

reach4entertainment enterprises plc

Registered in England and Wales with Company Number 02725009

**NOTICE OF ANNUAL  
GENERAL MEETING**

**30 June 2015**



NOTICE IS HEREBY GIVEN that the fourteenth Annual General Meeting of reach4entertainment enterprises plc (the "Company") will be held at 10:30 am on Tuesday 30 June 2015 at the offices of the Company at Wellington House, 125 Strand, London, WC2R 0AP, in order to transact the following business:

## **ORDINARY RESOLUTIONS**

### **Report and Accounts for the year ended 31 December 2014**

1. To consider and, if thought fit, approve and adopt the audited accounts of the Company for the year ended 31 December 2014, together with the Directors' Report and the Auditors' Report therein.

### **Directors' Remuneration Report for the year ended 31 December 2014**

2. To consider and, if thought fit, approve the Directors' Remuneration Report for the year ended 31 December 2014.

### **Re-election of Director**

3. To re-elect Richard Ingham as a Director.

### **Re-appointment of Auditors**

4. To re-appoint Baker Tilly UK Audit LLP as Auditors of the Company, to hold office until the conclusion of the next general meeting at which Accounts are laid before the members.

### **Remuneration of Auditors**

5. To authorise the Directors to fix the remuneration of the Auditors.

### **Directors' authority to allot shares**

6. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise the powers of the Company to allot additional shares in the capital of the Company, or to grant rights to subscribe for or to convert any security into additional shares in the capital of the Company, such additional number of shares to be limited to an aggregate nominal value of £10,000,000.

This authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the conclusion of the next annual general meeting of the Company or the date 15 months from the date this resolution comes into effect save that the Company may, before such expiry, make any offers or agreements which would or might require such shares or rights to be allotted or granted and the Directors may allot such shares or grant such rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

This resolution shall revoke and replace all unexercised authorities previously granted to the Directors in accordance with Section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

### **Disapplication of pre-emption rights**

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

THAT, the Directors be and are hereby empowered to allot or make offers or agreements to allot additional equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 6 above, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- 7.1 the allotment of additional equity securities in connection with an offer by way of a rights issue, open offer or otherwise:
- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (b) to holders of other equity securities as required by the rights of those securities or as the Directors may otherwise consider necessary;
- but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems arising in connection with the laws of any territory, or the requirements of any generally recognised regulatory body or stock exchange in any territory; and
- 7.2 the allotment (otherwise than pursuant to paragraph 7.1 above) of additional equity securities up to an aggregate nominal value of £10,000,000.

This authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the conclusion of the next annual general meeting of the Company or the date 15 months from the date this resolution comes into effect save that the Company may, before such expiry, make any offers or agreements which would or might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

This resolution shall revoke and replace all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

#### **Company's authority to purchase its own shares**

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

THAT, pursuant to the Company's Articles of Association, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 2.5 pence each in the capital of the Company, subject to the following conditions:

- (a) the maximum number of ordinary shares which may be hereby purchased is 14.99% of the Issued Share Capital;
- (b) the minimum price, exclusive of expenses, which may be paid for each ordinary share is 2.5 pence;
- (c) the maximum price, exclusive of expenses, which may be paid for each ordinary share is not more than five per cent above the average of the middle market quotations for the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days preceding any such purchase.

This authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the conclusion of the next annual general meeting of the Company or the date 15 months from the date this resolution comes into effect, except in relation to a purchase of such shares the contract for which was concluded before such time and which will or may be executed wholly or partly after such expiry, when the Company may purchase ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired.

*By order of the Board*

**Cargil Management Services Limited**

*Company Secretary*

03 June 2015

Registered office: Wellington House, 125 Strand, London, WC2R 0AP

## **Explanatory Notes to the Notice of Annual General Meeting**

### **Formalities of the Meeting**

Shareholders who are unable to attend the meeting in person may appoint one or more proxies to attend in their place. A proxy need not be a shareholder of the Company. A Form of Proxy, including details of how to complete it, is enclosed with the Notice of Meeting for this purpose, and further information on proxies and voting is also given below.

### **Report and Accounts for the year ended 31 December 2014 (resolution 1)**

The Directors must lay the Company's Accounts, the Directors' Report and the Auditors' Report before the shareholders at a general meeting. This is a legal requirement after the Directors have approved the Accounts and the Directors' Report, and the Auditors have prepared their Report.

### **Directors' Remuneration Report for the year ended 31 December 2014 (resolution 2)**

The Directors must include specified information within their Remuneration Report in accordance with the Directors' Remuneration Report Regulations 2002. The Directors' Remuneration Report for the year ended 31 December 2014 has been prepared accordingly and approved by the Directors, and is included within the Report and Accounts 2014.

Members must, under the regulations, be given the opportunity to approve it. While the vote is advisory, it will be taken into account when considering the future operation and development of the Company's remuneration policy.

