

**This document is important and requires your immediate attention.** If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own personal advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in Rosslyn Data Technologies plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the purchaser or transferee.



## **ROSSLYN DATA TECHNOLOGIES PLC**

*(incorporated and registered in England and Wales under number 08882249)*

### **Annual General Meeting 2022**

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Notice of the Annual General Meeting of Rosslyn Data Technologies plc to be held at the offices of Gracechurch Group, 48 Gracechurch Street, London, EC3V 0EJ at 10.30 a.m. on 6 December 2022 is set out on pages 2 and 3 of this document.

## Notice of Annual General Meeting 2022

Notice is hereby given that the 2022 Annual General Meeting of Rosslyn Data Technologies plc will be held at the offices of Gracechurch Group, 48 Gracechurch Street, London, EC3V 0EJ at 10.30 a.m. on 6 December 2022 to consider and, if thought fit, pass the resolutions set out below.

A form of proxy for the 2022 AGM does not accompany this Document. Instead, if you would like to vote on the Resolutions please see note 5 of the Notice. Please note that additional information concerning the proposed Resolutions is included in the explanatory notes, which accompany and form part of this Notice of Annual General Meeting.

The Annual Report and Accounts are available on the Company's website at <https://www.rosslyn.ai/> and was posted to shareholders on 31 October 2022. For new shareholders that have joined the Company since 31 October 2022, a copy of the Annual Report and Accounts is enclosed.

Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolution 7 will be proposed as a special resolution:

### Ordinary Resolutions

1. To receive and consider the Company's annual financial statements, together with the reports of the Directors and of the auditor of the Company, for the year to 30 April 2022.
2. To re-appoint Evelyn Partners formally known as Nexia Smith & Williamson as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.
3. To authorise the Directors of the Company to determine the auditor's remuneration.
4. To re-elect Bernard Quinn, who retires as a Director by rotation, as a Director of the Company.
5. To re-elect Paul Watts, who retires as a Director by rotation, as a Director of the Company.
6. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the Act"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £169,931. This authority, unless duly renewed, varied or revoked by the Company, will expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

### Special Resolution

7. That subject to and conditional on the passing of Resolution 6, the Directors of the Company be and are hereby authorised pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash as if Section 561(1) of the 2006 Act did not apply to any such allotment provided that this authority shall be limited to the allotment of shares pursuant to the authorities contained in Resolution 6. This authority, unless duly renewed, varied or revoked by the Company, will expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

By Order of the Board

**James Appleby**

*Chairman*

Rosslyn Data Technologies plc  
1000 Lakeside North Harbour  
Western Road  
Portsmouth  
Hampshire  
PO6 3EN

11 November 2022

## **Explanatory notes to the Annual General Meeting Notice**

The following notes have been prepared to provide members with information to assess the merits of the Resolutions contained within the Notice of Annual General Meeting convening the Annual General Meeting of the Company to be held on 10.30 a.m. on 6 December 2022. Capitalised terms used in these notes shall bear the meanings given to them in the Notice of Annual General Meeting.

### **Resolution 1 – To receive the annual financial statements (ordinary resolution)**

The Directors will present their report, the Auditor's Report and the audited financial statements for the financial year ended 30 April 2022 to the meeting. This gives shareholders an opportunity to ask questions on the contents and on the performance of the Company generally.

### **Resolutions 2 and 3 – Re-appointment of the auditor and setting the auditor's remuneration (ordinary resolutions)**

The Company is required to appoint an auditor at each general meeting at which accounts of the Company are laid before the members of the Company. Nexia Smith & Williamson has indicated its willingness to be re-appointed as auditor of the Company and accordingly Resolution 2 proposes that Nexia Smith & Williamson be re-appointed as auditor of the Company. Resolution 3 gives the Directors the authority, in accordance with standard practice, to negotiate and agree the remuneration of the auditor. In practice the Audit Committee will consider and approve the audit fees on behalf of the Board.

