



**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISOR DULY AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you sell or transfer or have sold or transferred all of your ordinary shares in the capital of the Company (“**Shares**”) please forward this document, with the accompanying appendices, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for delivery to the buyer or transferee. If you sell or transfer or have sold or transferred only part of your holding in Shares you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Shareholders must comply with all applicable laws and regulations in force in any jurisdiction in which they purchase, offer or sell the Shares or possess or distribute this document. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

## **Access Intelligence Plc** (the “**Company**”)

### **Notice of Annual General Meeting**

Notice of the annual general meeting which has been convened for 28 May 2015 at 2.00 pm at 10-11 Charterhouse Square, London, EC1M 6EH is set out in Part 2 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Neville Registrars Limited of Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting.

## PART 1

### ACCESS INTELLIGENCE PLC

(incorporated and registered in England and Wales under number 04799195)

#### Registered Office:

Third Floor Welken House

Charterhouse Square

London

EC1M 6EH

5 May 2015

To the holders of Access Intelligence plc shares

Dear Shareholder

#### Notice of annual general meeting

I am pleased to be writing to you with details of our annual general meeting ("**AGM**") which we are holding at 10-11 Charterhouse Square, London, EC1M 6EH on 28 May 2015 at 2.00 pm. The formal notice of annual general meeting is set out in Part 2 of this document.

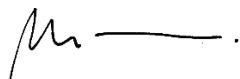
If you would like to vote on the Resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 2.00 pm on 26 May 2015.

Explanatory notes on all the business to be considered at this year's AGM are included at the end of this document.

#### Recommendation

The board considers that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The directors unanimously recommend that you vote in favour of the proposed Resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,



**Michael Jackson, Chairman**

## PART 2

Company number: 04799195

### ACCESS INTELLIGENCE PLC

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be at 10-11 Charterhouse Square, London, EC1M 6EH on 28 May 2015 at 2.00 pm for the following purposes.

#### Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the accounts for the financial year ended 30 November 2014 together with the directors' report and the auditors' report.
2. That Michael Jackson, a director retiring in accordance with the Company's articles of association and offering himself for re-appointment, be and is hereby re-elected as a director of the Company.
3. That Henrik Bang, a director retiring in accordance with the Company's articles of association and offering himself for re-appointment, be and is hereby re-elected as a director of the Company.
4. To re-appoint Mazars LLP as auditors to the Company until the conclusion of the next annual general meeting at which accounts are laid before the Company.
5. To authorise the directors to determine the remuneration of the auditors of the Company.
6. To resolve that the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company:
  - a. to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £750,000; and
  - b. to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £750,000 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this Resolution 7) in connection with an offer by way of a rights issue to:
    - i. the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
    - ii. holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall expire at the

end of the next annual general meeting of the Company or, if earlier, 15 months after the date of this Resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this Resolution had not expired.

## Special Business

To consider and, if thought fit, pass the following resolutions as special resolutions:

7. That, subject to the passing of Resolution 7 and in place of all existing powers, the directors be and are hereby authorised pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of Section 560 of the Act) for cash:

- a. pursuant to the authority conferred by Resolution 7 above; or
- b. where the allotment constitutes an allotment by virtue of section 560(3) of the Act,

in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- i. the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
  1. the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
  2. holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- ii. the allotment of equity securities, other than pursuant to paragraph (i) above of this resolution, up to an aggregate nominal amount of £750,000.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

8. That, the Company be generally and unconditionally authorised pursuant to Article 2.10 of the Articles of Association of the Company and pursuant to Section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 0.5 pence each in the capital of the Company (the "**Shares**") provided that:

- a. the maximum number of Shares hereby authorised to be purchased is 11,755,517 (being approximately 5% of the current issued ordinary share capital of the Company);
- b. the minimum price (excluding expenses) which may be paid for such Shares is 0.5 pence per ordinary share being the nominal value thereof;
- c. the maximum purchase price which may be paid for such Shares shall not be more than the higher of (in each case exclusive of expenses):
  - i. 5% above the average middle market quotations for a Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
  - ii. the amount stipulated by article 5(1) of the Buyback and Stabilisation Regulation 2003; and

this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months after the date of passing of this resolution, save in relation to purchases of Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

9. That, in accordance with paragraph 42(2)(b) of schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the Company's memorandum of association, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted, and that the restriction on the authorised share capital of the Company set out in article 2.1 of the Company's articles of association is also hereby revoked and deleted.

