

**16<sup>th</sup> THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your ordinary shares in Falanx Group Limited, you should pass this document, together with the accompanying form of proxy and other documents enclosed herein, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

**FALANX GROUP LIMITED  
NOTICE OF ANNUAL GENERAL MEETING**

## **Notice of Annual General Meeting**

Notice of the annual general meeting which has been convened for 9:00AM on 17 December 2020 at the offices of the Company, 5<sup>th</sup> Floor, the Blade, Reading, RG1 3BE is set out at page 5 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon, so as to be received by the Company as soon as possible and in any event not later than 9:00AM on 15 December 2020. **Forms need to be delivered to Computershare Investor Services (BVI) Limited, The Pavilions, Bridgwater Road BS99 6ZY.**

**FALANX GROUP LIMITED ("Company")**  
**(Incorporated and registered in the British Virgin Islands under company number 1730012)**

**Registered Office**  
Kingston Chambers  
Road Town  
Tortola  
British Virgin Islands

16 November 2020

To the Holders of Falanx Group Limited Shares

Dear Shareholder,

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

I am pleased to be writing to you with details of our annual general meeting ("**AGM**") which we are holding virtually from the offices of the Company, 5<sup>th</sup> Floor, the Blade, Reading, RG1 3BE on 17 December 2020 at 9:00AM. The formal notice of the AGM is set out at page 5 of this document.

This meeting, like many other company meetings during the COVID-19 crisis and given the associated health risks to attendees and staff, will be a closed meeting. Except for the chairman of the AGM and one other shareholder or proxy (which will be arranged by the Company to allow for a quorum to be present at the meeting), shareholders and proxies will not be able to attend and vote at the AGM in person.

**The Board strongly advises shareholders to vote by proxy, appointing the chairman of the meeting, in accordance with the Notice of the AGM as any other person appointed as proxy will not be permitted to attend the AGM.**

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the proxy form accompanying this notice and return it to the Company's registrars, Computershare Investor Services (BVI) Limited, The Pavilions, Bridgwater Road BS99 6ZY, as soon as possible. They must receive it by not later than 9:00AM on 15 December 2020.

A separate opportunity to ask questions of the board and management team will be published shortly.

### **Business of the AGM**

In addition to the ordinary business of the AGM, the board is proposing:

- that the directors be authorised to allot up to 105,080,237 new ordinary shares, and
- that the directors be authorised to allot up to 105,080,237 of these 105,080,237 new ordinary shares on a non-pre-emptive basis.

In accordance with the Company's memorandum and articles of association (described below) the board is requesting authority from the members of the Company to make these allotments.

The board considers that that they need flexibility to use shares to fund general growth and acquisitions and in doing so, need flexibility as to the process for issue of shares. This represents 20% of the current issued capital in accordance with the guidance from the Pre-Emption Group (“PEG”) on 1 April 2020 (as updated on 4 September 2020) and is a prudent measure taken by many other companies in respect of the ongoing COVID-19 pandemic. The directors intend to use any authority to issue shares to promote the best interests of the Company having regard to the particular circumstances at that time and the then guidance from PEG.

A further resolution is proposed to vary the memorandum and articles of association to allow for greater flexibility in the use of participating in meetings via electronic means and document dissemination via electronic means as a result of the ongoing COVID-19 situation.

Explanatory notes on all the business to be considered at this year’s AGM can be found on pages 7 to 8. Please also read the explanatory notes accompanying the notice carefully.

### **Recommendation**

The board considers that all of the resolutions are in the best interests of the Company and its shareholders, and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the board unanimously recommends that you vote in favour of all resolutions.

### **Share Capital**

As at the date of this notice the Company has 525,401,185 ordinary shares of no par value in issue.

Yours sincerely

**Alex Hambro**  
**Chairman**

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice of AGM published to Shareholders	16 November 2020
Latest time and date for receipt of Forms of Proxy	9:00am on 15 December 2020
Annual general meeting	9:00AM on 17 December 2020

# Notice of the Annual General Meeting

## FALANX GROUP LIMITED Company Number 1730012

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting of Falanx Group Limited ("**Company**") will be held at the offices of the Company 5<sup>th</sup> Floor, the Blade, Reading, RG1 3BE on 17 December 2020 at 9:00AM to consider, and if thought fit, pass the resolutions of members specified below.

