

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action to take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.**

If you sell or have sold or otherwise transferred all of your ordinary shares in Imaginatik plc ("Imaginatik" or the "Company") please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors of the Company (the "Directors"), whose names appear on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **Imaginatik plc**

(Incorporated and registered in England & Wales with Registered No. 3936915)

### **NOTICE OF 2016 ANNUAL GENERAL MEETING**

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed resolutions, including the grant of authority to the Directors to allot relevant securities and the disapplication of pre-emption rights, is set out on pages 3 to 5 of this document. **You are recommended to vote in favour of the Resolutions to be proposed at the Annual General Meeting as the Directors intend to.**

The notice convening the Annual General Meeting of the Company is set out at the end of this document. The Annual General Meeting will be held at the offices of the Company's solicitors, Marriott Harrison LLP, at 11 Staple Inn, London WC1V 7QH on Tuesday 13 September 2016 at 1:00pm. **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by not later than 1:00pm on Friday 9 September 2016.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

This document does not comprise or form part of any offer or invitation to acquire or to dispose of or to subscribe for any interests in shares or securities in the Company and none of its contents nor the fact of its existence may be relied on in connection with any contract therefor.

## DEFINITIONS

<b><i>the "Act"</i></b>	the Companies Act 2006;
<b><i>"Annual General Meeting" or "AGM"</i></b>	the annual general meeting (and any adjournment of that meeting) of the Company to be held at the offices of the Company's solicitors, Marriott Harrison LLP, at 11 Staple Inn, London WC1V 7QH at 1:00pm on Tuesday 13 September 2016 and convened by the notice which is set out at the end of this document;
<b><i>"Articles"</i></b>	the Articles of Association of the Company;
<b><i>"Chairman"</i></b>	the Chairman of the Company;
<b><i>the "Company" or "Imaginatik"</i></b>	Imaginatik plc, registered number 3936915 and having its registered office at 22 Melton Street, London NW1 2BW;
<b><i>"Directors"</i></b>	the directors of the Company whose names are set out on page 3 of this document;
<b><i>"Form of Proxy"</i></b>	the form of proxy accompanying this document for use by Shareholders at the Annual General Meeting;
<b><i>"Notice of Annual General Meeting"</i></b>	the notice of the Annual General Meeting set out at the end of this document;
<b><i>"Ordinary Shares"</i></b>	ordinary shares of 1 penny each in the capital of the Company;
<b><i>"Resolutions"</i></b>	together the ordinary resolutions and the special resolution to be proposed at the Annual General Meeting;
<b><i>"Shareholders"</i></b>	the persons who are registered as holders of Ordinary Shares from time to time.

## Letter from the Chairman

### Imaginatik plc

(Incorporated and registered in England & Wales with Registered No. 3936915)

*Directors:*

Matthew Jonathan Cooper (Non Executive Chairman)  
Ralph Welborn (Chief Executive Officer)  
Shawn Karl Taylor (Chief Financial Officer and Chief  
Operating Officer)  
Simon Charles (Non Executive Director)

*Registered Office:*

22 Melton Street  
London  
NW1 2BW

22 August 2016

*To Shareholders and for information purposes only to the holders of options*

Dear Shareholder,

### **Notice of 2016 Annual General Meeting**

#### **Introduction and Background**

I am pleased to invite you to our Company's 2016 Annual General Meeting. The AGM gives the Directors the opportunity to present the Company's performance and strategy to Shareholders and to listen and respond to your questions. The AGM will address matters of Ordinary Business which are the matters usually covered at annual general meetings. We announced our final results for the 12 months ended 31 March 2016 on Wednesday 17 August 2016 and gave a trading update as part of that announcement.

By way of an explanation of the business to be put before the meeting, the proposed resolutions are as follows:

#### **Ordinary Business**

Resolution 1: This is to receive and adopt the report and accounts of the Company for the period ended 31 March 2016. Shareholders will have the opportunity to ask the Directors questions about the contents of the report and accounts at the AGM.

Resolution 2: This is to reappoint Grant Thornton UK LLP as the Company's auditors. The Directors remain satisfied with the performance and level of professional fees of Grant Thornton since their appointment in 2012 and are happy to continue with their audit services in respect of the 2016/17 financial year of the Company.

Resolution 3: This is to grant the Directors power to allot shares and rights to subscribe for shares.

The authority in Resolution 3 will if granted allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into shares up to a nominal value of

£303,657.19, which is equivalent to 20 per cent of the total issued Ordinary Share capital of the Company, as at the date of this document.

In the circumstances of the Company's recent successful share placing and open offer, the Directors do not have any present intention of exercising the authority to be given by Resolution 3 save in respect of certain grants of share options to employees but believe the flexibility afforded by having the authority would be of benefit to the Company if circumstances required the authority to be exercised in whole or in part. The Directors will therefore consider issuing further shares only if they believe it would be appropriate to do so in respect of opportunities that arise which are consistent with the Company's strategic objectives.

