

Company No: 03696108

Date of Notice: 12 November 2018

**Mobile Streams Plc**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Mobile Streams Plc ("**Company**") will be held at N+1 Singer Head office, 1 Bartholomew Lane, London, EC2N 2AX on 7 December 2018 at 9.00 am to transact the following business:

**Ordinary Business**

To consider and, if thought fit, approve the following resolutions 1 to 4, which will be proposed as ordinary resolutions:

1. That the audited financial statements of the Company for the year ended 30 June 2018, together with the Directors' report and the Auditor's report, be received and adopted.
2. That Grant Thornton UK LLP be re-appointed as the Company's Auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the members and that the Directors be authorised to agree their remuneration.
3. That Simon Buckingham, who retires by rotation, be re-appointed as a director of the Company.
4. That Jonathan Bill, who was appointed by the board since the last AGM, be re-appointed as a director of the Company.

**Special Business**

To consider and, if thought fit, approve the following resolutions 5 and 6 of which resolution 5 will be proposed as an ordinary resolution and resolution 6 will be proposed as a special resolution:

5. That, in accordance with section 551 of the Companies Act 2006 ("**2006 Act**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £134,336.71 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date of the next annual general meeting

of the Company or the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

6. That, subject to the passing of resolution 5 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 5, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- a. the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities to be allotted and respectively attributable to the interest of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws or the requirements of any recognised regulatory body in any territory or otherwise;
- b. the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £20,150 representing approximately 10% of the current issued share capital of the Company;

and shall expire on the earlier of the date of the next annual general meeting of the Company or the date falling 15 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

*Registered Office*

14 Cleveland Grove

Newbury

Berkshire

RG14 1XF

*By Order of the Board*

Pennsec Limited

Company Secretary

Mobile Streams Plc

12 November 2018

**Notes**

*Appointment of proxies*

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at close of business on Wednesday 5 December 2018 shall be entitled to attend and vote at the meeting.
2. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars, Computershare Investor Services Plc, at the address set out in note 6.
5. If you do not give your proxy an indication of how to vote on any resolution, 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.

*Appointment of proxy using hard copy proxy form*

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- (c) received by the Company no later than 9.00am on Wednesday 5 December 2018.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

*Appointment of proxy by joint members*

7. 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).

*Termination of proxy appointments*

8. Should you wish to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received no later than 9.00am on Wednesday 5 December 2018.

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

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

*Communication*

9. Except as provided above, members who have general queries about the Meeting should contact Richard Scampton, Penningtons Manches LLP, 125 Wood Street, London EC2V 7AW, telephone 01256 407106, Email: richard.scampton@penningtons.co.uk

*Share Capital and Votes*

10. As at 12 November 2018 the Company's issued share capital comprised 100,752,533 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 November 2018 is 100,752,533.