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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

G = T BUSY

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

Notice of 2021 Annual General Meeting

to be held at The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on Thursday 6 May 2021 at 11 am 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 light of current public health advice and tight restrictions on gatherings, 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. As such, any external shareholders seeking to attend the meeting in person will be refused entry. Accordingly, so as to ensure the shareholders' 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.

In light of these restrictions, shareholders will be able to ask questions of the Board in advance of the Annual General Meeting. Details on how to do this are set out further in this document. Further, the Company will be providing a video conference call link to enable shareholders to follow proceedings of the meeting and potentially to ask any follow-up questions remotely after the business of the meeting has been concluded. All shareholders are encouraged to use these facilities should they wish to follow the meeting or ask follow-up questions of the auditor and about management following the conclusion of the official part of the meeting. Any shareholders who wish to follow 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 measures being taken by the UK Government to help contain the spread of COVID-19 are subject to change. Please check the Company's website www.getbusy.com in advance of the Annual General Meeting in case there are further changes to the arrangements for the Annual General Meeting.

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

Registered office:

Suite 8, The Works
Unity Campus
Pampisford
Cambridgeshire
CB22 3FT

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

1 April 2021

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 2020 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 8 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 9, 10, 11 and 12 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).

Explanatory Notes to the Resolutions

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 2020.

2. Re-election of Directors (resolutions 2 - 6)

Biographical details of all the Directors standing for re-election appear on pages 13 and 14 of the Annual Report 2020. Under the Company's Articles of Association, any directors (a) who have been appointed by the directors since the last annual general meeting, or (b) who were not appointed or reappointed at one of the preceding two annual general meetings, must retire from the office and may offer themselves for reappointment by the members. Resolutions 2 to 6 propose that, having retired and offered themselves for re-election, each of Dr Miles Jakeman, Daniel Rabie, Paul Haworth, Nigel Payne and Clive Rabie 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 7)

Resolution 3 proposes the re-appointment of RSM UK Audit LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and authorises the Directors to set the auditors' remuneration.

4. Authority to issue new ordinary shares (resolution 8)

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. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting.

Accordingly, resolution 8 will be proposed as an ordinary resolution to grant new authorities to allot ordinary shares and grant rights to subscribe for, or convert any securities into, shares (a) up to an aggregate nominal amount of £24,747.69 representing approximately one-third (33.33 per cent) of the issued share capital of the Company as at 31 March 2021 (being the latest practicable date prior to the publication of this document); and (b) in connection with a rights issue, up to an additional aggregate nominal amount of £49,495.38 corresponding to approximately two-thirds (66.67 per cent) of the issued share capital of the Company as at 31 March 2021 (being the latest practicable date prior to publication of this document).

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.

As at the date of this notice, the Company holds no treasury shares.

If given, this authority will expire at the Annual General Meeting in 2022 or, if earlier, the date which is 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 9 and 10)

Section 561(1) of the CA 2006 requires that on an allotment of equity securities for cash, such equity securities are offered first to existing shareholders pro rata to their holdings.

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.

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 £3,712.15 corresponding to approximately 5 per cent. of the issued share capital of the Company as at 31 March 2021 (being the latest practicable date prior to the publication of this notice). Accordingly, the Directors will only be able to issue this smaller amount (and not the full amount referred to in the notes to resolution 8) 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 9 seeks additional approval for the disapplication of pre-emption rights on shares issued for cash up to a further nominal value of £3,712.15 corresponding to approximately 5 per cent. of the issued share capital of the Company as at 31 March 2021 (being the latest practicable date prior to the publication of this notice). This authority can only be exercised in connection with one or more acquisitions or specified capital investments.

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.

Resolutions 9 and 10 reflect the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "**Statement of Principles**"). 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 (of a kind contemplated by the Statement of Principles most recently published prior to the date of this notice). 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 total issued ordinary share capital of the Company 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 9 and 10 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.

6. Authority to make market purchases of own shares (resolution 11)

This resolution will give the Company authority to purchase its own shares in the markets up to a limit of 10 per cent of its issued share capital. The maximum and minimum prices are stated in the resolution. The Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. The Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they may either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares.

