

**D4T4 SOLUTIONS PLC**

**Notice of Annual General Meeting**

On

Wednesday 3<sup>rd</sup> August 2022

**This document which is sent to you with Notice of the Company's Annual General Meeting is important and requires your immediate attention. If you have any doubts about its contents or as to whether you should vote for or against the resolutions proposed you are advised to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in D4t4 Solutions plc you should at once send this document and the enclosed Notice of Annual General Meeting to the purchaser or transferee or to the stockbrokers or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**



UK Registered Office: Windmill House, 91-93 Windmill Road, Sunbury-on-Thames, Middlesex, TW16 7EF  
Tel: +44 (0) 1932 893333 Website: <http://www.d4t4solutions.com>

11 July 2022

Dear Shareholder and, for information only, holders of options

**Re: Annual General Meeting and Report & Accounts for Year ended 31<sup>st</sup> March 2022**

I am pleased to send you details of the Annual General Meeting (**AGM**) of the Company to be held at Windmill House, 91-93 Windmill Road, Sunbury on Thames, Middlesex on Wednesday 3<sup>rd</sup> August 2022 at 9:00 a.m. The formal Notice of the AGM is set out behind this letter.

I am also pleased to inform you that the Group's Annual Report and Accounts for the year ended 31<sup>st</sup> March 2022 (**Annual Report**) is now available to view on the Company's website.

***Annual Report***

In order to access the Annual Report on our website you will need Adobe Acrobat Reader, which can be downloaded free of charge from [www.adobe.com/products/acrobat](http://www.adobe.com/products/acrobat).

The Annual Report can be accessed as follows:

- Visit our website at [www.d4t4solutions.com](http://www.d4t4solutions.com) .
- Navigate to the "Investors" page by selecting "Investors" from the menu at the top of the home page.
- Click on "Financial Reports & Presentations", then click on the link to the Annual Report 2022 to download.

***Annual General Meeting***

The Notice of the AGM enclosed sets out the resolutions to be proposed at the AGM and this letter explains the proposed resolutions in more detail.

**Resolutions**

**ORDINARY BUSINESS**

**1 Report and Accounts**

The Directors are under a duty in respect of each financial year to lay the Accounts and the Reports of the Directors and Auditors before the Company in general meeting. This gives shareholders the opportunity to ask questions on the contents, before voting on the resolution.

## **2 Directors' Report on Remuneration**

The Company submits a resolution each year to approve the Directors' report on remuneration for the relevant financial year. The report for the year ended 31<sup>st</sup> March 2022 is set out on pages 74 to 78 of the Annual Report.

## **3 Dividend**

The Directors recommend the payment of a final dividend of 2.07 pence per ordinary share for the year ended 31<sup>st</sup> March 2022. If approved, this will be paid on 24 August 2022 to shareholders on the register at the close of business on 15 July 2022. The ordinary shares ex-dividend date will be 14 July 2022. This dividend, if approved, will make the total dividends payable for the year 2.92 pence per ordinary share.

## **4-6 Re-appointment of Directors**

Guerino Luigi Bruno III, who was appointed as a director by the Board of Directors on 27<sup>th</sup> August 2021, now offers himself for re-appointment in accordance with the Articles.

Ashoni Kumar Mehta, who was appointed as a director by the Board of Directors on 1<sup>st</sup> September 2021, now offers himself for re-appointment in accordance with the Articles.

Peter Simmonds retires by rotation at the conclusion of the AGM in accordance with the Company's Articles of Association and offers himself for re-election.

## **7 Re-appointment of the Auditors**

Haysmcintyre LLP have expressed their willingness to continue in office and their re-appointment has been recommended by the Company's Audit Committee. Resolution 7 proposes the re-appointment of Haysmcintyre LLP and authorises the Directors to determine the remuneration payable to the Auditors.

## **SPECIAL BUSINESS**

## **8 Adoption of new Articles of Association**

Under resolution 8, the Company is proposing to update its constitution by adopting new articles of association in substitution for the existing articles of association. The proposal arises from a review by the Board of the continued suitability of the current articles which, although amended in 2007 and 2008, were originally adopted by a special resolution passed on 29 August 1997. The Board review concluded that the Company's articles are out-of-date and should be replaced in their entirety by new articles reflecting current law and best practice. The principal changes introduced by the new articles of association are summarised in the Appendix to this notice of meeting.