If the resolution is passed, the authority will expire on the earlier of the end of the AGM in 2017 or fifteen months after the date the resolution is passed.

Resolution 4: If the Directors wish to allot new shares and other equity securities for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 4 is to authorise the Directors to allot new shares pursuant to the authority given by Resolution 3, for cash in connection with a pre-emptive offer or otherwise up to a nominal value of £303,657.19 equivalent to 20 per cent of the total issued Ordinary Share capital of the Company as at the date of this document, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Board considers the authority in Resolution 4 to be appropriate in order to allow the Company the flexibility to finance any acquisitions or other opportunities without the need to comply with the strict requirements of the statutory pre-emption provisions. The Directors have no present intention of exercising either of these authorities.

The Company has agreed the extent of these proposed authorities with its nominated adviser, finnCap Limited.

#### **Action to be taken in respect of the Annual General Meeting by the holders of Ordinary Shares**

Set out at the end of this document is the notice convening the Annual General Meeting of the Shareholders to be held at the offices of the Company's solicitors, Marriott Harrison LLP, at 11 Staple Inn, London WC1V 7QH on Tuesday 13 September 2016 at 1:00pm, at which the Resolutions will be proposed.

A Form of Proxy for use at the Annual General Meeting of the Shareholders is enclosed with this document.

Whether or not you intend to attend and participate at the Annual General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Articles (including any ancillary documentation and evidence as may be required by the Articles) and returned to the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible, but in any event so as to be received not later than 1:00pm on Friday 9 September 2016.

The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

**Recommendation**

The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that you vote in favour of the Resolutions as set out in the Notice of the Annual General Meeting, as your Directors intend to do or procure to be done in respect of their legal and beneficial holdings of Ordinary Shares.

Yours faithfully

**Matt Cooper, Non Executive Chairman**

**Company Number: 3936915**

**IMAGINATIK PLC**

**(the "Company")**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING ("AGM")** of the Company will be held at the offices of the Company's solicitors:

**Marriott Harrison LLP, 11 Staple Inn, London WC1V 7QH on Tuesday 13 September 2016 at 1:00 pm.**

The meeting will be held in order to consider and, if thought fit, pass resolutions 1-3 as ordinary resolutions and resolution 4 as a special resolution. Resolutions 1-4 comprise Ordinary Business.

**Ordinary Business**

**Ordinary resolutions**

1. To receive and adopt the report and accounts of the Company for the period ended 31 March 2016.
2. To re-appoint Grant Thornton UK LLP as auditors to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid and to authorise the directors to fix the remuneration of the auditors.
3. That, in substitution for all previous authorities, the directors be generally and unconditionally authorised 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 or grant rights to subscribe for or to convert any security into shares up to a nominal amount of £303,657.19 such authorities to expire on the date which is earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

**Special resolution**

4. That, subject to the passing of resolution 3 above and in substitution for all existing powers given to the directors pursuant to section 570(1) of the Act, the directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by resolution 4 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(2) of the Act up to an aggregate nominal amount of £303,657.18 as if Section 561(1) of the Act did not apply to any such allotment, such authority to expire on the date which is earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting, but in each case, so that the

Company may make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted after the authority ends.

For the purposes of this resolution:

- (a) references to an allotment of equity securities shall include a sale of treasury shares; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

BY ORDER OF THE BOARD

Signed:



Shawn Taylor  
Director  
For and on behalf of Imaginatik Plc

Dated: 22 August 2016

Registered Office: 22 Melton Street, London, NW1 2BW

#### NOTES TO THE NOTICE OF 2016 ANNUAL GENERAL MEETING

##### **Entitlement to Attend and Vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended by the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009), the Company specifies that only those members registered on the Company's register of members at 1.00 p.m. on Friday 9 September 2016; or if this meeting is adjourned, at 1.00 p.m. on the day 48 hours (not accounting for any part of day that is not a working day) prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

##### **Appointment of proxies**

2. As a member of the Company, 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 and the Articles. Your attention is drawn in particular to article 69 of the Articles.

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.
5. If you do not give your proxy an indication of how to vote on any resolution, 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 proxy using hard copy proxy form**

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be: completed and signed and sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA and received by Neville Registrars Limited no later than 1.00 p.m. on Friday 9 September 2016. 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.

### **Appointment of proxy by joint members**

7. 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**

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. 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 Neville Registrars Limited on 0121 585 1131.

### **Termination of proxy appointments**

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating that you revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands,

B63 3DA. 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. Appointment of a proxy does not preclude you from attending the Meeting and voting in person.

### **Communication**

10. Except as provided above, members who have general queries about the Meeting should contact Neville Registrars Limited on 0121 585 1131 (no other method of communication will be accepted).

### **Corporate Governance**

11. Copies of the Directors' service agreements and engagement terms will be available for inspection during usual business hours on any weekday (Saturdays and Public Holidays excepted) at the registered office of the Company until the date of the Annual General Meeting and at the place of the meeting for a period of fifteen minutes prior to and until the termination of the meeting.