

**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 as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, 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 person who now holds the shares.

**7digital Group plc**

(incorporated and registered in England and Wales under number 03958483)

**NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of the Company to be held at the offices of Osborne Clarke, One London Wall, London, EC2Y 5EB on Wednesday 28 June 2017 at 11:00am is set out at the end of this notice.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

**PART I**

**7digital Group plc**

(incorporated and registered in England and Wales under number 03958483)

**Registered Office:**

69 Wilson Street  
London  
EC2A 2BB

5 June 2017

To the holders of Ordinary Shares of 1 pence each

**Notice of Annual General Meeting**

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (“**AGM**”), which we are holding at the offices of Osborne Clarke, One London Wall, London, EC2Y 5EB on Wednesday 28 June 2017 at 11:00am. The formal notice of Annual General Meeting is set out on page 3 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars, Capita Asset Services, as soon as possible. Alternatively, if you hold your shares in CREST, you may appoint a proxy through the CREST system. The registrars must receive your proxy appointment by 11:00am on 26 June 2017.

**Business of the meeting**

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 7 to 9 of this document.

**Recommendation**

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Directors will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

Matthew Honey  
Company Secretary

## PART II

# 7digital Group plc

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of 7digital Group plc (the "**Company**") will be held the offices of Osborne Clarke, One London Wall, London, EC2Y 5EB on Wednesday 28 June 2017 at 11:00am to consider and, if thought fit, pass the resolutions below. Resolutions 1-13 will be proposed as ordinary resolutions. Resolutions 14 and 15 will be proposed as special resolutions.

1. **THAT** the Company's financial statements, together with the Directors' and the Auditor's Reports for the period ended 31 December 2016, be received.
2. **THAT** the Directors' Remuneration Report for the period ended 31 December 2016 as set out in the Company's financial statements on pages 18 to 19.
3. **THAT** Hazelwoods LLP of Staverton Court, Staverton, Cheltenham GL51 0UX be reappointed as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
4. **THAT** the Directors be authorised to determine the remuneration of the auditors.
5. **THAT** Sir Donald Cruickshank be re-elected as a Director of the Company.
6. **THAT** Simon Cole be re-elected as a Director of the Company.
7. **THAT** Matthew Honey be elected as a Director of the Company.
8. **THAT** Pete Downton be re-elected as a Director of the Company.
9. **THAT** Eric Cohen be re-elected as a Director of the Company.
10. **THAT** Paul McGowan be re-elected as a Director of the Company.
11. **THAT** Anne De Kerckhove be re-elected as a Director of the Company.
12. **THAT** Mark Foster be re-elected as a Director of the Company.
13. **THAT:**
  - 13.1 the Directors of the Company are hereby generally and unconditionally authorised pursuant to, and in accordance with, section 551 of the Companies Act 2006 to exercise all powers of

the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**"):

13.1.1 up to an aggregate nominal amount of £532,794.49; and being approximately one third of the issued share capital of the Ordinary Shares excluding those held in Treasury.

13.1.2 comprising equity securities (as defined in section 560 of the Companies Act 2006), up to a further aggregate nominal amount of £532,794.49 in connection with an offer by way of a rights issue to:

13.1.2.1 holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and

13.1.2.2 holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

13.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 30 June 2018 and the conclusion of the next Annual General Meeting of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

13.3 subject to paragraph 13.4 below, all previous authorities to allot shares or grant Rights shall be revoked; and

13.4 paragraph 13.3 above shall be without prejudice to the continuing authority of the Directors to allot shares or grant Rights pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

#### **Special resolutions**

#### **14. THAT:**

14.1 subject to the passing of resolution 13, the Directors of the Company shall have the power pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 13 as if section 561 of the Companies Act 2006 did not apply to the allotment. This power shall be limited to:

- 14.1.1 the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 13.1.2 of resolution 13, by way of a rights issue only) to or in favour of:
- 14.1.1.1 holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
- 14.1.1.2 holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,
- but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, Treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
- 14.1.2 the allotment of equity securities (otherwise than under paragraph 14.1.1 of this resolution) up to an aggregate nominal amount of £239,757.52; and
- 14.2 this power shall expire (unless previously revoked by the Company) on the earlier of 30 June 2018 and the conclusion of the next Annual General Meeting of the Company but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired; and
- 14.3 this power applies in relation to a sale of Treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 3" were omitted from the introductory wording to resolution 14.1.
15. **THAT** the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of £0.01 each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:
- 15.1 the maximum aggregate number of ordinary shares authorised to be purchased is 23,975,750, or, if less 14.99% of the issued number of Ordinary Shares immediately following the pass of this resolution;
- 15.2 the minimum price which may be paid for such ordinary shares is £0.01 per share (exclusive of expenses);
- 15.3 the maximum price (excluding expenses) which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share

derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased;

- 15.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2018, whichever is the earlier;
- 15.5 the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

5 June 2017

By order of the Board

**Matthew Honey**

Director and Company Secretary

Registered office:

69 Wilson Street, London, EC2A 2BB

Registered in England and Wales No.

03958483

## EXPLANATORY NOTES TO RESOLUTIONS

Resolutions 1 to 13 are proposed as ordinary resolutions. 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. Resolutions 14 and 15 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 13 to 15 are considered special business as set out in Article 48 of the Company's articles of association.

**Resolution 1 (annual report and accounts)** The Directors of the Company must present to the meeting the audited annual accounts and the directors' and auditors' report for the financial period ended 31 December 2016.

**Resolution 2 (remuneration report)** The Company's Shareholders will be asked to approve the remuneration report set out on pages 18 to 19 of the annual report and accounts at the Annual General Meeting.