## **9 Authority to Allot Shares**

Resolution 9 proposes to authorize the Directors, pursuant to Section 551 of the Companies Act 2006, to allot securities up to a maximum aggregate nominal value of £267,750.00 being approximately one third of the nominal value of the issued share capital of the Company (excluding treasury shares) at the date of this Notice for a period expiring at the conclusion of the next Annual General Meeting.

I would draw your attention to the notes on this resolution set out in the attached Notice. Save as stated below in relation to resolution 10, the Directors have no present intention of exercising this authority.

## **10 Disapplication of Pre-emption Rights**

Resolution 10 authorises your Directors to allot equity securities by way of rights in favour of the existing holders of equity securities or as required by the rights attached to existing equity securities. In addition, the Directors may make allotments generally to a total not exceeding 5% of the nominal value of the issued share capital of the Company (excluding treasury shares) or may sell treasury shares for cash.

The terms of this resolution follow the template (and apply the limits) published in the Pre-Emption Group's Statement of Principles (2015) and, whilst the Directors have no present intention of exercising this latter authority, they wish to have the ability to use this authority to raise funds for the ongoing development of the Company's business.

Again, I would draw your attention to the notes on this resolution set out in the attached Notice.

#### **11 Authority to Purchase Own Shares**

Resolution 11 proposes to give the Directors authority to purchase up to 4,016,251 ordinary shares being approximately 10% of the issued share capital of the Company (excluding treasury shares) at the date of this Notice for a period expiring at the conclusion of the next Annual General Meeting.

This authority is subject to a minimum price of 2p per ordinary share and a maximum price of 105% of the average closing middle market price of an ordinary share on the Alternative Investment Market of the London Stock Exchange plc for the five business days immediately preceding the date of purchase.

The Directors will only exercise this authority to purchase ordinary shares where they consider that such purchases will be in the best interests of the Company and shareholders at the time of exercise. The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). Please also refer to the notes on this resolution set out in the Notice.

#### **12 Special Dividend**

The Directors recommend the payment of a special dividend of 12.5 pence per ordinary. If approved, the special dividend will be paid on 27 October 2022 to shareholders on the register at the close of business on 7 October 2022. The ordinary shares ex-dividend date will be 6 October 2022.

#### **Appointment of Proxies**

The Notes to the Notice of AGM include details of a member's rights under section 324 of the Companies Act 2006 to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM. The Form of Proxy for use at the AGM to be held on Wednesday 3<sup>rd</sup> August 2022 at 9:00 a.m. can be downloaded from the "Documents" page in the Investor Relations section of our website at [www.d4t4solutions.com](http://www.d4t4solutions.com). You are asked to complete and return any proxy form(s) to the Company by e-mail to [investors@d4t4solutions.com](mailto:investors@d4t4solutions.com) or by post to the registered office, to arrive not less than 48 hours (excluding weekends and bank holidays) before the time for holding the AGM.

#### **Shares held by Nominees**

Please note that a registered shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each appointment form relates a different share or shares held by that shareholder. Where a registered shareholder holds shares as nominee for one or more other persons, it should deliver a separate proxy form in respect of the shares held on behalf of each beneficial owner who wishes to direct the exercise of their voting rights.

#### **Online Q&A for shareholders**

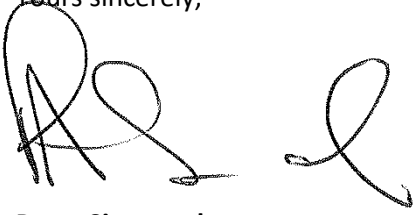
Following the formal AGM, the Company will be hosting an online Q&A session at 3pm on Wednesday 3<sup>rd</sup> August 2022. Shareholders are invited to register their interest in the Q&A and to submit questions via the Investor Meet Company platform. Registration is available using the link below;

<https://www.investormeetcompany.com/d4t4-solutions-plc/register-investor>

**Recommendations of Directors**

The Directors consider the resolutions to be in the best interests of the Company and its shareholders as a whole. They will be voting in favour of them and unanimously recommend that you do so as well.

Yours sincerely,

A handwritten signature in black ink, consisting of a large, stylized 'P' followed by a cursive 'S' and a final flourish.