As a result of the current restrictions on public gatherings, shareholders will not be permitted to attend the Annual General Meeting in person so all resolutions will be taken on a poll.

### **Resolutions of Members**

That the following resolutions be considered as resolutions of members:

#### **Ordinary Resolutions**

1. **Ordinary Resolution 1: Reports and Accounts**

**THAT** the audited financial statements of the Company for the financial year ended 31 March 2020 (the "**Annual Accounts**") together with the reports on the Annual Accounts of (i) the directors of the Company (the "**Directors**") and (ii) the auditors of the Company ("**Auditors**") (the "**Annual Reports**") be received and adopted.

2. **Ordinary Resolution 2: Appointment of Auditors**

**THAT** BDO LLP be reappointed as Auditors to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.

3. **Ordinary Resolution 3: Remuneration of Auditors**

**THAT** the Directors be granted authority to determine the Auditors' remuneration.

4. **Ordinary Resolution 4: Approval of Remuneration Committee Report (advisory only)**

**THAT** the report of the remuneration committee is adopted (advisory only and non-binding)

5. **Ordinary Resolution 5: Re-election of Director**

**THAT** Emma Shaw be re-elected as a Director.

6. **Ordinary Resolution 6: Change in Memorandum and Articles of Association**

**THAT** the memorandum and articles of association be amended and restated to allow greater flexibility for the Company to conduct its formal business in a remote environment and to allow full use of online media for all shareholder

documentation and communications as practiced by other similar companies and approval is given for the Company to amend and restate the memorandum and articles of association in the form as signed by the chairman of the Annual General Meeting for identification purposes, in lieu of the existing memorandum and articles of association of the Company.

7. **Ordinary Resolution 7: Approval of provisions of notices and documents via electronic means**

**THAT** the Company may send or notice, document (including, without limitation, the annual accounts and reports) or other information by making them available on a website or any other electronic means.

8. **Ordinary Resolution 8: Authority of Directors to Allot and Issue Ordinary Shares**

**THAT** the Directors be and are hereby generally and unconditionally authorised (in addition to but not in substitution for all previous authorities conferred upon the Directors and without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot and issue or grant rights to subscribe for ordinary shares of no par value in the Company ("**Shares**") up to an aggregate amount of 105,080,237 Shares to such persons at such times and generally on such terms and conditions as the Directors may determine (the "**Allotment Shares**") (subject always to the articles of association of the Company, and to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter whatever) **PROVIDED THAT** the authority and power granted by this resolution shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

9. **Ordinary Resolution 9: Disapplication of Pre-emption Rights on Allotment of Ordinary Shares**

**THAT** subject to and conditional upon the passage of Ordinary Resolution 8 above, and in addition but not in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby generally and unconditionally authorised to allot and issue Allotment Shares without first offering them to existing shareholders in proportion to their respective holdings of Shares provided that this authority and power shall be:

(a) limited to the allotment and issue of up to an aggregate amount of 105,080,237 of the Allotment Shares;

(b) and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever,

**PROVIDED THAT** the authority and power granted by this resolution shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

By Order of the Board

**Alex Hambro**  
**Chairman**  
16 November 2020

Registered Office:  
Kingston Chambers  
Road Town  
Tortola  
British Virgin Islands



# Notice of the Annual General Meeting (continued)

## EXPLANATORY NOTES TO EACH RESOLUTION

The following notes give an explanation of the proposed resolutions

### **Resolutions of Members**

The resolutions below are proposed as resolutions of members. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

### **Report and Accounts (Ordinary Resolution 1)**

Ordinary Resolution 1 proposes the adoption of the financial statements of the Company for the financial year ended 31 March 2020.

Article 15.2(a) of the Company's Articles of Association (the "**Articles**") requires the Directors to present the Annual Accounts and Annual Reports to the AGM.

### **Appointment of Auditors (Ordinary Resolution 2)**

Ordinary Resolution 2 proposes the appointment of BDO LLP ("**BDO**") as auditors of the Company. BDO were appointed as auditors in May 2019

Article 15.2(d) requires the Directors to present the appointment of auditors to the AGM.

### **Remuneration of Auditors (Ordinary Resolution 3)**

Ordinary Resolution 3 proposes the Directors be granted authority to determine the remuneration of BDO.

Article 15.2(e) requires the Directors to present the remuneration of the Company's auditors to the AGM.

