasury shares (as defined by section 724 of the Act) for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:
  - (a) in connection with an offer by way of rights, open offer or other pre-emptive offer in favour of the holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of all the holders of ordinary shares in the Company are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem fit, necessary or expedient in relation to the fractional entitlements or legal or practical problems arising in respect of the laws of or the requirements of any recognised regulatory body or any stock exchange otherwise in any overseas territory; and
  - (b) otherwise than pursuant to sub-paragraph (a) of this resolution up to an aggregate nominal amount of £157,968;
- (ii) the power hereby conferred shall expire on the conclusion of the next Annual General Meeting following the date of this resolution (or, if sooner, 15 months from the date of the passing of this resolution) but may be previously revoked or varied by special resolution; and
- (iii) the power hereby conferred shall enable the Company to make any offer or agreement before the expiry of that power that would or might require equity securities to be allotted or treasury shares to be sold after such power expires and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement subject to the limits prescribed by paragraph (i) of this resolution as if the power hereby conferred had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'subject to the passing of resolution 6' were omitted".

8. To resolve as a special resolution:

"That the Company be authorised generally and unconditionally, for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693 (4) of the Act) of its ordinary shares provided that:

- (a) the maximum number of ordinary shares that may be acquired is 15,796,756 being approximately 5% of the Company's existing issued share capital;
- (b) the minimum price per share that may be paid for any such shares is 0.5 pence; and
- (c) the maximum price that may be paid for any such shares is not more than the higher of (i) an amount equal to 105% of the average market value for an ordinary share, as derived from the London Stock Exchange Business List, for the five business days prior to the day on which the purchase is made; or (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and (iii) such authority shall expire at the earlier of the close of the next Annual General Meeting or 4<sup>th</sup> August 2017 except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred had not expired".

The Directors believe that the proposals set out in Resolutions 1 to 8 are in the best interests of shareholders as a whole and they unanimously recommend that shareholders vote in favour of each of these resolutions as they intend to do in respect of their own holdings.

Registered Office:  
Longbow House  
14 – 20 Chiswell Street  
London  
EC1Y 4TW  
Registered Number 04799195  
Dated 8<sup>th</sup> April 2016

By Order of the Board

*Michael Greensmith*

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Michael Greensmith  
Company Secretary

NOTES:

- (1) A member of the Company may appoint one or more proxies to attend, speak and vote instead of the member. A proxy of a member need not also be a member. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share.
- (2) The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time for holding the meeting. A Form of Proxy accompanies this document for use by members. As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically by completing the online proxy form at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and completing the authentication requirements. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 2.00pm on the 3 May 2016.
- (3) Completion of the Form of Proxy will not preclude a member from attending and voting in person.
- (4) A corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf. Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company. On a vote by a show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote, unless the proxy has been appointed by more than one member and has been instructed by more than one member to vote for the resolution and by one or more members to vote against the resolution, in which case the proxy has one vote for and one against. On a poll vote, every member who is present in person or by proxy has one vote for every ordinary share of which he/she is the holder.
- (5) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended the Company specifies that only those shareholders registered in the Register of Members of the Company as at 2.00pm on 3 May 2016 (the "Specified Time") shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. Should the Annual General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of shareholders to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Annual General Meeting. Should the Annual General Meeting be adjourned for a longer period, to be so entitled, shareholders must have been entered on the Register at the time which is 48 hours before the time fixed for the adjourned Annual General Meeting or, if the Company gives notice of the adjourned Annual General Meeting, at the time specified in the Notice.
- (6) There are no Directors' service contracts of more than one year's duration.
- (7) Copies of Contracts of Service and letters of appointment (including indemnities) between any Director and the Company or its subsidiaries are available for inspection at the registered office of the Company during normal business hours and will also be available for inspection at the place of the Annual General Meeting until the conclusion of the Annual General Meeting.
- (8) CREST members who wish to appoint a Proxy or Proxies through the CREST electronic Proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal 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 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 CRESTCO's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a Proxy or an instruction to a previously appointed Proxy must be transmitted so as to be received by Neville Registrars Limited (**ID: 7RA11**) no later than 2.00pm on 3 May 2016. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take 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 sponsor(s) or voting service provider(s) 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 as amended.

- (9) As at **7<sup>th</sup> April** 2016, being the last practicable date before the date of this Notice there were 315,935,118 ordinary shares in issue, each with equal voting rights. The total number of voting rights in the Company as at 7<sup>th</sup> April 2016, being the last practicable date before the date of this Notice is 286,268,451. Held in treasury are 29,666,667 shares. Holders of ordinary shares are entitled to attend, speak and vote, either in person or by proxy, at General Meetings of the Company.
- (10) **For further details relating to voting or participation rights of shareholders including the information required by Section 311A of the Companies Act 2006, please refer to the Company's Articles of Association, copies of which together with a copy of this Notice, the Form of Proxy and the Annual Report and Accounts for the period ending 30<sup>th</sup> November 2015 including the information required by Section 311A of the Companies Act 2006 can be found at and are available on our website at [www.accessintelligence.com](http://www.accessintelligence.com).**

**ACCESS INTELLIGENCE PLC (the 'Company')**

**EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised financial adviser, without delay. If you have sold or transferred all of your ordinary shares in Access Intelligence plc, you should pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.**

To Ordinary Shareholders and Warrant Holders in the Company and for information purposes to holders of options over shares in the Company under employee and unapproved share option schemes.

