

Company number: 07139678

THE BARKBY GROUP PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting**) of The Barkby Group Plc (**Company**) will be held at Lakeside, Fountain Lane, St Mellons, Cardiff, CF3 0FB on 22 October 2019 at 10.00am for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 6 will be proposed as ordinary resolutions (an ordinary resolution is one that requires a majority in excess of 50 per cent of those present and voting to be passed) and Resolution 7 will be proposed as a special resolution (a special resolution is one that requires a majority of at least 75 per cent of those present and voting to be passed).

Ordinary Resolutions

1. **THAT** the annual report and financial statements of the Company for the financial year ended 31 May 2019, to comprise the audited accounts of the Company, together with the report of the Directors and the report of the Auditors on those audited accounts, be received and adopted.
2. **THAT** Crowe UK LLP be re-appointed as auditors of the Company.
3. **THAT** the audit committee of the board of directors be authorised to determine the auditors' remuneration.
4. **TO** re-appoint Stephen Cook as a Director who retires in accordance with the Company's Articles of Association as a director having been appointed since the Company's last Annual General Meeting and who, being eligible, offers himself for re-appointment as a Director.
5. **THAT** Charles Giles Clarke who retires in accordance with the Company's articles of association and offers himself for re-election be re-appointed as a Director.
6. **THAT**, subject to the passing of Resolution 7, in accordance with section 551 of the Companies Act 2006 (**Act**) the Directors be generally and unconditionally authorised to exercise, and to delegate to any duly constituted committee of directors, all of the powers of the Company to allot shares in the Company (**Shares**), grant rights to subscribe for or convert security into Shares (**Rights**):
 - 6.1. up to an aggregate nominal amount of £46,380.58 (such amount to be reduced by the nominal amount of any equity securities allotted under resolution 6.2 below) in connection with an offer by way of a rights issue:
 - 6.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 6.1.2. 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 treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 6.2. in any other case, up to an aggregate nominal amount of £13,914.18 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 6.1 of this resolution above in excess of £13,914.18).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Shares to be allotted or Rights to be granted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

7. **THAT**, subject to the passing of Resolution 6, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- 7.1. the allotment of equity securities in connection with an offer by way of rights issue:

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

7.1.2. 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 treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 7.2. the allotment (otherwise than pursuant to resolution 7.1 above) of equity securities up to an aggregate nominal amount of £13,914.18.

The power granted by this resolution will expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements 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.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities as of section 560(1) of the Act did not apply but without prejudice to any allotment of equity securities already made, or agreed to be made pursuant to such authorities.

Report and Financial Statements

The Company's Report and Financial Statements for the year ended 31 May 2019 are now available on the Company's website – <https://barkbygroup.com> accessible under Corporate - Reports and Presentations. For those shareholders who have elected to receive paper communications, copies of the Annual Report and Financial Statements are enclosed with this notice.

By order of the Board

Emma Dark
Company Secretary

Date: 2019

Registered Office:
Lakeside
Fountain Lane
St. Mellons
Cardiff, CF3 0FB
(Company No: 07139678)

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

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 18 October 2019; or, if this Meeting is adjourned, at close of business on the day two days (excluding any non-working days) prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

Appointment of proxies

2. As a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies 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. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of shares held by you). 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. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. 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 by post

5. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting. The "Vote Withheld" option on the proxy form is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the vote "For" and "Against" a resolution.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.
7. To appoint a proxy using the proxy form, the form must be:
 - 7.1. completed and signed;
 - 7.2. sent or delivered to *Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR* or delivered by facsimile transmission to 01252 719 232 or scanned and emailed to voting @shareregistrars.uk.com; and
 - 7.3. received by *Share Registrars Limited* no later than 48 hours before the Annual General Meeting, excluding non-working days.

8. In the case of a shareholder 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.
9. 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

10. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

11. 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.
12. 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 *Share Registrars Limited* on 01252 821 390.
13. 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.

Termination of proxy appointment

14. A shareholder may change a proxy instruction but to do so you will need to inform *Share Registrars Limited* in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to *Share Registrars Limited*. 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.
15. The revocation notice must be received by *Share Registrars Limited* no later than 48 hours before the Annual General Meeting, excluding non-working days.
16. 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.
17. 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.