**Peter Simmonds**  
Chairman

**D4T4 SOLUTIONS PLC**  
**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the thirty-sixth Annual General Meeting of D4t4 Solutions plc will be held at Windmill House, 91-93 Windmill Road, Sunbury, Middlesex TW16 7EF on the 3<sup>rd</sup> day of August 2022 at 9:00 a.m. for the following purposes:-

**Ordinary Business**

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the year ended 31<sup>st</sup> March 2022 together with the last Directors' Report, the last Directors' Remuneration Report and the Auditors' Report on those accounts.
2. To approve the Directors' Remuneration Report for the year ended 31<sup>st</sup> March 2022.
3. To declare a final dividend of 2.07 pence per ordinary share for the year ended 31<sup>st</sup> March 2022.
4. To re-appoint as a Director Guerino Luigi Bruno III, who was appointed since the last Annual General Meeting and retires in accordance with the Company's Articles of Association.
5. To re-appoint as a Director Ashoni Kumar Mehta, who was appointed since the last Annual General Meeting and retires in accordance with the Company's Articles of Association.
6. To re-appoint as a Director Mr Peter Simmonds who retires by rotation.
7. To re-appoint Haysmcintyre LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, and to authorise the Directors to fix their remuneration.

**Special Business**

To consider and, if thought fit, pass the following resolutions of which resolutions 9 and 12 will be proposed as ordinary resolutions and resolutions 8, 10 and 11 will be proposed as special resolutions:-

**8. ADOPTION OF NEW ARTICLES OF ASSOCIATION**

**THAT** with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

## **NOTES TO RESOLUTION TO ADOPT NEW ARTICLES**

Under resolution 8, the Company is proposing to adopt new articles of association in substitution for the existing articles of association. The current articles of association were adopted by a special resolution passed on 29 August 1997, and (save in relation to the Company's change of name in July 2016) were last amended by a special resolution passed on 15 May 2008. The purpose of adopting the new articles is to reflect and consolidate the subsequent changes in law and developments in market practice. The principal changes introduced by the new articles of association are summarised in the Appendix to this notice of meeting.

A copy of the Company's existing articles of association and the proposed new articles of association will be available for inspection:-

- on the Company's website at <https://www.d4t4solutions.com/investors/documents> from the date of this notice of meeting until the close of the meeting;
- during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office from the date of this notice of meeting until the close of the meeting; and
- at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

## **9. AUTHORITY TO ALLOT SHARES**

**THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) up to an aggregate nominal amount of £267,750.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company (or, if earlier at the close of business on 3<sup>rd</sup> November 2023), save that the Company may, before such expiry, make offers or agreements which would, or might, require relevant equity securities to be allotted after the authority expires and the Directors may allot relevant equity securities under any such offer or agreement as if the authority had not expired.

## **NOTES TO RESOLUTION GRANTING AUTHORITY TO ALLOT SHARES**

This resolution deals with the Directors' authority to allot equity securities in accordance with section 551 of the Companies Act 2006.

This resolution will, if passed, authorise the Directors to allot equity securities up to a maximum nominal amount of £267,750.00 which represents approximately 33.3% of the Company's issued ordinary shares as at the date of this notice (excluding treasury shares).

As at close of business on 8 July 2022 (being the last business day prior to the publication of this notice) the Company held 268,936 shares in treasury, which represents approximately 0.67% of the Company's issued ordinary shares (excluding treasury shares) at that time.

10. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, if resolution 9 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 9 and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

- (A) the allotment of equity securities in connection with an offer or issue by way of rights:
  - (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (b) 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 Board 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 or any regulatory body or stock exchange; and

- (B) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £40,162.00,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier at the close of business on 3<sup>rd</sup> November 2023) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.



## NOTES TO RESOLUTION DISAPPLYING PRE-EMPTION RIGHTS

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 9, to allot equity securities (as defined by section 560 of the Companies Act 2006) or to sell treasury shares for cash:

- in relation to a pre-emptive offer or issue by way of rights only, up to a maximum nominal amount of £267,750.00 which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at the date of this notice; and
- in any other case, up to a maximum nominal amount of £40,162.00 which represents approximately 5% of the Company's issued ordinary shares (excluding treasury shares) as at the date of this notice.

**Please note** that the Companies Act 2006 includes exceptions to the pre-emption provisions contained in section 561, including in relation to the allotment of equity securities pursuant to an employees' share scheme.

### 11. AUTHORITY TO PURCHASE SHARES

**THAT** the Directors of the Company be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of its own ordinary shares of 2p each ("ordinary shares") provided that:-

- 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 4,016,251  
Sand
- 11.2 the minimum price (excluding expenses) which may be paid for an ordinary share is 2p (exclusive of expenses); and
- 11.3 the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average closing middle market price of an ordinary share on the Alternative Investment Market of the London Stock Exchange plc for the five business days immediately preceding the day on which the share purchase is made; and
- 11.4 the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier at the close of business on 3<sup>rd</sup> November 2023), save that a contract or contracts of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made under any such contract or contracts.