Company No: 04799195  
Registered Office: Longbow House  
14 – 20 Chiswell Street  
London  
EC1Y 4TW

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

Resolutions 1 to 6 (inclusive) are ordinary business and proposed as ordinary 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.

**ORDINARY BUSINESS**

**Report and Accounts (Resolution 1)**

The directors of the Company must present the accounts to the meeting.

**Election and Re-election of directors (Resolutions 2 and 3)**

At this meeting, Christopher Pilling having been co-opted as a director on the 24<sup>th</sup> August 2015 stands for election as a director. Joanna Arnold as the retiring director in accordance with the articles of the Company will retire and stand for re-election as a director. Henrik Bang and Jeremy Hamer retired as directors of the Company on the 1<sup>st</sup> October 2015. Having considered the performance of, and contribution made by, each of the directors standing for election or 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)**

Resolution 4 proposes the reappointment of Mazars LLP as auditors of the Company and Resolution 5 authorises the directors to set their remuneration.

**Directors' Ability to Allot Shares (Resolution 6)**

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

The authority contained in sub-paragraph (a) will allow the directors to allot new shares in the Company or to grant rights to subscribe for or convert any security (including the convertible loan notes currently in issue) into shares in the Company up to a nominal value of £526,506 (105,301,200 ordinary shares), which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company as at 7<sup>th</sup> April 2016 being the last practicable date before publication of this document.

The authority in sub-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 a further aggregate nominal value of £526,506 (105,301,200 ordinary shares), which is approximately 33 per cent of the Company's issued share capital as at 7<sup>th</sup> April 2016.

This latter authority is being sought in accordance with recent changes in corporate governance guidelines. Once this resolution is passed, the directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a nominal amount of £1,053,012 representing a total amount equal to approximately two thirds of the Company's issued ordinary share

capital as at 7<sup>th</sup> April 2016 being the last practicable date before the publication of this document. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines in order to respond to market developments and to enable allotments to take place. If the directors do exercise the additional authority, they intend to follow continuing best practice as regards its use (including the directors standing for re-appointment in certain circumstances) as recommended by the Association of British Insurers ('ABI') and the National Association of Pension Funds ('NAPF'). The directors have no present intention of allotting, or agreeing to allot, any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted or required by such schemes.

If the resolution is passed, the authority will expire on the earlier of the date falling 15 months after the date of the resolution and the end of next annual general meeting of the Company in 2017.

As at 7<sup>th</sup> April 2016, the Company held 29,666,667 ordinary shares in treasury, which represents approximately 9 per cent of the total ordinary share capital in issue at that date.

## **SPECIAL BUSINESS**

### **Disapplication of Pre-emption Rights (Resolution 7)**

If the directors wish to allot new shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) company law requires that these shares are first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done unless the shareholders have first waived their pre-emption rights.

Resolution 7 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum number of 31,593,512 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 10 per cent of the Company's issued ordinary share capital as at 7<sup>th</sup> April 2016 being the last practicable date before publication of this document. Shareholders will note that this resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

If the resolution is passed, the authority will expire on the earlier of the date falling 15 months after the date of the resolution and the end of the next annual general meeting of the Company in 2017.

### **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 interest of the 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 Companies Act 2006 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 being 15,796,756 (approximately 5 per cent of the Company's issued ordinary share capital as at 7<sup>th</sup> April 2016 being the last practicable date before publication of this document) and the maximum and minimum prices at which they may be bought. This is in line with corporate governance guidelines.

Resolution 8 will be proposed as a special resolution to provide the Company with the necessary authority. If the resolution is passed, the authority will expire on the earlier of the date falling 15 months after the date of the resolution and the end of the next annual general meeting of the Company in 2017.

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

### **Recommendations**

Your directors believe the suggestions in relation to the resolutions to be proposed at the Annual General 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 members as a body. 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.

### **Action to be taken**

All ordinary Shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. A Form of Proxy for use at the Annual General Meeting is enclosed. Whether or not you do intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's registrar, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, no later than 2.00pm on 3<sup>rd</sup> May 2016. Completion and return of the Form of Proxy will not prevent you from attending the meeting and voting in person should you wish.

Please note that the Annual Report and Accounts for the period ending 31<sup>st</sup> November 2015 together with the Notice and Form of Proxy are also available on the Company's website at [www.accessintelligence.com](http://www.accessintelligence.com).

Yours sincerely

*Michael Greensmith*

By Order of the Board  
Michael Greensmith  
Company Secretary  
Access Intelligence plc  
8<sup>th</sup> April 2016