

KAZERA GLOBAL PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Kazera Global plc (the “**Company**”) will be held at Lakeside, Fountain Lane, St Mellons, Cardiff CF3 0FB on 17th January 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution:

Ordinary Business

1. **TO** receive and adopt the Accounts for the period ended 30 June 2019 together with the reports of the Directors and of the Auditors thereon.
2. **TO** re-elect Charles Giles Clarke as a Director who retires in accordance with the Company’s Articles of Association and offers himself for re-election.
3. **TO** re-election John Nicholas Harrison as a Director who retires in accordance with the Company’s Articles of Association and offers himself for re-election.
4. **TO** re-appoint PKF Littlejohn LLP as Auditors of the Company and to authorise the Audit Committee to determine their remuneration.
5. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**Act**”) the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Act):
 - 5.1. up to an aggregate nominal amount of £1,956,852 (such amount to be reduced by the nominal amount of any equity securities allotted under resolution 5.2 below) in connection with an offer by way of a rights issue:
 - 5.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 5.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - 5.2. in any other case, up to an aggregate nominal amount of £978,426 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 5.1 of this resolution above in excess of £978,426).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company

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may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities 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 Business

6. **THAT**, subject to the passing of Resolution 5, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - 6.1. the allotment of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - 6.2. the allotment (otherwise than pursuant to resolution 6.1 above) of equity securities up to an aggregate nominal amount of £978,426.

The power granted by this resolution will expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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Report and Financial Statements

The Company's Report and Financial Statements for the year ended 30 June 2019 are now available on the Company's website – www.kazeraglobal.com, accessible under the "Investor Relations" section. For those shareholders who have elected to receive paper communications, copies of the Annual Report and Financial Statements are enclosed with this notice.

By order of the Board

Brian James
Company Secretary

Registered Office
Lakeside
Fountain Lane
St. Mellons
Cardiff CF3 0FB

DATE: 20 December 2019

Notes

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at close of business on 15 January 2020; or, if this Meeting is adjourned, at close of business on the day two days (excluding any part of a 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. You can only appoint a proxy using the procedures set out and referred to in these notes.
3. You may appoint a proxy, and vote, either:
 - 3.1. by visiting www.signalshares.com, and following the instructions;
 - 3.2. by requesting a hard copy form of proxy directly from the registrars, Link Asset Services, by telephone on 0371 664 0391. 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. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - 3.3. in the case of CREST members, by utilizing the CREST electronic proxy appointment service in accordance with the procedures set out below.

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4. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system (Link ID: RA10), the CREST message must be received by the issuer's agent by 10.30 a.m. on 15 January 2020. 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company or its Registrars may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your Form of Proxy must be received by the Company's Registrars by no later than 10.30 a.m. on 15 January 2020.