

## NOTICE OF ANNUAL GENERAL MEETING

### GetBusy plc

(Incorporated in England and Wales with registered number 10828058)

Notice is hereby given that the annual general meeting ("**Meeting**") of GetBusy plc (the "**Company**") is to be held at Grant Thornton, 30 Finsbury Square, London, EC2P 2YU at 11.00 am on Wednesday 1 May 2019.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions and resolutions 4 and 5 will be proposed as special resolutions.

#### Ordinary resolutions

##### *Annual report and accounts*

1. **THAT** the Company's annual accounts for the financial year ended 31 December 2018, together with the directors' report and auditor's report on those accounts, be received and adopted.

##### *Re-appointment and remuneration of auditors*

2. **THAT** RSM UK Audit LLP be re-appointed as the Company's auditors to hold office from the conclusion of this Meeting until the conclusion of the next meeting at which accounts are laid before the Company and that the Directors be authorised to agree the remuneration of the auditors.

##### *Authority to allot shares*

3. **THAT** the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot Ordinary Shares and to grant rights to subscribe for, or to convert any security into, Ordinary Shares ("**Rights**"):
  - a. up to an aggregate nominal value of £24,199.80 (being the nominal value of approximately one third of the issued share capital of the Company); and
  - b. up to an aggregate nominal value of £48,399.61 (being the nominal value of approximately two thirds of the issued share capital of the Company) (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph a) in connection with an offer by way of a rights issue or other pre-emptive offer to:
    - i. the holders of Ordinary Shares 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 otherwise consider necessary,

such authorities to expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

## Special resolutions

### *Disapplication of pre-emption rights*

4. **THAT** subject to and conditional upon the passing of resolution number 3 above, the Directors be authorised in accordance with section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, save that this authority shall be limited to:
- a. the allotment of equity securities in connection with an offer by way of rights issue or other pre-emptive offer to:
    - i. the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective number 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 otherwise consider necessary,

and so that, in each case, 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 the requirements of any regulatory body or stock exchange or any other matter; and

- b. the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal value of £3,629.97 (being the nominal value of approximately 5 per cent. of the issued share capital of the Company),

and this authority shall expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities or grant Rights but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

5. **THAT** subject to and conditional upon the passing of resolution number 3 above, the Directors be authorised in accordance with section 570 of the Act, in addition to any authority granted under resolution number 4 above, to allot equity securities (as defined in Section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, save that this authority shall be:
- a. limited to the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) of resolution number 4 above) up to a maximum aggregate nominal value of £3,629.97 (being the nominal value of 5 per cent. of the issued share capital of the Company); and
  - b. used only in connection with an acquisition or a specified capital investment,

and this authority shall expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities or grant Rights but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

Dated 3 April 2019

By order of the Board

**Paul Haworth**  
Company Secretary

**GetBusy plc**  
Unit G South Cambridge Business Park  
Sawston  
Cambridgeshire  
CB22 3JH

## Notes to the notice of annual general meeting

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### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - the close of business on Monday 29 April 2019; or,
  - if this Meeting is adjourned, at the close of business on the date which is 2 business 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 any one share. To appoint more than one proxy, you may photocopy the proxy form or request additional Forms of Proxy by calling Computershare Investor Services on +44(0)370 702 0000. Please indicate the proxy holder's name and the number of shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### Appointment of proxies using hard copy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his or her vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's registrar Computershare Investor Services in accordance with the reply paid details or by hand or courier only to Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol, BS13 6ZY; and
- received by Computershare Investor Services no later than 48 hours prior to the time set for the start of the Meeting (not taking into account any part of a day that is not a working day).

CREST members should use the CREST electronic proxy appointment service and refer to note 7 below in relation to the submission of a proxy appointment via CREST.

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.

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.

In each case the proxy appointment must be received not less than 48 hours (not taking into account any part of a day that is not a working day) before the time for the holding of the Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

All holders will also have the option to vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) - details of how to do this are included on the proxy form.

### **Appointment of proxies through CREST**

7. As an alternative to completing the hardcopy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) 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 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 Company’s agent (ID: 3RA50) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting. 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 Applications Host) from which the Company’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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

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.

### **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 time 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.

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 the Company Secretary, Paul Haworth, GetBusy plc, Unit G, South Cambridge Business Park, Babraham Road, Sawston, Cambridgeshire, CB22 3JH.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last deposited or received, none of them shall be treated as valid.

## **Termination of proxy appointments**

10. 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 the Company Secretary, Paul Haworth, GetBusy plc, Unit G, South Cambridge Business Park, Babraham Road, Sawston, Cambridgeshire, CB22 3JH. 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. 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.

The revocation notice must be received by the Company Secretary not less than two hours before the time for holding the Meeting or adjourned meeting.

