

365 AGILE GROUP PLC

(Registered and incorporated in England and Wales with company number 04958332)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "**AGM**") of 365 Agile Group plc (the "**Company**") will be held at the offices of DAC Beachcroft LLP at 100 Fetter Lane, London EC4A 1BN on 15 June 2017 at 11a.m. for the purpose of:

- a) considering and, if thought fit, passing the following resolutions which in respect of resolutions numbered 1 to 5 (inclusive) will be proposed as ordinary resolutions and which in respect of resolution numbered 6 will be proposed as a special resolution; and
- b) considering in accordance with section 656 of the Companies Act 2006 (the "**Act**") whether any, and if so what, steps should be taken to deal with the situation that the net assets of the Company currently represent less than half of its called-up share capital.

ORDINARY BUSINESS

Annual report and financial statements

1. To receive and consider the Company's annual accounts for the financial year ended 31 December 2016 together with the directors' reports and the auditors' report on those annual accounts.

Appointment of director

2. To re-appoint Clive Carver, who retires by rotation, as a director of the Company in accordance with the Company's articles of association.

Re-appointment of auditors

3. To re-appoint Grant Thornton (UK) LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting in 2018 at which accounts are laid before the Company.

Auditors' remuneration

4. To authorise the directors of the Company to determine the remuneration of the auditors.

SPECIAL BUSINESS

Directors' authority to allot shares

5. THAT, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and are generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £1,891,407.30 representing approximately one third of the Company's issued ordinary share capital, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Directors' power to issue shares for cash

6. THAT, conditional on the passing of resolution 5, the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 5 above, as if section 561(1) of the Act did not apply to any such allotment provided that:
- a. the power conferred by this resolution shall be limited to:
 - i. the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities:
 1. in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 2. to holders of any 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 to deal with fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever;
 - ii. in the case of the authority granted under resolution 5, the allotment (otherwise than pursuant to sub-paragraph 6.a.i above) of equity securities up to an aggregate nominal amount of £567,422.19 (representing approximately 10 per cent. of the Company's issued ordinary share capital); and
 - b. unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except 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 after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

Consideration of section 656 of the Companies Act 2006

Section 656 of the Act was brought to the attention of the directors as part of the audit of financial statements for the year 31 December 2016. Section 656 states that where the net assets of a public company are half or less of its called-up share capital the directors are required to convene a general meeting of the Company. At the Annual General Meeting the directors will therefore consider whether any, and if so what, steps should be taken to deal with this situation. No formal resolution is being put to the Annual General Meeting in this respect.

By order of the board

Jill Collighan
Company Secretary
17 May 2017

Registered Office:
100 Fetter Lane
London
EC4A 1BN

Explanatory notes

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - 6.00 p.m. on 13 June 2017; or,
 - if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, 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 more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

Appointment of proxy using hard copy proxy form

5. 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:
 - completed and signed;
 - sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; and
 - received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 11 a.m. on 13 June 2017.
6. 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.
7. 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

8. 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).

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. 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 Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
11. 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

12. In order 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 Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
13. 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.
14. 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 Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 11 a.m. on 13 June 2017.
16. 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.
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.

Corporate representative

18. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Documents on display

19. The following documents will be available for inspection at the registered office of the Company on any weekday (excluding public holidays) during normal office hours from the date of this notice until the time of the meeting and for at least 15 minutes prior to the meeting and during the meeting:
 - copies of the service contracts of the executive directors of the Company; and
 - copies of the letters of appointment of the non-executive directors of the Company.

Explanatory notes on certain business of the AGM

20. Resolution 5 – Directors' authority to allot shares

This resolution grants the directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £1,891,407.30 – this represents approximately one third of the issued ordinary share capital of the Company. There are no treasury shares in issue in the Company as at the date of this notice.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or the date falling 15 months from the passing of the resolution, whichever is the earlier.

21. Resolution 6 – Directors' power to issue shares for cash

This resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £567,422.19, representing approximately 10 per cent. of the nominal value of the issued ordinary share capital of the Company.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or 15 months after the passing of the resolution, whichever is the earlier.