## **NOTES TO RESOLUTION AUTHORISING SHARE PURCHASES**

If passed, this resolution gives authority for the Company to purchase up to 4,016,251 of its ordinary shares, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this notice.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire at the conclusion of the Company's 2023 annual general meeting.

The Directors intend to use the authority granted by this resolution to continue making market purchases of the Company's ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

### **12. SPECIAL DIVIDEND**

To declare a special dividend of 12.5 pence per ordinary share.

## **NOTES TO RESOLUTION DECLARING A SPECIAL DIVIDEND**

If approved, the special dividend will be paid on 27 October 2022 to shareholders on the register at the close of business on 7 October 2022. The ordinary shares ex-dividend date will be 6 October 2022.

BY ORDER OF THE BOARD

**James Thorne**

SECRETARY

11 July 2022

### **Registered Office:**

Windmill House  
91-93 Windmill Road  
Sunbury on Thames  
Middlesex TW16 7EF

## Notes

1. Members (including corporate shareholders who would normally appoint a corporate representative to attend and vote) are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on a show of hands as well as a poll on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy form which may be used to make such appointment and give proxy instructions can be downloaded from the “Documents” page in the Investors section of our website at [www.d4t4solutions.com](http://www.d4t4solutions.com) .
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Windmill House, 91-93 Windmill Road, Sunbury on Thames TW16 7EF, not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting. Subject to any changes to the date and time for the meeting made after the date of this notice, the deadline for receipt by the Company of proxies for the meeting is therefore **9:00 a.m. on Monday 1<sup>st</sup> August 2022.**
3. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to have someone else – who in this case would have to be the chairman of the meeting - appointed as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights (or, in this case, as to the direction to be given to the chairman of the meeting in relation to those voting rights).
4. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the company.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the Annual General Meeting, and the number of votes which may be cast at the Annual General Meeting, will be determined by reference to the Company’s Register of Members at **6.30 p.m. on Monday 1<sup>st</sup> August 2022** or, if

the Annual General meeting is adjourned, at close of business on the date which is two business days before the day of the adjourned general meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.

6. As at 8 July 2022 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 40,431,453 ordinary shares, carrying one vote each, of which 268,936 are held as Treasury Shares. Therefore, the total voting rights in the Company as at 8 July 2022 are 40,162,517.
  
7. There will be available for inspection at the registered office of the Company during normal business hours on any week day (Saturdays, Sundays and Public Holidays excepted) from the date of this Notice until the date of the Annual General Meeting (by appointment only) and for at least fifteen minutes prior to and for the duration of the meeting:-
  - The Register of Interests of Directors and their families in the share capital of the Company; and
  - Copies of the Directors' Service Contracts

## **Appendix - Explanatory notes on the principal changes proposed to the Company's articles of association**

The following sets out brief explanatory notes on the principal changes proposed to be made to the Company's existing articles of association (the **Current Articles**) as contained in the articles of association being proposed for adoption at the Annual General Meeting (the **New Articles**).

### **Provisions formerly contained in the Memorandum of Association**

The Company was originally incorporated prior to the enactment of the Companies Act 2006 (the **2006 Act**), which simplified the information required to be contained in a company's memorandum of association. The statement of members' liability is preserved in the New Articles (new Article 4), but the remaining provisions formerly contained in the memorandum of association and currently treated as provisions of the company's articles of association are not being retained. These provisions include in particular:-

- the detailed statement of the Company's objects (which will henceforth be unrestricted); and
- the statement of the Company's authorised capital.

The 2006 Act abolished the requirement for a company to have an authorised share capital, and current practice generally is for AIM-listed companies to remove it from their articles of association. It should be noted, however, that the Board remains restricted in the number of shares it can allot at any time as the 2006 Act requires an authority to allot to be approved by shareholders (save in respect of the allotment of shares pursuant to employee share schemes). In accordance with best practice, the Company seeks an allotment authority from shareholders annually at its Annual General Meeting.

Although the new articles will (if approved at the Annual General Meeting) be adopted with immediate effect, the removal of the Company's objects will only take effect upon notice being registered with the Registrar of Companies.

### **General meetings**

The Directors consider it prudent (particularly in the light of experience from the COVID-19 pandemic) to update the manner in which general meetings may be held to clearly include 'hybrid' meetings (but not virtual-only or electronic-only meetings).

