



**Nakama Group plc (AIM: NAK)**  
(Incorporated in England and Wales with registered number 01700310)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Nakama Group plc (the “**Company**”) will be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB on Wednesday the 26 September 2018 at 11.00am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 8 will be proposed as ordinary resolutions. Resolution 9 will be proposed as a special resolution. Resolutions 1 to 6, 8 and 9 will constitute ordinary business. Resolution 7 will constitute special business.

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the financial statements for the year ended 31 March 2018, together with the report of the directors of the Company (the “**Directors**”) and the auditors’ report thereon.
2. To re-appoint BDO LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To appoint Timothy Sheffield as a director of the Company, who was appointed by the board of directors since the last Annual General Meeting of the Company.
5. To appoint Andrea Williams as a director of the Company, who was appointed by the board of directors since the last Annual General Meeting of the Company.
6. To appoint Michael Clelland as a director of the Company, who was appointed by the board of directors since the last Annual General Meeting of the Company.
7. To ratify and approve the actions of Timothy Sheffield acting as a director of the Company during the period commencing from the dissolution of the Company’s last Annual General Meeting on 7 September 2017 and ending on 26 January 2018 when he was appointed as the non-executive chairman of the Company by the board of Directors.
8. THAT, conditional on the passing of Resolution 9 in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the 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 (the “**Rights**”) up to an aggregate nominal amount of £3,926 (being approximately one third of the current issued ordinary share capital) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company after 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

### **SPECIAL RESOLUTION**

9. THAT, subject to the passing of Resolution 8 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 8, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:

9.1. the allotment of equity in connection with an offer of equity securities:

9.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

9.1.2. to holders of 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 in relation to fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and

9.2. the allotment of equity securities to any person up to an aggregate nominal amount of £1,178 (being approximately 10 per cent. of the current issued ordinary share capital of the Company);

The authority granted by this Resolution 9 will expire on the conclusion of the next annual general meeting of the Company (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.

The Resolution 9 revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

Roshan Nadarajah

Company Secretary

Registered Office: Quadrant House, 33/45 Croydon Road, Caterham, Surrey CR3 6PB

Date: 3<sup>rd</sup> September 2018



**Nakama Group plc (AIM: NAK)**

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

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1. Holders of ordinary shares in the Company, or their duly appointed representatives, are entitled to attend and vote at the Annual General Meeting. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder and returned in the same envelope. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. All Proxy Forms must be signed and, to be effective, must be lodged with Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to arrive not later than 11.00am on 24 September 2018, or in the case of an adjournment 48 hours before the adjourned time.
2. The return of a completed Proxy Form or other such instrument will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
3. 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 do so in relation to the same shares.
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the company at close of business 48 hours prior to the time for which the Annual General Meeting is convened or, in the event that this meeting is adjourned, in the register of members as at 6pm on the day two days before the day of any adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their names at that time. Changes to the entries on the register of members after the close of business two days prior to the date for which the Annual General Meeting is convened or, in the event that this meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
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. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
7. Any power of attorney or other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.



8. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
9. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by post at Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. A shareholder may change a proxy instruction but to do so you will need to inform Link Asset Services in writing by either:
  - 11.1 Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services. In the case of a shareholder 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; or
  - 11.2 Sending an email to Link Asset Services at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

In either case, the revocation notice must be received by the Link Asset Services no later than 48 hours prior to the time for which the Annual General Meeting is convened.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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.

12. Except as provided above, shareholders who have general queries about the meeting should contact Link Asset Services at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or 0871 664 0300.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.



13. Explanatory Note on certain business of the Annual General Meeting. The effect of Resolutions 8 and 9 together is to, inter alia, empower the directors to allot equity securities (such as ordinary shares) having up to the same nominal value as approximately 10 per cent of the aggregate of the number of shares in the Company in issue at the date of this letter on a non-pre-emptive basis.
14. Copies of the service contracts and letters of appointment of each of the directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
15. Biographical details of each director who is being proposed for re-election by shareholders are set out at [www.nakamagroupplc.com](http://www.nakamagroupplc.com).