

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or otherwise from another appropriately authorised and independent financial adviser.

If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

If you have sold or transferred part of your registered holding of ordinary shares in the Company, you should retain this document, together with the accompanying Form of Proxy, and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

GetBusy plc



(Incorporated in England and Wales with company number **10828058**)

Notice of 2020 Annual General Meeting

to be held at The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on Tuesday 5 May 2020 at 11am BST.

This document should be read as a whole. Nevertheless, your attention is drawn to the letter from the Chairman which contains information about the actions to be taken in respect of the Annual General Meeting.

In the lead up to the Annual General Meeting, we are closely monitoring the impact of the Covid-19 virus in the United Kingdom. In light of current public health advice and “Stay at Home” legislation recently introduced, external shareholders (i.e. shareholders who do not also hold office as a director of the Company) are prohibited from attending the meeting in person. Accordingly, so as to ensure their vote is counted at the Annual General Meeting, all shareholders are asked to submit a Form of Proxy, instructing the Chairman of the Meeting on how they wish to vote on the proposed resolutions. Further, the Company will be providing a video conference call link to enable shareholders to follow proceedings of the meeting and potentially to ask questions remotely. All shareholders are encouraged to use these facilities should they wish to follow the meeting or ask questions of the auditor and about management. Any shareholders who wish to join the meeting by video conference should contact the Company Secretary prior to the day of the meeting at investors@getbusy.com in order to request video conference dial-in details and to provide the requisite identification documents.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

GetBusy plc

(Incorporated in England and Wales with company number 10828058)

Directors:

Paul Haworth
Paul Huberman
Dr Miles Jakeman
Nigel Payne
Clive Rabie
Daniel Rabie
Greg Wilkinson

Registered office:

Unit G South Cambridgeshire Business Park
Babraham Road
Sawston
Cambridgeshire
CB22 3JH

To the holders of ordinary shares of 0.15 pence each in the capital of the Company

6 April 2020

Dear shareholder

ANNUAL GENERAL MEETING

Enclosed with this letter, you will find:

- (i) the Notice of Annual General Meeting; and
- (ii) your Form of Proxy.

A copy of our Annual Report and Accounts for the year ended 31 December 2019 can be found at <https://www.getbusy.com/resources/financials-and-presentations>, or can be requested from the Company Secretary, Paul Haworth by e-mail to investors@getbusy.com.

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 page 4 of this document. Resolutions 1 to 4 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 5 and 6 are being proposed as special resolutions (and therefore need the approval of at least 75% of those shareholders who are present and voting in person or by proxy at the AGM).

1. Presentation of the Company's annual accounts (resolution 1)

Resolution 1 deals with the adoption of the annual accounts for the financial year ending 31 December 2019.

2. Re-election of Director (resolution 2)

Resolution 2 proposes that, having retired and offered himself for re-election, Paul Huberman be re-elected as a Director of the Company. Having considered the performance of each of the continuing Directors, the Board remains satisfied that their performance continues to be effective and that they demonstrate commitment to the role.

3. Re-appointment and remuneration of auditor (resolution 3)

Resolution 3 proposes the re-appointment of RSM UK Audit LLP as auditor of the Company and authorises the Directors to set the auditor's remuneration.

4. Authority to issue new ordinary shares (resolution 4)

It is considered prudent and is widely accepted practice amongst companies with shares admitted to trading on the AIM Market of the London Stock Exchange to maintain general authorities such as these so as to enable the Directors to take advantage of opportunities to develop the Company's business.

Under section 551 of the Companies Act 2006 (the "CA 2006"), the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by the shareholders to do so.

Resolution 4 will, if passed, authorise the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares, up to an aggregate nominal value of £24,450.00 (corresponding to approximately one-third of the issued share capital at 6 April 2020) and up to an additional aggregate nominal value of £48,900.00 (corresponding to approximately two-thirds of the issued share capital at 6 April 2020) 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.

This authority will expire no later than 15 months after the passing of the resolution. It is the Board's current intention to seek renewal of such authority at each future Annual General Meeting of the Company.

5. Authority to dis-apply pre-emption rights (resolutions 5 and 6)

Section 561(1) of the CA 2006 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 £3,667.50 corresponding to approximately 5 per cent. of the issued share capital of the Company at 6 April 2020. Accordingly, the Directors will only be able to issue this smaller amount (and not the full amount referred to in the notes to resolution 4) 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 6 seeks additional approval for the disapplication of pre-emption rights on shares issued for cash up to a further nominal value of £3,667.50 corresponding to approximately 5 per cent. of the issued share capital of the Company at 6 April 2020. This authority can only be exercised in connection with one or more acquisitions or specified capital investments.

Resolutions 5 and 6 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 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.

If resolutions 5 and 6 are passed, the authorities will expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, the date which is 15 months after the date of passing of the resolutions. It is the Board's current intention to seek renewal of such authorities at each future Annual General Meeting of the Company.

LOCATION OF MEETING

The AGM will be held at The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on 5 May 2020 at 11am BST.

RECOMMENDATION

The Board considers the resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of the resolutions, as each of the members of the Board who hold shares in the Company, intend to do in respect of their individual holdings of shares in the Company.

ACTION TO BE TAKEN

If you would like to vote on the resolutions, please complete and submit a Form of Proxy. Further information concerning the appointment of proxies is set out in the notes to the Notice of Annual General Meeting on page 4 of this document. In each case the proxy appointment must be received by the Company no later than 11am BST on 1 May 2020.

