

This notice of annual general meeting (the “Notice”) is important and requires your immediate attention. If you are in any doubt as to the contents of this Notice and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, please pass this Notice and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can pass these documents to the person who now holds the shares.

**7digital Group plc**  
*(Incorporated in the United Kingdom with company number 3958483)*



## **Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting (the “**AGM**”) of 7digital Group plc (the “**Company**”) will be held, as a virtual meeting, on 10 December 2020 at 1.00 p.m. GMT for the purpose of considering and, if thought fit, passing the resolutions set out below, of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolution 12 will be proposed as a special resolution.

### **IMPORTANT INFORMATION ABOUT THE AGM**

#### **COVID-19**

The board of directors of the Company (the “**Board**”) recognises that the AGM represents an opportunity to engage with shareholders and provides a forum that enables shareholders to ask questions of, and speak directly with, the Board. Furthermore, the Board is keen to ensure that the shareholders are able to exercise their right to vote notwithstanding the restriction on attendance – as detailed below. However, the Company considers the well-being of shareholders and attendees at meetings of the Company as top priorities. Accordingly, in light of the evolving COVID-19 situation and related public health guidance and legislation (including restrictions on travel and a prohibition on public gatherings), the Board believes that it is in the best interests of the Company and its shareholders that the AGM this year will be run as a closed meeting and shareholders will not be able to attend. For the avoidance of doubt, it will not be possible for shareholders to convene smaller physical “satellite” AGMs in differing locations either. The Company will make arrangements such that the legal requirements to hold the AGM can be satisfied and that the minimum necessary quorum of two shareholders attend, in accordance with the Company’s articles of association. The format of the AGM will be purely functional – the AGM will comprise only the formal votes without any business update or Q&A.

**Shareholders are therefore strongly encouraged to submit a proxy vote online in advance of the AGM, in accordance with the Notes to the Meeting set out on pages 5 to 6 of this Notice.** Given the restrictions on attendance at the AGM, shareholders should appoint the 'Chair of the AGM' as their proxy rather than a named person who will not be permitted to attend the AGM or cast the shareholder’s vote.

Should the Company’s position change, the Company will release an announcement prior to the AGM to confirm the position in line with the latest guidelines and restrictions in place.

### **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 annual accounts of the Company for the year ended 31 December 2019, together with the directors’ reports and the auditors’ report on those annual accounts.
2. To approve the directors’ remuneration report for the financial year ended 31 December 2019.

### **Election and re-election of directors**

3. To elect Michael Juskievicz as a director, who was appointed as a director of the Company after the last annual general meeting.
4. To elect Helen Gilder as a director, who was appointed as a director of the Company after the last annual general meeting.
5. To elect Tamir Koch as a director.
6. To elect Paul Langworthy as a director.
7. To elect David Lazarus as a director.
8. To re-elect Mark Foster as a director, who retires by rotation pursuant to Article 82 of the Company's articles of association.

### **Re-appointment of auditors**

9. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the shareholders.

### **Auditors' remuneration**

10. To authorise the directors to determine the remuneration of the auditors.

### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions of which resolution 11 will be proposed as an ordinary resolution and resolution 12 will be proposed as a special resolution.

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

11. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £90,736.18 provided that, unless previously revoked, varied or extended, this authority shall expire on the date falling 18 months after the date of the passing of this resolution or the next annual general meeting of the Company (whichever is earlier), except that the Company may at any time 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 an offer or agreement as if this authority had not expired.

#### **Disapplication of pre-emption rights**

12. That, conditional upon the passing of resolution 11 above, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are empowered to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 11 above (in accordance with section 570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with section 573 of the Act), in each case as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:
  - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and

- (ii) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) the allotment, otherwise than pursuant to sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to £90,736.18 and unless previously revoked, varied or extended, this power shall expire on the date falling 18 months after the date of the passing of this resolution or the next annual general meeting of the Company (whichever is earlier) except that the Company may before the expiry of this power 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 such an offer or agreement as if this power had not expired.

By order of the Board

**Michael Juskiwicz**  
**Chief Financial Officer**  
**16 November 2020**

**Registered address: Labs Lower Lock, Water Lane, London, England, NW1 8JZ**

## **EXPLANATORY NOTES**

Resolutions 1 to 11 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. Resolution 12 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 11 and 12 are considered special business as set out in Article 48 of the Company's articles of association.

### ***Resolutions 1 and 2 (annual report and accounts)***

The directors of the Company must present to the meeting the audited annual accounts and the directors' and auditors' report for the financial period ended 31 December 2019.

The report of the Remuneration Committee, which can be found on pages 23 to 24 of the Company's Annual Report and Accounts 2019 gives details of the directors' remuneration for the year ended 31 December 2019. The directors' remuneration report has been approved by the Board. This vote is advisory in nature and therefore not binding on the Company.