**By order of the board**

**Michael Jackson, Chairman**

5 May 2015

10-11 Charterhouse Square  
London  
EC1M 6EH

## Notes:

1. Any member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, speak and vote instead of him and such proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share.
2. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 10 below.
3. To be effective, the instrument appointing a proxy (and power of attorney or other attorney (if any) under which it is signed or a notarially certified or office copy thereof) must be deposited at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time of holding the meeting.
4. 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. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted line. The change should be initialled.
5. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
6. Completion and return of the form of proxy will not preclude shareholders from attending the Annual General Meeting and voting in person if they wish to do so.
7. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
8. Subject to complying with the provisions of the Companies Act 2006 (as amended) and the Articles of Association of the Company, any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
9. The register of interests of the directors and their families of the share capital of the Company and copies of contracts of service of directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:

- a. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  - b. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - c. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not so in relation to the same shares.
  12. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time fixed for the meeting or any adjournment of the meeting shall be entitled to attend and vote at the meeting.

## EXPLANATORY NOTES

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 6 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7, 8 and 9 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Report and Accounts (Resolution 1)**

The directors of the Company must present the accounts to the meeting.

### **Re-election of directors (Resolutions 2 and 3)**

At this meeting, Michael Jackson and Henrik Bang will retire and stand for re-election as directors. Having considered the performance of and contribution made by each of the directors standing for re-election the board remains satisfied that the performance of each of the relevant directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

### **Reappointment and remuneration of auditors (Resolutions 4 and 5)**

Resolution 4 proposes the reappointment of Mazars LLP as auditors of the Company and Resolution 5 authorises the directors to set their remuneration.

### **Directors' authority to allot shares (Resolution 6)**

The purpose of resolution 6 is to renew the directors' authority to allot shares.

The authority in paragraph (a) will allow the directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £750,000 (150,000,000 ordinary shares), which is equivalent to approximately 64 per cent. of the total issued ordinary share capital of the Company as at 4 May 2015.

The authority in paragraph (b) will allow the directors to allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in connection with a pre-emptive rights issue up to an aggregate nominal value of £750,000 (150,000,000 ordinary shares), which is approximately 64 per cent. of the Company's issued share capital as at 4 May 2015 (inclusive of the nominal value of £750,000 sought under paragraph (a) of the resolution).

As at 4 May 2015, the Company held 29,666,667 ordinary shares in treasury, which represents approximately 12.6 per cent. of the total ordinary share capital in issue at that date.

If the resolution is passed, the authority will expire on the earlier of the date falling 15 months after the date of the resolution and the end of next annual general meeting of the Company in 2016.

### **Disapplication of pre-emption rights (Resolution 7)**

If the directors wish to allot new shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) company law requires that these shares are first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done unless the shareholders have first waived their pre-emption rights.

Resolution 7 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum number of 150,000,000 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 64 per cent. of the Company's issued ordinary



share capital as at 4 May 2015. Shareholders will note that this resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

If the resolution is passed, the authority will expire on the earlier of the date falling 15 months after the date of the resolution and the end of next annual general meeting of the Company in 2016.

### **Authority to purchase own shares (Resolution 8)**

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 8 seeks the authority from shareholders to continue to do so. The directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 5 per cent. of the Company's issued ordinary share capital as at 4 May 2015) and the maximum and minimum prices at which they may be bought. This is in line with corporate governance guidelines.

Resolution 8 will be proposed as a special resolution to provide the Company with the necessary authority. If the resolution is passed, the authority will expire on the earlier of the date falling 15 months after the date of the resolution and the end of next annual general meeting of the Company in 2016.

The directors intend to seek renewal of this power at subsequent annual general meetings.

### **Removal of authorised share capital (Resolution 9)**

The Companies Act 2006 abolished the requirement for a company to have an authorised share capital, and accordingly the resolution will be proposed to delete the provisions that relate to authorised share capital contained in the Company's memorandum and articles of association. The directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes. Resolution 9 will be proposed as a special resolution