### **Approval of Remuneration Committee Report (Ordinary Resolution 4)**

As an AIM listed company this is non-binding and is advisory only.

### **Re-election of Director (Ordinary Resolution 5)**

Ordinary Resolution 5 proposes the re-election of Emma Shaw as a Director.

Articles 20.12 and 15.2(c) require that any Directors appointed shall submit themselves for re-election by the members of the Company at the first AGM since their appointment.

### **Change in Memorandum and Articles of Association (Ordinary Resolution 6)**

As a result of COVID-19 to change the quorum criteria for a general meeting from being 30% of shareholders to 2 members in line with other UK AIM listed companies and to allow

the distribution of all shareholder communications such as but not limited to annual reports, meeting notices by solely electronic media as opposed to printed copies.

### **Approval of the provisions of notices and documents via electronic means (Ordinary Resolution 7)**

Ordinary Resolution 7 authorises the Company to provide any notice, document (including, without limitation, the annual accounts and reports) or other information via publication on a website or other electronic means rather than being required to provide shareholders with hard copy documents.

### **Authority of Directors to Allot and Issue Ordinary Shares (Ordinary Resolution 8)**

Ordinary Resolution 8 proposes to unconditionally authorise the Directors to allot and issue new ordinary shares of no par value in the Company ("**Shares**") or to grant rights to subscribe for Shares up to an aggregate amount of 105,080,237 Shares (the "**Allotment Shares**") which is approximately equal to twenty per cent. of the issued share capital of the Company as at 15 November 2020 (being the latest practicable date prior to the publication of this document).

The Directors currently intend only to make use of this authority (a) to issue Shares as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; and/or (b) in connection with an offer for subscription or placing of Shares with investors to raise additional funds for the Company.

Article 4.4 empowers the Directors to allot and issue Shares on such terms as they see fit, if so authorised by a resolution of members of the Company.

This authority to allot and issue Shares shall last no more than 15 months and shall in any event expire at the conclusion of the next annual general meeting or after 15 months, whichever is the earlier.

The Directors may take any steps they deem necessary or expedient to perfect this issue of Shares.

### **Disapplication of Pre-emption Rights on Allotment of Ordinary Shares (Ordinary Resolution 9)**

Ordinary Resolution 9 proposes to unconditionally authorise the Directors to allot and issue up to 105,080,237 of the Allotment Shares (which is approximately equal to twenty per cent. of the issued share capital of the Company as at 15 November 2020) without first being required to offer such securities to existing shareholders in proportion to their respective holdings of Shares as required by Article 4.2.

Article 4.2 provides that the pre-emption requirement contained in Article 4.2 may be misapplied by a resolution of the Company's members.

Article 4.6 provides that any such disapplication of pre-emption rights shall last no more than 15 months and shall in any event expire at the conclusion of the next annual general meeting or after 15 months, whichever is the earlier.

The Directors may take any steps they deem necessary or expedient to perfect this issue of Shares.

# Notice of the Annual General Meeting (continued)

## Notes:

1. The Company specifies that only those members registered in the register of members of the Company at the close of business two days before the meeting or any adjournment thereof, shall be entitled to attend, speak or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the relevant register of securities later than this shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
2. Information regarding the meeting can be found at the Company's website [www.falanxgroup.com](http://www.falanxgroup.com), including information on the number of shares and voting rights.
3. Any member who is entitled to attend and vote at this meeting is entitled to appoint one or more persons as proxies to attend, speak and vote on their behalf at the meeting or any adjournment of it. A proxy need not be a member of the Company. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.
4. A form of proxy is provided with this notice. 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. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holders name and number of shares in relation to which they authorised to act as your proxy. Please also indicate if the proxy is one of multiple instructions being given.
5. All forms must be signed and should be returned together in the same envelope. To be valid, a form of proxy together with any power of attorney or other authority under which it is executed or a copy thereof certified notarially or as the Directors shall accept must be lodged at the Company's registrars – Computershare Investor Services (BVI) Limited, The Pavilions, Bridgwater Road BS99 6ZY, so as to arrive not later than 48 hours before the start of the meeting. Completion of the form of proxy will not affect the right of a member to attend, speak and vote at the meeting.
6. The register of Directors' share interests will be available for inspection at the meeting convened by this notice, as will the Directors' service contracts.
7. Any corporate entity which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and seniority shall be determined by the order in which their names stand on the register of members of the Company.
9. 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: (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.