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.

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 representatives**

11. A corporation which is a member 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.

## **Issued shares and total voting rights**

12. As at 3 April 2019, the Company's issued share capital comprised 48,399,614 ordinary shares of 0.15p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 3 April 2019 is 48,399,614.

## **Communication**

13. Except as provided above, members who have general queries about the Meeting should use the following means of communication:
  - calling the Company Secretary on +44(0) 845 166 1165; or
  - emailing the Company Secretary at [investors@getbusy.com](mailto:investors@getbusy.com).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

# EXPLANATORY NOTES

## ANNUAL GENERAL MEETING

The Annual General Meeting of the Company is due to take place at Grant Thornton, 30 Finsbury Square, London, EC2P 2YU on Wednesday 1 May 2019 at 11.00 am.

The resolutions to be proposed at the AGM are explained in detail below and are set out in full in the notice of Annual General Meeting which is set out on pages 1 to 3 of this document. Resolutions 1 to 3 are being proposed as ordinary resolutions (and therefore need the approval of a simple majority of those shareholders who are present and voting in person or by proxy at the AGM) and resolutions 4 and 5 are being proposed as special resolutions (and therefore need the approval of at least 75 per cent of those shareholders who are present and voting in person or by proxy at the AGM).

### **Resolution 1: Annual report and accounts**

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Resolution 1 deals with the adoption of the annual report and accounts for the financial year ended 31 December 2018.

### **Resolution 2: Appointment and remuneration of auditors**

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The Company is required to appoint auditors at each annual general meeting at which the accounts are presented, to hold office until the next annual general meeting. The auditors are responsible for examining the Company's annual accounts and forming an opinion as to whether they give a true and fair view and are properly prepared in accordance with the Companies Act 2006 (the "Act"), and the regulations made under the Act.

The Group's external auditor for the year ended 31 December 2018 was RSM UK Audit LLP. Resolution 8 proposes to re-appoint RSM UK Audit LLP as the Company's auditors and to authorise the Directors to fix the auditors' remuneration for the year ahead.

### **Resolution 3: Authority to allot shares**

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Under section 551 of the Act, the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by Shareholders to do so.

The Company is seeking a general shareholder authority to authorise the Directors to allot and issue ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares, up to an aggregate nominal value of £24,199.80 (being approximately one third of the issued share capital at 3 April 2019) and up to an additional aggregate nominal value of £48,399.61 (corresponding to approximately two thirds of the issued share capital as at 3 April 2019) in the case of allotments only in connection with a fully pre-emptive rights issue. The Directors have no present intention to exercise the authority sought under this resolution. However, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives.

The authority will last until the conclusion of the next annual general meeting and it is the Board's current intention to seek renewal of such authority at each future annual general meeting of the Company.

As at 3 April 2019, the Company does not hold any shares in the Company in treasury.

### **Resolutions 4 and 5: Disapplication of pre-emption rights**

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Section 561(1) of the Act requires that on an allotment of new shares for cash, such shares are offered first to existing Shareholders in proportion to the number of shares that they each hold at that time.

The Company is seeking general shareholder authority by way of special resolution to give the Directors authority to allot shares for cash without first offering them to existing Shareholders on a pro-rata basis. Although there is currently no intention to make use of this authority, the Directors consider that it is in the interests of the Company, it is considered prudent and is widely accepted practice amongst quoted companies to maintain general authorities such as these so as to enable the Directors to take advantage of opportunities to develop the Company's business.

The authority sought is limited, other than in relation to any rights issue, open offer or other pre-emptive issue, to shares having an aggregate nominal value of £3,629.97 corresponding to approximately 5 per cent. of the issued share capital of the Company at 3 April 2019. Accordingly, the Directors will only be able to issue this smaller amount (and not the full amount referred to in the notes to resolution 3) for cash unless, at the time of any issue of a larger amount, the Company's then existing Shareholders are also given the opportunity to participate in such a larger issue (subject to some limited exceptions) pro rata to their respective holdings of ordinary shares.

Resolution 5 seeks additional approval for the disapplication of pre-emption rights on shares issued for cash up to a further nominal value of £3,629.97 corresponding to approximately 5 per cent. of the issued share capital of the Company at 3 April 2019. This authority can only be exercised in connection with one or more acquisitions or specified capital investments.