7. Amendment of the Articles of Association (resolution 12)

The Board proposes resolution 12 as a special resolution to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**"). In light of the Covid-19 situation, the Board considers it prudent to update the articles of association of the Company to permit the Company to hold "hybrid" general meetings (including annual general meetings) in such a way that members can have the option to attend and participate either in person at the physical location of the meeting or by electronic facility or facilities. This gives the Board the flexibility to make use of technological advances should it choose to. Consequential changes to facilitate these amendments have been made throughout the New Articles. In line with the views of the Investment Association, Institutional Shareholder Services and others, the New Articles do not permit the Company to hold wholly electronic general meetings. The company will remain able to hold purely physical general meetings as at present and confirms that physical meetings will be held alongside any electronic meeting element. Other consequential amendments and clarificatory changes are also proposed to bring the existing Articles of Association into line with current legal requirements and best practice.

The New Articles together with a marked-up version of the Current Articles showing all of the proposed changes are available for inspection, as noted on page 10 of this document.

LOCATION OF MEETING

The AGM will be held at The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on 6 May 2021 at 11am BST.

RECOMMENDATION

The Board considers that all the proposed resolutions to be considered at the Annual General Meeting as set out in this document are in the best interests of the Company and will promote the success of the Company for the benefit 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. Please note that voting will only be able to take place by 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 4 May 2021.

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 tight restrictions on gatherings which are presently in place, and overriding health and safety concerns, the Board has decided to hold this year's Annual General Meeting as a closed meeting with only the minimum quorum of two shareholders present, which will be facilitated by the Company.

Accordingly, so as to ensure the shareholders' 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 any follow-up questions remotely after the formal business of the meeting has been concluded. All shareholders are encouraged to use these facilities should they wish to follow the meeting. If you would like to ask the Board a question about the business of the Annual General Meeting, please send it to the Company Secretary by email at investors@getbusy.com. We will endeavour to respond to all questions asked by email. Answers to common questions will also be published on our website at www.getbusy.com/investors. For further information about the process for asking questions please see 'Right to ask Questions' on page 7.

Any shareholders who wish to join the meeting by video conference should contact the Company Secretary prior to 11am BST on 4 May 2021 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

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 6 May 2021 at 11 am BST to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9, 10, 11 and 12 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 2020, together with the Directors' report and Auditor's report on those accounts, be received and adopted.

Re-election of Directors

2. THAT Dr Miles Jakeman, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
3. THAT Daniel Rabie, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
4. THAT Paul Haworth, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
5. THAT Nigel Payne, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
6. THAT Clive Rabie, 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

7. 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 set the remuneration of the auditors.

Special business

Issue of ordinary shares

8. 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 shares and grant rights to subscribe for, convert any security into, shares:
 - (i) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £24,747.69 (such amount to be reduced by the nominal amount allotted or granted under (ii) below in excess of such sum); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £49,495.38 (such amount to be reduced by allotments or grants made under paragraph (i)) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these 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 to subscribe for or to convert any security into shares, in pursuance of any such offer(s) or agreement(s) as if the authorisations conferred hereby had not expired.

9. THAT, subject to the passing of resolution 8 set out in the notice of the 2021 Annual General Meeting of the Company, the Directors be given power pursuant to sections 570 (1) and 573 of the Act to:
 - (i) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution;
 - (ii) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,
as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 9(ii), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the

directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (b) in the case of the authorisation granted under resolution 9(i) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £3,712.15,

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 treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired.

10. THAT, subject to the passing of resolutions 8 and 9 set out in the notice of the 2021 Annual General Meeting of the Company, the Directors be authorised in accordance with section 570(1) and 573 of the Act, in addition to any authority granted under resolution 9, to:

- (i) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (i) of that resolution 9; and
- (ii) used only in connection with an acquisition or a specified capital investment,

as if section 561(1) of the Act did not apply to any such allotment or sale, save that this power shall be:

- (a) limited to the allotment of equity securities for cash and the sale of treasury shares, up to a maximum aggregate nominal value of £3,712.15 (being the nominal value of 5 per cent. of the issued share capital of the Company); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

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 treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired.