### **Resolutions 4 and 5 – Election of Directors (ordinary resolutions)**

The Company's Articles of Association require that any Director appointed by the other Directors of the Company shall retire at the next Annual General Meeting of the Company and also provide that each Director so retiring shall be eligible for re-appointment. The Company's Articles of Association also require one-third of Directors to retire by rotation. Accordingly, Bernard Quinn and Paul Watts are retiring and, being eligible, offer themselves for re-election. Biographical details of each Director can be found within the annual report for the year ended 30 April 2022 (the "Annual Report"). As noted in the Annual Report, Bernard Quinn is due, in line with best practice corporate governance, to retire from the Board before his ninth anniversary in April 2023 and is working with the Board to assist in the identification of a suitable successor. The Directors continue to believe that the Board continues to maintain an appropriate balance of knowledge and skills and that the Non-Executive Directors are independent in character and judgement. Accordingly, all the Directors recommend that all other Directors be re-elected; however, no Director makes any recommendation in respect of himself.

### **Resolution 6 – Authorisation to allot relevant securities (ordinary resolution)**

Under Section 551 of the 2006 Act, the Directors of the Company require the authority of the shareholders of the Company to be able to issue shares in the capital of the Company. This resolution gives authority to the Directors of the Company to allot ordinary shares of £0.005 each in the capital of the Company. Resolution 6 permits Directors to allot shares up to an aggregate nominal value of £169,931, representing approximately 10% of the Company's issued share capital. Any further issues of share capital over and above these amounts would require the Directors to seek a fresh approval from shareholders. Unless revoked, varied or extended, the Directors' authorities granted pursuant to this resolution will expire on the earlier of the date which is 15 months after the resolution is passed and the conclusion of the next Annual General Meeting of the Company.

### **Resolution 7 – Disapplication of statutory preemption rights (special resolution)**

This resolution gives the Directors of the Company the authority to allot equity securities on a non-pre-emptive basis solely for the purposes of an allotment of shares in the Company pursuant to an authority given by Resolution 6. It will disapply the statutory pre-emption rights for such allotments until the earlier of the date, which is 15 months after the resolution, is passed and the conclusion of the next Annual General Meeting of the Company.

## **Further notes**

### **Annual financial statements**

The Company's annual financial statements, together with the reports of the Directors and of the auditor, are available to download from the Investors page of the Company's website (<https://www.rosslyn.ai/>). Shareholders for whom a current address is held will also receive a copy by post.

### **Right to ask questions at the Annual General Meeting (AGM)**

Members are invited to submit questions before the meeting to [investors@rosslyn.ai](mailto:investors@rosslyn.ai) and a representative selection of these questions will be addressed in the meeting. Members will also be able to ask questions at the meeting. The Company must cause to be answered any such question being related to the business being dealt with at the meeting, but no such answer need be given if:

- 1) to do so would interfere unduly with the meeting or cause confidential information to be disclosed;
- 2) the answer has already been given on a website in the form of an answer to a question; or
- 3) it is not in the interests of the Company or the good order of the meeting to be answered.

## Notice of Meeting Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 2 December 2022. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
3. 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).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You can vote either:
  - a. by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
  - b. you may request a hard copy form of proxy directly from the registrars, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales; or
  - c. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.30 a.m. on 2 December 2022.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

9. In order for a proxy appointment or instruction 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10.30 a.m. on 2 December 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system 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.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. Total voting rights as at 11 November 2022 in the issued share capital of the Company consist of 339,862,521 ordinary shares of £0.005 each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 11 November 2022 is 339,862,521.
13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. Any shareholder 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.

15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at <https://www.rosslyn.ai/investors>.

**Corporate bodies**

A corporate body may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The representative should bring to the meeting evidence of his or her appointment, unless it has previously been given to the Company.

**Recommendation**

The Directors consider that each of the proposed Resolutions set out in the Notice of Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as they and those connected with them intend to do in respect of their own beneficial shareholdings.



Link Group, the company's registrar, has launched a shareholder app: LinkVote+.

It's free to download and use and gives shareholders the ability to access their records at any time and attend virtual AGMs.

The app also allows users to submit a proxy appointment quickly and easily online rather than through the post.



The app is available to download on the Apple App Store and Google Play



If you wish to embed links to your investor relations page etc., please use the links below:

Apple / iOS: <https://apps.apple.com/us/app/linkvote/id1568438770>

Android / googleplay: <https://play.google.com/store/apps/details?id=com.linkgroup.engage>

You can also use the following QR Codes:

Apple / iOS



Android / google play

