

# CATENA GROUP PLC

*(Incorporated in England and Wales with registered number 03882621)*

Set out below is the notice (the "**Notice**") of the 2020 annual general meeting (the "**2020 AGM**") of Catena Group plc (the "**Company**"). At the time of the publication of the Notice, restrictions on public gatherings and non-essential travel remain in place as a consequence of the ongoing COVID-19 pandemic. Accordingly the directors of the Company believe it is in the best interests of the Company and its shareholders to hold the 2020 AGM as a closed meeting with a minimum number of shareholders present. The Company will ensure that the legal requirements to hold the 2020 AGM are satisfied through the attendance of a minimum number of Directors and/or employee shareholders and the format of the 2020 AGM will be purely functional. Unfortunately this means that Shareholders cannot be admitted to the 2020 AGM. However, the Company strongly encourages Shareholders to vote on the resolutions to be proposed at the 2020 AGM by completing a form of proxy in accordance with the instructions set out below. **Shareholders are urged to appoint the Chairman as the proxy, as any other appointed person will not be able to access, attend or participate in the Annual General Meeting.**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Catena Group plc will be held as a closed meeting on 30 September 2020 at 10 a.m. for the transaction of the following business:

**As Ordinary Business** to consider, and if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 31 December 2019.
2. To re-appoint John Murray as a Director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.
3. To re-appoint John Zucker as a Director of the Company, who retires in accordance with Article 23.1 of the Company's Articles of Association.
4. To re-appoint Hazlewoods LLP Chartered Accountants as auditors of the Company and to authorise the Directors to fix their remuneration.

**As Special Business** to consider and if thought fit pass the following resolutions, being Resolution numbered 5, which will be proposed as an Ordinary Resolution and Resolution 6 which will be proposed as a Special Resolution:

5. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to and 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 ("**Rights**") up to an aggregate nominal amount of £130,500 to such persons and on such terms as they think fit provided that this authority shall expire at the earlier of the date which is 15 months from the passing of this Resolution and the conclusion of the next Annual General Meeting of the Company save that the Company is hereby authorised to make prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be permitted to allot shares and to grant Rights pursuant to such offer or agreement as if such authority has not expired.

6. THAT, subject to the passing of Resolution 5 set out above, the Directors be and hereby are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act pursuant to the authority conferred upon them by Resolution 5 above) as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment to any person or persons of equity securities up to an aggregate nominal amount of £130,500 and on such terms as they think fit and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date of the passing of this Resolution, if earlier, save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board  
D Hillel  
Company Secretary

30 City Road  
London  
EC1Y 2AB

Dated: 1 September 2020

Notes:

- (1) A member entitled to vote in respect of the Resolutions proposed at the above meeting is entitled to appoint a proxy or proxies to vote instead of him.
- (2) A Form of Proxy is enclosed for your use, if desired. The instrument appointing a proxy must reach the Company's Registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours before the time of holding of the meeting.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members of the Company on the register at close of business 48 hours before the time of the Annual General Meeting shall be entitled to vote by proxy in respect of the resolutions proposed at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to vote at the meeting.
- (4) 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).
- (5) In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

- (6) 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 to be held on 30 September 2020 at 10 a.m. and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors 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 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 Company’s agent, Share Registrars Limited, no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 or voting service provider 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.
- (7) Except as provided above, members who have general queries about the meeting should telephone Share Registrars Limited on 01252-821390 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the chairman's letter and the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

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

This year, six Resolutions are proposed at the Annual General Meeting and the purpose of each of the Resolutions is as follows:

### **Ordinary Business**

#### **Resolution 1: The Accounts and Reports**

The Directors will present their report and the audited financial statements for year ended 31 December 2019, together with the auditors' report thereon.

#### **Resolution 2: Re-election of new director**

The articles of association of the Company (the "**Articles**") require that any additional director appointed by the directors since the Company's last annual general meeting should retire and offer himself for re-appointment at the next following annual general meeting. John Murray was appointed as a director on 27 May 2020 and, accordingly, is retiring and offering himself for re-appointment at the Annual General Meeting.

#### **Resolution 3: Re-election of retiring director**

The Articles require that a proportion of the Directors are to retire at each Annual General Meeting. Accordingly John Zucker is therefore retiring and offering himself for re-appointment.

#### **Resolution 4: Appointment of Auditors**

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before shareholders, to hold office until the next such meeting. This Resolution proposes that Hazlewoods LLP Chartered Accountants be re-appointed as auditors for the current year and to authorise the Directors to fix their remuneration.

### **Special Business**

#### **Resolution 5: Directors' power to allot securities**

Section 549 of the Companies Act 2006 stipulates that the Directors cannot allot shares or rights to subscribe for shares in the Company (other than the shares allotted in accordance with an employee share scheme) unless they are authorised to do so by the shareholders in a general meeting. The Directors' general authority to allot shares was granted at the annual general meeting held in 2019 and is due to expire at the conclusion of the Annual General Meeting in 2020. Resolution 5 seeks a new general authority from shareholders for the Directors to allot ordinary shares up to an aggregate nominal value of £130,500, representing approximately 33 per cent of the nominal value of the issued ordinary share capital of the Company as at the date of the notice. The Directors do not have any present intention of exercising this authority, but they consider it desirable that the specified amount of ordinary shares be available for issue so that they can more readily take advantage of possible opportunities. Unless renewed, revoked, varied or extended, this authority will expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the next Annual General Meeting of the Company.

#### **Resolution 6: Disapplication of pre-emption rights**

If the Directors wish to allot any shares for cash in accordance with the authority proposed in Resolution 5, the Companies Act 2006 requires that new shares must generally be offered first to

shareholders in proportion to their existing holdings. These are the pre-emption rights of shareholders. In certain circumstances, it may be in the interests of the Company for the Directors to be able to allot some shares for cash without having to offer them first to existing shareholders.

In line with common practice, Resolution 6 therefore seeks approval to renew the current authority to empower the Directors to allot shares for cash other than in accordance with the statutory pre-emption rights up to a maximum nominal amount of £130,500, representing approximately 33 per cent of the nominal value of the issued ordinary share capital of the Company.

Unless renewed, revoked, varied or extended, this authority will expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the next Annual General Meeting of the Company.

### **Recommendation**

The Directors believe that the proposals in Resolutions 1 to 6 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of each Resolution as they intend to do in respect of their own beneficial shareholdings.

**The 2020 AGM will be held as a closed meeting with a minimum number of shareholders present. The Company will ensure that the legal requirements to hold the meeting are satisfied through the attendance of a minimum number of Directors and/or employee shareholders and the format of the meeting will be purely functional. Shareholders will therefore not be admitted to the 2020 AGM. The Company therefore strongly encourages Shareholders to vote on the resolutions to be put to the 2020 AGM by completing a form of proxy in accordance with the instructions set out in the Notice. Shareholders are urged to appoint the Chairman as their proxy, as any other appointed person will not be able to access, attend or participate in the Annual General Meeting.**