11. THAT, the Company is generally and unconditionally authorised for the purposes of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its shares of 0.15 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of shares which may be purchased is 10 per cent of the Company's issued share capital;
- (b) the amount paid for each share (exclusive of expenses) shall not be less than 0.15 pence per share nor more than the higher of (1) five per cent. above the average of the middle market quotation for shares as derived from the AIM Section of the Daily Official List of the London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system;
- (c) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting to be held in 2022 or, if earlier, the date which is 15 months after the passing of the resolution; and
- (d) the Company may, before this authority expires, make a contract to purchase shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of shares pursuant to it as if this authority had not expired.

12. THAT, the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

BY ORDER OF THE BOARD

Paul Haworth

Company Secretary

Registered office:

Suite 8, The Works,
Unity Campus
Pampisford
Cambridgeshire, CB22 3FT

Registered in England and Wales No 10828058

1 April 2021

Notes to the Notice of Annual General Meeting

Impact of Coronavirus (COVID-19)

1. In light of the COVID-19 related Government measures which are presently in place to restrict social gatherings, and overriding health and safety concerns, the Board has decided that it would not be socially responsible for us to invite you to attend the Meeting in person this year. As a consequence, we are currently planning to hold this year's Meeting as a closed meeting with only the minimum quorum of two shareholders present, which will be facilitated by the Company. In the interests of safety, any shareholders seeking to attend in person (other than those forming the quorum) will be refused entry. The Board will, however, continue to monitor developments in case the position changes. If it does, we will notify you of any changes in our plans for the Meeting both by a regulatory news service announcement and via our website.

Entitlement to attend and vote

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast) 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.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint another person as your 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. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company.
4. 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 have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
5. Due to the ongoing complications resulting from Covid-19, in order to ensure compliance with relevant legislation around social distancing, voting will ONLY be conducted by proxy and shareholders are therefore encouraged to vote by proxy. In order to safeguard shareholders, no shareholders will be allowed access to the Meeting. 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.
6. 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. The completion of a proxy does not normally preclude a member from attending a meeting of the Company's shareholders but shareholders should note that in respect of the Meeting they **MAY NOT** attend in person and will be refused admission.

Right to ask questions

7. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Given the current restrictions on attending this year's **Meeting** and recognising the right of members to ask questions at the Meeting as described in the above paragraph, shareholders are requested to submit their questions in advance of the meeting to the Company Secretary at the registered office or via email to investors@getbusy.com with 'AGM 2021' in the subject line. We will provide written answers directly to questions received in this way. Answers to common questions will also be published on our website as soon as is practically possible (www.getbusy.com/investors), and hopefully before close of business on Friday 30 April 2021 in order to enable shareholders to consider them before lodging their proxy votes with the registrar. Answers that are published on our website may be grouped by the theme of the question to avoid repetition. Otherwise, shareholders are requested to send any questions to arrive no later than 10.00 am on Monday, 3 May 2021. In addition, shareholders who view the AGM proceedings online will be able to ask any follow-up questions via video facilities but after the official business of the Meeting has been concluded, although attending via the online facility does not constitute attendance in law and they will not have the ability to participate or vote.

Appointment of proxies using hard copy form

8. 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

9. 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

10. 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

11. 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

12. 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

13. Any corporation which is a member can authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Act, each representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative. However, as noted on page 5, given the restrictions on attendance at the Meeting in light of the ongoing COVID-19 pandemic, any appointed corporate representative (other than any forming the quorum, which will be facilitated by the Company) will not be admitted to the Meeting. As a consequence, corporate shareholders should instead appoint the Chairman of the Meeting as proxy in the manner detailed above and in the notes to the Form of Proxy.

Issued shares and total voting rights

14. As at 5.00 pm on 31 March 2021 (being the last practicable date prior to the publication of this notice), the Company's issued share capital comprised 49,495,381 ordinary shares of 0.15 pence 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 31 March 2021 is 49,495,381.

Documents on display

15. Copies of executive directors' service agreements, copies of the terms and conditions of appointment of non-executive directors, and a copy of the proposed amended articles of association and a copy of the existing articles of association marked up to show the changes being proposed in Resolution 12 available for inspection at the Company's registered office by prior appointment and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting. If you would like to view any of those documents, please email the Company Secretary with 'AGM 2021' in the subject line at investors@getbusy.com in order to arrange an appointment.

Communication

16. Except as provided above, members who have general queries about the Meeting should email 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.