### **Re-election of Director (resolution 3)**

The Company's Articles of Association require that the number nearest to but not exceeding one third of the Directors shall retire from office by rotation. One Director is therefore required to retire by rotation at the forthcoming AGM. The Director required to retire by rotation is the Director who has been longest in office since their last appointment or re-election. The Director required to retire by rotation was determined by the drawing of lots. Richard Ingham was so selected and, being eligible, offers himself for re-election as a Director.

### **Re-appointment of Auditors (resolution 4)**

At each meeting at which accounts are laid before the members, the Company is required to appoint Auditors to serve until the next such meeting.

### **Remuneration of Auditors (resolution 5)**

This resolution gives authority to the Directors to determine the Auditors' remuneration, which is then disclosed in the annual accounts of the Company.

### **Directors' authority to allot shares (resolution 6)**

This resolution deals with the Directors' authority to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in accordance with Section 551 of the Companies Act 2006. Renewal of this authority is sought by the Company at the AGM each year.

The resolution gives the Directors general powers of allotment of shares, up to the stated maximum.

### **Disapplication of pre-emption rights (resolution 7)**

Renewal of this authority is sought by the Company at the AGM each year. Shareholders have 'rights of pre-emption' in relation to the issue of new shares; that is to say, the shares must be offered first to the existing shareholders in proportion to their holdings. Under Section 561(1) of the Companies Act 2006 the Directors require the authority of the shareholders if they wish to disapply these rights.

In the case of a rights issue or open offer, there could be legal, regulatory or practical difficulties in issuing new shares to some shareholders, and Resolution 7.1 permits the Directors to make the appropriate exclusions or arrangements to deal with this.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to issue shares to another party or parties without first offering them to existing shareholders, for example, to finance a business opportunity. Resolution 7.2 gives them authority to do so, up to the stated limits, and would enable such transactions to be completed rapidly.

**Company's authority to purchase its own shares (resolution 8)**

Renewal of this authority is sought at the AGM each year. The Directors believe that it is advantageous for the Company to have the flexibility to purchase its own shares, and this resolution provides the authority from shareholders for it to do so, within the stated limits.

The Directors have no present intention to buy in shares, and will only do so if it becomes possible on terms which they believe to be in the best interests of the shareholders generally. Any shares purchased would either be cancelled or held as treasury shares, in which case they could be held in the name of the Company pending resale.

**Recommendation**

**The Directors believe that the proposals set out in the Notice of Annual General Meeting are in the best interests of the shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each resolution, as they intend to do in respect of their own shares in the Company.**

## Notes:

1. **Issued Share Capital:** at the date of this notice, the issued share capital of the Company was 74,894,792 Ordinary Shares of 2.5p each and the total number of voting rights was 74,894,792.
2. **Entitlement to Attend and Vote at the Meeting:** only holders of Ordinary Shares are entitled to attend and vote at this meeting. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting.
3. **Your Voting Instructions:** please indicate on the Form of Proxy how you wish your votes to be cast in respect of the resolutions to be proposed at the meeting. If you do not indicate how you wish your proxy to use your votes, the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting. Your proxy will have the authority to vote at his discretion on any amendment or other motion proposed at the meeting, including any motion to adjourn the meeting.
4. **Appointing One or More Proxies:** if you prefer to appoint some other person or persons as your proxy, strike out the words “the Chairman of the Meeting, or” and insert in the blank space the name or names preferred and initial the alteration.
5. **Joint Shareholders:** in the case of joint holders, the signature of the holder whose name stands first in the relevant register of members will suffice as the vote of such holder and shall be accepted to the exclusion of the votes of the other joint holders. The names of all joint holders should, however, be shown.
6. **Execution of the proxy where the shareholder is an individual:** the proxy must be signed by the appointor or his agent duly authorised in writing and must be received not less than 48 hours 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 a notarially certified copy of such authority) under which it is signed.
7. **Execution of the proxy where the shareholder is a corporation:** this form must be executed either under its common seal or under the hand of an officer or agent duly authorised in writing and must be received not less than 48 hours 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 a notarially certified copy of such authority) under which it is signed.
8. **How to lodge the proxy form:** the Form of Proxy has been sent to you by post. It may be returned in an envelope to the FREEPOST address shown on the form; or by post, courier or by hand to the Company’s Registrars, Capita Asset Services, (PXS), 34 Beckenham Road, Beckenham, Kent BR3 4TU. CREST members should use the CREST electronic proxy appointment service and refer to note 9 below in relation to the submission of a proxy appointment via CREST.
9. **Appointing a proxy or proxies through CREST:** members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Euroclear UK & Ireland Limited 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.

10. **Regulation 41 (1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755):** pursuant to this regulation, the Company has specified that only those members registered on the register of members of the Company at 6 pm on 26 June 2015 shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after 6 pm on 26 June 2015 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
11. You may submit your proxy electronically using the Share Portal service at [www.capitashareportal.com](http://www.capitashareportal.com). If not already registered for the Share Portal, you will need your investor code which can be located on your share certificate.

