



## **MAR CITY PLC (the "Company")**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05181121)*

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

Notice is given that the annual general meeting of the Company (the "**Annual General Meeting**") will be held at the offices of Dentons UK & ME LLP, One Fleet Place, London EC4M 7RA on 26<sup>th</sup> November 2018 at 11.00 am for the following purposes:

To consider and, if thought fit, pass the following resolutions. All resolutions will be proposed as ordinary resolutions, requiring more than 50% of votes cast to be in favour in order to be passed.

#### **Ordinary business**

1. To receive and adopt the reports of the directors and auditors and the Company's financial statements for the twelve months ended 30 June 2018.
2. To re-elect Robert James Pick as a director.
3. To re-appoint Grant Thornton LLP as auditors to the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the directors to fix the remuneration of the auditors.

By order of the board of directors

A handwritten signature in blue ink, appearing to read "M J Everett".

**M J Everett**  
*Chairman*

Date: 1<sup>st</sup> November 2018

*Registered office:*

Ground Floor TS1, Pinewood Business Park  
Coleshill Road, Marston Green, Solihull, Birmingham  
BH37 7HG

**Notes:**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members at close of business two days prior to the meeting (excluding non-working days). Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend, speak and vote at the meeting has the right to appoint a proxy to attend, speak and vote in his place. You can appoint a proxy online via the Mar City PLC dedicated share portal operated by the Company's registrar, Link Asset Services, which can be accessed by following the instructions set out below. Alternatively, you may request a hard copy proxy form from the Company's registrar, Link Asset Services, on Tel: 0371 664 0300.

Members who wish to appoint a proxy or proxies may do so using the Link Asset Services online share portal. To access the service, you will first need to register by logging on to the Link Asset Services share portal web site at:

[www.signalshares.com](http://www.signalshares.com)

Then, key in Mar City PLC in the Company Search menu and follow the on-screen instructions to complete the registration process and use this service or for any queries you may have. Please note that you will need to have your Investor Code handy, this 11 digit reference appears on your share certificate.

To appoint a proxy using the Link Asset Services share portal you must do so by no later than 11.00am on 22<sup>nd</sup> November 2018.

If you do wish to take advantage of this service then please ensure that you allow sufficient time for the registration process to validate if you have not already registered.

3. A proxy need not 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 can be found on the Link Asset Services online share portal referred to above or by referring to the information set out in the notes to the hard copy proxy form (should one be requested). 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. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the appropriate box on the online form or the hard copy form of proxy requested from the Company's registrar, Link Asset Services. If you complete a form of proxy (whether online or in hard copy form) without specifying the name of the proxy, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. Proxies may vote on a poll or on a show of hands on any resolution. Proxies may ask questions at the meeting if, in his discretion, the Chairman of the meeting allows it. To direct your proxy on how to vote on the resolutions or to abstain from voting (as applicable), please complete the form of proxy as required. 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. A completed hard copy form of proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of such power or authority certified by a notary, must be deposited with the Company's registrar, Link Asset Services, at 34 Beckenham Road, Beckenham, Kent BR3 4TU, or an electronic form of proxy must be submitted via the online share portal referred to above, in each case, not later than 48 hours (disregarding any part of a day that is not a working day) before the date set for the meeting or adjourned meeting.
6. A hard copy form of proxy must be signed by the shareholder appointing the proxy or by his/her attorney authorised in writing. If the shareholder is a corporation, the form of proxy should be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it.
7. The 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.
8. 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 follow the online share portal instructions or contact the Company's Registrars, Link Asset Services, at 34 Beckenham Road, Beckenham, Kent BR3 4TU.



9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's registrar, Link Asset Services (whose CREST ID is RA10) by no later than 11.00am on 22<sup>nd</sup> November 2018.
10. 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).
11. Members who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
12. To change your proxy instructions simply submit a new proxy appointment form using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment form received after the relevant cut-off time will be disregarded. 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.
13. In order to revoke a proxy instruction, you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy instruction, to Link Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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 by Link Asset Services no later than 11.00am on 22<sup>nd</sup> November 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.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
15. As at 5.00 p.m. on the day immediately prior to the date of posting of this notice of the Annual General Meeting, the Company's issued share capital comprised 110,292,925 ordinary shares of 2.5p 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 5.00pm on the day immediately prior to the date of posting of this notice is 110,292,925.