**Resolutions 3 and 4 (appointment and remuneration of auditors)** The Company must appoint auditors at each general meeting at which accounts are presented to Shareholders to hold office until the conclusion of the next such meeting. Resolution 3 seeks Shareholder approval to reappoint Hazelwoods LLP of Staverton Court, Staverton, Cheltenham GL51 0UX as the Company's auditors.

In accordance with normal practice, Resolution 4 seeks authority for the Company's Directors to fix their remuneration.

**Resolutions 5 to 12 (inclusive) (re-election of directors)** All Directors of the Company are standing for election or re-election, in accordance with industry best practice and investor guidance.

Brief biographies of the Directors are available on the Company's website at <http://about.7digital.com/about>

**Resolution 13 (authority to allot)** The Investment Association's ('IA') guidelines state that IA members will permit, and treat as routine, (i) a request for authorisation to allot up to one-third of the current total issued Ordinary Share capital of the Company, together with the number of shares required to be allotted in respect of share incentive schemes; and (ii) a request for authorisation to allot up to a further one-third of the Company's current total issued Ordinary Share capital, provided that such additional allotment is only applied to fully pre-emptive rights issues. The Board considers it appropriate that the Company should follow these guidelines.

Accordingly, under Resolution 13.1.1, the Directors are seeking authority to allot shares and grant rights to subscribe for, or convert securities into, shares up to an aggregate nominal amount of £532,794.49 pursuant to Section 551 of the 2006 Act, which is equivalent to approximately one-third of the total issued Ordinary Share capital of the Company (excluding Treasury shares) as at 5 June

2017, the latest practicable date prior to publication of this Notice of AGM ("**Latest Practicable Date**").

Under Resolution 13.1.2, the Directors are seeking authority to allot Ordinary Shares in connection with a rights issue in favour of holders of Ordinary Share up to a further aggregate nominal amount of £532,794.49, which is equivalent to approximately one-third of the total issued Ordinary Share capital of the Company (excluding Treasury shares) as at the Latest Practicable Date.

Therefore, the total authorisation sought by Resolution 13 is equal to approximately two-thirds of the total issued Ordinary Share capital of the Company (excluding Treasury shares) as at the Latest Practicable Date. The Directors have no present intention of exercising this authority other than in connection with the Company's share incentive schemes previously approved by the Shareholders, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines. This authority will expire on the conclusion of the Company's AGM in 2018 or at the close of business on 30 June 2018, whichever is the earlier.

**Resolution 14 , A Special Resolution (statutory pre-emption rights)** The Directors, pursuant to Section 561 of the Companies Act 2006, are seeking authority to allot shares for cash without first being required to offer such securities to existing Shareholders in proportion to their existing holdings and to dispose of shares held in Treasury, other than by way of a rights issue or in connection with any other pre-emptive offer, up to an aggregate nominal amount of £239,757.52, which is equivalent to approximately 15 per cent of the total issued Ordinary Share capital (excluding Treasury shares) of the Company as at the Latest Practicable Date.

Except in relation to the Company's employee share schemes, the Directors have no immediate plans to make use of these authorities and these authorities are in line with those previously authorised by the Shareholders.

This authority will expire on the conclusion of the Company's AGM in 2018, or at close of business on 30 June 2018, whichever is the earlier.

**Resolution 15, A Special Resolution (authority for market purchases of own shares)** The Company is seeking authority to purchase up to 23,975,750 Ordinary Shares, being approximately 15 per cent of its total issued Ordinary Share capital (excluding Treasury shares) as at the Latest Practicable Date, at, or between, the minimum and maximum prices specified in this resolution.

This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise this authority to purchase Ordinary Shares only if they considered it to be in the best interests of Shareholders and if the purchase could be expected to result in an increase in earnings per share. The Company may either cancel any shares it purchases under this authority or transfer them into Treasury.



## Technical Notes

1. Shareholders 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 copy the proxy form, clearly stating on each copy the shares to which the proxy relates, or to request additional copies of the proxy form contact the Company's Registrars, Capita Asset Services, on +44 (0)371 664 0300 (lines are open between 9.00 am and 5.30 pm Monday to Friday, calls are charged at standard geographic rates and will vary by provider). Calls outside the United Kingdom will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and call may be recorded and randomly monitored for security and training purposes. For legal reasons Capita Asset Services, will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, in each case no later than 11:00am on 26 June 2017.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the members 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 Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
5. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by close of business on 26 June 2017 (or, in the event of any adjournment, by close of business on the date which is two

days before the adjourned meeting). 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.

6. As at 5 June 2017 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 159,866,682 Ordinary Shares of £0.01 each, carrying one vote each. There are 28,336 ordinary shares held in Treasury. Therefore, the total voting rights in the Company are 159,838,346. Deferred Shares do not carry any voting rights.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). 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.
8. 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 instruction, as described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent (ID RA10) by 11:00am on 26 June 2017. 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 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.
9. 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, 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.
10. 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 they do not do so in relation to the same shares.

12. A copy of this notice can be found at <http://about.7digital.com/investors>.
13. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents (including the chairman's letter and the proxy form) to communicate with the Company for any purposes other than those expressly stated.
14. Capita Asset Services maintain the Company's share register.
15. Except as provided above, members who have general queries about the AGM should contact the Company's registrars' helpline on 0371 664 0300 (calls cost 12p per minute plus network extras; lines are open 9.00am to 5.30pm, Monday to Friday, excluding UK public holidays).
16. Members can also email the Registrar using the following email address:  
[shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk).
17. Persons who are not Shareholders in the Company will not be admitted to the AGM unless prior arrangements are made with the Company.