### ***Resolutions 3 to 8 (inclusive) (election and re-election of directors)***

As part of the ordinary course of business and in accordance with the Company's articles of association, Tamir Koch, Paul Langworthy, Michael Juskiewicz, Helen Gilder and David Lazarus are offering themselves for election as a director at the AGM. Mark Foster, who retires by rotation, is standing for re-election as a director.

Biographical details of the directors are set out on pages 12 to 13 of the Company's Annual Report and Accounts 2019.

### ***Resolutions 9 and 10 (appointment and remuneration of auditors)***

The Company must appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. Resolution 9 seeks shareholder approval to reappoint BDO LLP of 55 Baker Street, London W1U 7EU as the Company's auditors.

In accordance with normal practice, resolution 10 seeks authority for the Company's directors to fix their remuneration.

### ***Resolutions 11 and 12 (authority to allot shares and disapply pre-emption rights)***

Under section 551 of the Companies Act 2006, the directors of a company may only allot shares or grant rights to subscribe for, or to convert any security into, shares in a company if authorised to do so by shareholders in a general meeting.

Resolution 11 will be proposed an ordinary resolution to authorise the directors to issue and allot new ordinary shares or to grant rights to subscribe for or convert any security into new ordinary shares up to an aggregate nominal amount of £90,736.18, being equal to 907,361,800 new ordinary shares (representing approximately 33.33 per cent. of the nominal value of the Company's issued ordinary share capital). This authority shall expire on the date falling 18 months after the date of the passing of this resolution or the next annual general meeting of the Company (whichever is earlier), except that the Company may at any time 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 an offer or agreement as if this authority had not expired.

The Companies Act 2006 gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new ordinary shares. The directors of the Company continue to believe that it is in the best interests of the Company that the Board of the Company should have limited authority to allot some equity securities for cash without first having to offer such equity securities to existing shareholders. Resolution 12, which is conditional on the passing of resolution 11, is a special resolution to authorise the directors to allot equity securities for cash other than in accordance with statutory pre-emption

rights. The relevant circumstances are either where the allotment takes place in connection with a rights issue or other pre-emptive issue or the allotment is limited to a maximum nominal amount of £90,736.18, representing approximately 33.33 per cent. of the nominal value of the Company's issued ordinary share capital.

### ***Directors' recommendation***

**The directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. The Board unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial holdings.**

### **Notes to the Meeting:**

The following notes explain your general rights as a shareholder and your rights regarding voting at the AGM (or “the Meeting”).

1. In light of the evolving COVID-19 situation and related public health guidance and legislation, the Meeting will be run as a closed meeting and shareholders will not be able to attend. **Shareholders are therefore strongly encouraged to submit a proxy vote online in advance of the AGM in accordance with the procedures set out below. Given the restrictions on attendance at the AGM, shareholders should appoint the 'Chair of the AGM' as their proxy rather than a named person who will not be permitted to attend the AGM or cast the shareholder's vote.**
2. To be entitled to vote by proxy at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 8 December 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote by proxy at the Meeting.
3. 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).
4. 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.
5. Shareholders can vote by completing and submitting a form of proxy online via the Company's registrars share portal at [www.signalshares.com](http://www.signalshares.com). If you need help with voting online, please contact the Company's registrar, Link Asset Services, on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

CREST members can vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

You will not receive a form of proxy for the AGM in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a physical copy proxy form directly from the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: +44(0)371 664 0300). If you request a physical copy proxy form, it must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to be received by 1.00 p.m. GMT on 8 December 2020.

In order for a proxy appointment to be valid, a form of proxy – whether paper or online – must be completed and received by Link Asset Services by 1.00 p.m. GMT on 8 December 2020.

If you return more than one proxy appointment, the appointment received last by Link Asset Services before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored

members, and those CREST members who have appointed a 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.

7. In order for a proxy appointment or instruction made by means of CREST 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 must be transmitted so as to be received by the issuer's agent (ID RA10) by 1 p.m. GMT on 8 December 2020. For this purpose, the time of receipt will be taken to mean 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.
8. 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 message. 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 system 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.
9. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
10. As at 13 November 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consisted of 2,722,085,961 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 13 November 2020 were 2,722,085,961.
11. As detailed above, due to the COVID-19 situation, it will not be possible for the Company to make "hard-copy" documents available for inspection at any venue. However, the following documents are available for inspection on the Company's website <https://www.7digital.com> until the time of the AGM:  
  
Copies of the Directors' letters of appointment or service contracts
12. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice can be found on the Company's website on the Reports page of the Investors section at: <https://www.7digital.com/reports/>