Resolutions 4 and 5 reflect the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "**Statement of Principles**"). The Statement of Principles were revised in early 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5 per cent. to 10 per cent. of a company's issued ordinary share capital, provided that the company confirms that it intends to use the additional 5 per cent. authority only in connection with one or more acquisitions or specified capital investments. In relation to any exercise of this authority, the Directors will have due regard to the Statement of Principles, which allow the Company in any one year to issue non-pre-emptively for cash an amount equal to 5 per cent. of the Company's issued share capital for any purpose and an additional amount equal to 5 per cent. of the Company's issued share capital in connection only with one or more acquisitions or specified capital investments. The Board confirms that the additional 5 per cent. authority will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Directors will also have regard to the guidance in the Statement of Principles concerning cumulative usage of authorities within a three-year period. Accordingly the Board also confirms that it does not intend to issue shares for cash representing more than 7.5 per cent. of the Company's issued ordinary share capital in any rolling three-year period other than to existing Shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with Shareholders.

These authorities will last until the conclusion of the next annual general meeting and it is the Board's current intention to seek renewal of such authorities at each future annual general meeting of the Company.

### **Annual general meeting**

As indicated in the attached notice of annual general meeting, the four resolutions will be proposed to the Shareholders at the annual general meeting. The annual general meeting will be held at 11.00 am on Wednesday 1 May 2019 at Grant Thornton, 30 Finsbury Square, London, EC2P 2YU.

### **Action to be taken – proxy forms**

You will find enclosed a form of proxy for use at the annual general meeting (together with notes for its completion which are attached to the notice of the annual general meeting and the proxy form). If you will not be attending the meeting, please complete, sign and return the form of proxy or use the CREST electronic proxy appointment service as soon as possible in accordance with the instructions printed on the form and the notes to the notice of the annual general meeting. Forms of proxy should be returned to the Company's registrar, Computershare Investor Services, as soon as possible and in any event so as to be received no later than 48 hours before the time of the annual general meeting. If you return a form of proxy, this will not preclude you from attending the annual general meeting and voting in person if you so wish. Further details relating to the appointment of proxies is contained in the notes to the enclosed notice of annual general meeting.

### **Recommendation**

The Board believes that the proposals being put to the Shareholders as described in this letter are in the best interests of the Shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the annual general meeting. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings amounting to 13,892,269 Ordinary Shares (representing approximately 28.70% per cent. of the Company's issued share capital as at 3 April 2019).

## ANNUAL GENERAL MEETING

### AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTION RIGHTS – Q&A

#### **1) Why are the directors seeking authority to issue shares?**

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Under section 551 of the Companies Act 2006, the Directors may only issue shares or grant rights to subscribe for shares if authorised to do so by the Company's shareholders.

Resolution 3 seeks such authority. While the Directors currently have no intention to exercise the authority, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives. In line with current common practice, the Board intends to seek renewal of this authority at each future annual general meeting of the Company.

#### **2) How many shares will the Directors be able to issue?**

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If Resolution 3 is passed, the Directors will have the authority to issue:

1. up to an aggregate nominal value of £24,199.80 (being approximately one third of the issued share capital of the Company at 3 April 2019); or
2. where the share issue is fully pre-emptive (meaning that the new shares are offered only to existing shareholders in proportion with their existing shareholdings), up to an aggregate nominal value of £48,399.61 (being approximately two thirds of the issued share capital of the Company at 3 April 2019).

If the Directors use any of the authority provided to them under the heading (1) above, their authority to issue under heading (2) above will be reduced accordingly.

#### **3) How many shares will the Directors be able to issue without offering them to me?**

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Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares should be offered to existing shareholders in proportion to the number of shares that they each hold at the time of the share issue.

If Resolutions 4 and 5 are passed, the Directors will have authority to allot some of the shares referred to in Resolution 3 on a non-pre-emptive basis – that is, without giving existing shareholders the opportunity to participate in the share issue. Although there is currently no intention to make use of these authorities, the Directors consider that it is in the interests of the Company, it is considered prudent and is widely accepted practice amongst quoted companies to maintain general authorities such as these so as to enable the Directors to take advantage of opportunities to develop the Company's business. Without this advance authority, the Directors would have to arrange another general meeting in order to seek shareholder approval whenever such opportunities arise (which would lead to considerable delays and cost implications).

The general authority sought by the Directors to issue shares on a non-pre-emptive basis is limited to an aggregate nominal value of £3,629.97, being approximately 5% of the issued share capital of the Company at 3 April 2019. The Directors are also seeking a specific authority to issue a further 5% of the issued share capital on a non-pre-emptive basis if such share issue is in connection with an acquisition or a specified capital investment.

In addition to these authorities, the Companies Act 2006 allows the Company to issue shares on a non-pre-emptive basis in certain limited circumstances, such as:

1. the issue of bonus shares;

2. the issue of shares for non-cash consideration (for example, in exchange for shares in another company in connection with an acquisition); and
3. the issue of shares pursuant to an employee share scheme.

#### **4) Who should I ask if I have any further queries?**

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If you have any queries or concerns on the resolutions that the Directors are hoping to pass at the AGM, please get in touch with Paul Haworth at [investors@getbusy.com](mailto:investors@getbusy.com).