

**D4T4 SOLUTIONS PLC**

**Notice of Annual General Meeting**

On

Wednesday 9<sup>th</sup> August 2023

**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 Registered in England and Wales Company no.: 01892751

Website: <http://www.d4t4solutions.com>

12 July 2023

Dear Shareholder and, for information only, holders of options,

**Re: Annual General Meeting and Report & Accounts for Year ended 31<sup>st</sup> March 2023**

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 9<sup>th</sup> August 2023 at 9:00 a.m. BST. 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 2023 (**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 "Investor Relations" page by selecting "Investors" from the menu at the top of the home page.
- Under "Financial Reports & Documents", click on the link to the Report and Accounts for 2023 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 2023 is set out on pages 58 to 61 of the Annual Report.

## **3 Dividend**

The Directors recommend the payment of a final dividend of 2.15 pence per ordinary share for the year ended 31<sup>st</sup> March 2023. If approved, this will be paid on 25 August 2023 to shareholders on the register at the close of business on 21 July 2023. The ordinary shares ex-dividend date will be 20 July 2023. This dividend, if approved, will make the total dividends payable for the year (excluding the special dividend of 12.5 pence per ordinary share declared at the Company's annual general meeting held on 3<sup>rd</sup> August 2022) 3.03 pence per ordinary share.

## **4-5 Re-appointment of Directors**

Helen Patricia Gilder, who was appointed as a director by the Board of Directors on 24 April 2023, retires in accordance with Article 75.1(a) of the Company's Articles of Association and offers herself for re-election.

Monika Biddulph, for whom the AGM will be her third since her last reappointment at a general meeting of the Company, retires at the conclusion of the AGM in accordance with Article 75.1(b) of the Company's Articles of Association and offers herself for re-election.

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

Haysmacintyre LLP have expressed their willingness to continue in office and their re-appointment has been recommended by the Company's Audit Committee. Resolution 6 proposes the re-appointment of Haysmacintyre LLP and authorises the Directors to determine the remuneration payable to the Auditors.

## **SPECIAL BUSINESS**

## **7 Authority to Allot Shares**

Resolution 7 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 £ 265,484.58 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 8, the Directors have no present intention of exercising this authority.

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

Resolution 8 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 10% 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 (2022) 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.

## 9 Authority to Purchase Own Shares

Resolution 9 proposes to give the Directors authority to purchase up to 3,982,268 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.

## 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 9<sup>th</sup> August 2023 at 9:00 a.m. can be downloaded from the "Financial Reports & 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

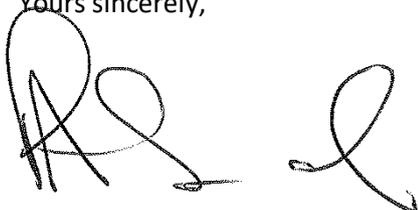
Following the formal AGM, the Company will be hosting an online Q&A session at 2pm BST on Wednesday 9<sup>th</sup> August 2023. Shareholders are invited to register their interest in the Q&A and to submit questions via the Investor Meet Company platform. Registration is available using the link below;

<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, appearing to be 'Peter Simmonds', written over a light blue horizontal line.

**Peter Simmonds**  
Chairman

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

**NOTICE IS HEREBY GIVEN** that the thirty-seventh Annual General Meeting of D4t4 Solutions plc will be held at Windmill House, 91-93 Windmill Road, Sunbury, Middlesex TW16 7EF on the 9<sup>th</sup> day of August 2023 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 2023 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 2023.
3. To declare a final dividend of 2.15 pence per ordinary share for the year ended 31<sup>st</sup> March 2023.
4. To re-appoint as a Director Helen Patricia Gilder, 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 Monika Biddulph, who retires upon completion of a three-year term in office.
6. To re-appoint Haysmacintyre 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 resolution 7 will be proposed as an ordinary resolution; and resolutions 8 and 9 will be proposed as special resolutions, which require a majority of at least 75% to be passed:-

**7. 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 £265,484.58 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 9<sup>th</sup> November 2024), 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 £265,484.58 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 11 July 2023 (being the last business day prior to the publication of this notice) the Company held 608,765 shares in treasury, which represents approximately 1.53% of the Company's issued ordinary shares (excluding treasury shares) at that time.

### **8. DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, if resolution 7 is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 7 and/or to sell ordinary shares held by the Company as treasury shares 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 of equity securities 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 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

- (B) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (A) of this resolution) to any person up to a nominal amount of £ 79,645.37

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting or, if earlier, at the close of business on 9<sup>th</sup> November 2024, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of 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 7, to allot equity securities (as defined by section 560 of the Companies Act 2006) or to sell treasury shares for cash without first offering them to existing shareholders pro rata to their existing shareholdings:

- in relation to a pre-emptive offer or issue by way of rights only, up to a maximum nominal amount of £265,484.58 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 £79,645.37 which represents approximately 10% 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.

This resolution is in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023).

#### **9. 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 3,982,268;  
and

- 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 granted by this resolution will expire at the conclusion of the Company's next annual general meeting or, if earlier at the close of business on 9<sup>th</sup> November 2024, 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 3,982,268 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).

BY ORDER OF THE BOARD

**James Thorne**

SECRETARY

12 July 2023

**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 Investor Relations 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 7<sup>th</sup> August 2023.**
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 7<sup>th</sup> August 2023** 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 11 July 2023 (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 608,765 are held as Treasury Shares. Therefore, the total voting rights in the Company as at 11 July 2023 are 39,822,688.
  
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