In the lead up to the Annual General Meeting, we are closely monitoring the impact of the Covid-19 virus in the United Kingdom. In light of current public health advice and "Stay at Home" legislation recently introduced, external shareholders (i.e. shareholders who do not also hold office as a director of the Company) are prohibited from attending the meeting in person. Accordingly, so as to ensure their vote is counted at the Annual General Meeting, all shareholders are asked to submit a Form of Proxy, instructing the Chairman of the Meeting on how they wish to vote on the proposed resolutions. Further, the Company will be providing a video conference call link to enable shareholders to follow proceedings of the meeting and potentially to ask questions remotely. All shareholders are encouraged to use these facilities should they wish to follow the meeting. Any shareholders who wish to join the meeting by video conference should contact the Company Secretary prior to the day of the meeting at investors@getbusy.com in order to request video conference dial-in details and to provide the requisite identification documents.

Yours faithfully

Dr Miles Jakeman, AM
Chairman

Notice of Annual General Meeting

GetBusy plc

(Incorporated in England and Wales with company number 10828058)

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**Meeting**") of GetBusy plc (the "**Company**") will be held at the offices of The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on 5 May 2020 at 11 am BST. You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions.

Ordinary business

Report and accounts

1. THAT the Company's annual accounts for the financial year ended 31 December 2019, together with the Directors' report and Auditor's report on those accounts, be received and adopted.

Re-election of Directors

2. THAT Paul Huberman, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.

Re-appointment and remuneration of auditor

3. THAT RSM UK Audit LLP be re-appointed as the Company's auditor 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 auditor.

Special business

Issue of ordinary shares

4. THAT the Directors be generally and unconditionally authorised and empowered pursuant to and 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/or grant rights to subscribe for or to convert any security into Ordinary Shares ("**Rights**"):
 - (i) up to an aggregate nominal value of £24,450.00 (being the nominal value of approximately one-third of the issued share capital of the Company); and
 - (ii) up to an aggregate nominal value of £48,900.00 (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 (i)) in connection with an offer by way of a rights issue or other pre-emptive offer to:
 - (a) the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and
 - (b) 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.

5. THAT, subject to the passing of resolution 4, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities by way of rights issue or other preemptive offer to:
 - (a) the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them; and
 - (b) 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 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

- (ii) the allotment of equity securities (otherwise than pursuant to paragraph (i) of this resolution) to any person up to an aggregate nominal amount of £3,667.50 (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.

6. THAT subject to and conditional upon the passing of resolutions 4 and 5, the Directors be authorised in accordance with section 570 of the CA 2006, in addition to any authority granted under resolution 5, to allot equity securities (as defined in Section 560 of the CA 2006) of the Company for cash as if section 561(1) of the CA 2006 did not apply to any such allotment, save that this authority shall be:
- (i) limited to the allotment of equity securities (otherwise than pursuant to paragraph (i) of resolution 5) up to a maximum aggregate nominal value of £3,667.50 (being the nominal value of 5 per cent. of the issued share capital of the Company); and
 - (ii) 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.

BY ORDER OF THE BOARD

Paul Haworth
Company Secretary

Registered office:
Unit G South Cambridge Business Park
Babraham Road
Sawston
Cambridgeshire
CB22 3JH

6 April 2020

Notes

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 the day that is 48 hours prior to the Meeting; or
 - if this Meeting is adjourned, at the time which is 48 hours 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 Form of Proxy with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
4. Due to the ongoing complications resulting from Covid-19, in order to ensure compliance with relevant legislation around social distancing and "Stay at Home Measures", the Company is required to restrict the proxy appointment right to a right to appoint the appointment of the Chairman of the Meeting only. Details of how to appoint the Chairman of the Meeting as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish to ask questions or speak at the Meeting you will need to use the video conference dial-in, in order to join the Meeting yourself remotely.
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 (the Chairman of the Meeting) will vote or abstain from voting at their discretion. Your proxy (the Chairman of the Meeting) will vote (or abstain from voting) as they think 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 Form of Proxy explain how to direct your proxy (the Chairman of the Meeting) how to vote on each resolution or withhold their vote.

To appoint the Chairman of the Meeting as your proxy using the Form of Proxy, the form must be:

- completed and signed;
- sent or delivered to the offices of the Company's registrars, Computershare Investor Services PLC in accordance with the reply paid details or by hand or courier only to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- received by Computershare Investor Services PLC 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 8 below in relation to the submission of a proxy appointment via CREST.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company whose capacity must be stated.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

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 notarised 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 - details of how to do this are included on the Form of Proxy

Appointment of proxies through CREST

7. As an alternative to completing the hard-copy Form of Proxy, CREST members who wish to appoint the Chairman of the Meeting as their proxy 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 (with such procedures, as applicable, being read in conjunction with the appointment restrictions detailed in these Notes). 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 the Chairman of the Meeting as proxy or an amendment to the instruction given to the Chairman of the Meeting as proxy previously, 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 the Chairman of the Meeting as 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 applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed the Chairman of the Meeting as your proxy using the hard-copy Form of Proxy and would like to change the instructions using another Form of Proxy, please contact the Company Secretary, Paul Haworth by e-mail to investors@getbusy.com.

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 notice clearly stating your intention to revoke your proxy appointment to Company Secretary, Paul Haworth by e-mail to investors@getbusy.com. 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 your proxy appointment will remain valid.

Corporate representatives

11. A corporation which is a member should appoint the Chairman of the Meeting as its proxy in the manner detailed above and in the notes to the Form of Proxy.

Issued shares and total voting rights

12. As at 5.00 pm on 6 April 2020, the Company's issued share capital comprised 48,900,000 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 6 April 2020 is 48,900,000.

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.

You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- any related documents (including the Form of Proxy),

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