The New Articles update and clarify previous amendments made to the Company's articles of association so as to provide that the Company may hold 'hybrid' general meetings (including annual general meetings) in such a way that enables members to attend and participate in the business of the meeting by attending a physical location (which may include one or more satellite locations) or by attending by means of an electronic facility (new Articles 43.3, 44 and 46.7). Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure. The New Articles do not permit general meetings to be convened as virtual-only or electronic-only meetings.

The New Articles include a new power for the Directors to postpone a meeting after notice of it has been sent but before the meeting is held (New Article 48). This power is intended to provide flexibility if difficulties arise prior to the meeting being held, such as issues in relation to the meeting venue or facilities. The provisions for adjourning a general meeting have also been updated (New Article 53).

The New Articles (New Article 54) require not less than seven days' notice of an adjourned meeting to be given if the adjourned meeting is to take place 14 days or more after it was adjourned (rather than thirty days or more, as in the Current Articles) and for such notice to be given in the same manner as for the original meeting.

Several other modernising or consequential amendments have been made to the provisions relating to general meetings in the New Articles.

### **Annual Retirement of Directors**

The provisions for the retirement and re-appointment of Directors at Annual General Meetings have been simplified (New Article 75) so that, rather than a particular proportion of the Board being obliged to retire by rotation at each AGM, every Director will be obliged to retire and (if they wish to remain in office) seek re-appointment every three years. Consistent with current practice, Directors appointed by the Board will still be obliged to have their appointments confirmed at the next Annual General Meeting.

### **Non-executive Directors' Fees**

The cap on aggregate Non-executive Directors' fees is to be determined from time to time by the remuneration committee of the Board (New Article 86). The remuneration committee has proposed (subject to adoption of the New Articles) a cap of £250,000 per annum.

### **Suspension of Registration of Transfers**

The article that currently allows the Company to suspend the registration of transfers has been removed. This is in line with best practice and the recommendation of the City of London Law Society, which is that a company's choices under the 2006 Act are either to register or to give notice of its refusal to register such transfers. The Directors have taken the view that a power in the Company's articles to suspend registration is likely to be inconsistent with the 2006 Act and have therefore recommended the removal of any such power.

### **Share certificates**

The New Articles (New Article 13.5) confirm that share certificates are sent at the member's risk.

### **Scrip Dividends**

The New Articles introduce (New Article 126(a)) a maximum period for which shareholders can authorise Directors by ordinary resolution to offer scrip dividends of three years. This period is in line with corporate governance best practice as stipulated by the Investment Association guidelines. The Company does not currently intend to pay a scrip dividend.

### **Untraced shareholders**

The New Articles amend the procedures in relation to untraced shareholders (New Articles 69-70). Rather than requiring the Company to take out newspaper advertisements (although this may be done), the New Articles will require the Company to use reasonable efforts to trace the shareholder. 'Reasonable efforts' in these circumstances may include, if appropriate, the Company engaging a professional asset reunification company or other tracing agent to search for a shareholder who has not kept their shareholder details up to date. Further, the Current Articles provide that money from the sale of the shares of an untraced shareholder may be employed in the business of the Company or invested for the Company's benefit as the Directors think fit. The New Articles amends this position by providing that such monies will be forfeited to the Company if not claimed after two years of the sale. These changes reflect best practice and provide the Company with appropriate flexibility in connection with locating untraced shareholders.

### **Strategic Reports and Supplementary Material**

The 2006 Act and the Companies (Receipt of Accounts and Reports) Regulations 2013 permit the Company to send a copy of its strategic report with supplementary material instead of its full accounts to a member who has elected or tacitly agreed to receive these documents, provided that the Company's articles do not prohibit it from doing so. New Article 130 is intended to make it clear that there is no such prohibition. Shareholders should be aware that they will always be able to view the Company's full annual report on its website or may request a hard copy from the Company.

## **Notices and other communications**

Changes are proposed to modernise and clarify the provisions relating to service of notices or documents by the Company (New Articles 131 to Article 135)

### **General**

The opportunity has been taken with the New Articles to create a constitution in a more up-to-date format than the Current Articles, which were first adopted in their current form twenty-five years ago. This means that there have been many small or technical updating amendments to the substantive provisions contained in the Current Articles arising from the restatement thereof in more up-to-date terms. The New Articles also contain a number of non-substantive stylistic and grammatical changes (for example, by replacing the term “Chairman” with gender-neutral references to the “Chair”).

Minor, technical or clarifying changes to the articles or changes that have been made to remove provisions in the Current Articles which duplicate English company law have not been set out in these explanatory notes.