

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (FSMA) if you are resident in the United Kingdom or if not from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Ordinary Shares please send this Document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was made.

The distribution of this Document in certain jurisdictions may be restricted by law. Accordingly, neither this Document, nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this Document comes should inform themselves about and observe any such restrictions.

The Directors, whose names and functions appear on page 4 of this Document, and the Company, accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Document is being sent to you solely for the purpose of convening the General Meeting referred to below and to provide information to you as a member of the Company to help you to decide how to cast your vote in respect of the Resolutions. No reliance may be placed on this Document for any other purpose.

Wheelsure Holdings plc

(incorporated in England & Wales with Registered No. 4757497)

Share Capital Re-Organisation Amendment of Articles and Notice of General Meeting

This Document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this Document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting, which is to be held at 34 Newport Rd, Woolstone, Milton Keynes MK15 0AA at 11:00a.m. on 22 May 2020, is set out in Part II of this Document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but in any event so as to be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD by no later than 11:00a.m. on 20 May 2020, being 48 hours prior to the General Meeting (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

In view of the ongoing COVID-19 pandemic and the uncertainty around the timeframe for relaxing the UK Government's current compulsory measures (the 'Stay at Home Measures') prohibiting, among other things, public gatherings of more than two people, the following arrangements will apply to the General Meeting. Whilst in normal circumstances the Board values very highly the opportunity to meet Shareholders in person at its general meetings, in view of the Stay at Home Measures, Shareholders may not attend the General Meeting in person and, instead, will need to exercise their right to submit proxy votes. Anyone (other than the two Shareholders who will form the quorum) seeking to attend the meeting in person will be refused entry. If you wish to exercise your vote at the General Meeting, please return your proxy form as soon as possible. The Company is taking these precautionary measures to safeguard its Shareholders' and employees' health, to comply with current Government guidelines to minimise the unnecessary movement of people and to make the General Meeting as safe and efficient as possible.

This Document will be available from the Company's website <https://www.wsgroupglobal.com/investors>.

The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this Document.

Contents

	<i>Page</i>
Expected timetable	3
Directors and advisers	4
Definitions	5
Part I Letter from the Chairman	7
Part II Notice of General Meeting	13

Expected Timetable

	2020
This Document posted to Shareholders	6 May
Latest time and date for receipt of Form of Proxy	11:00 a.m. on 20 May
General Meeting	11:00 a.m. on 22 May
Record Date for the Capital Reorganisation	6:00 p.m. on 22 May
Effective time and date for the Capital Reorganisation	6:00 p.m. on 22 May
Expected date of admission of New Ordinary Shares	8:00 a.m. on 26 May
Expected date CREST accounts will be updated	8:00 a.m. on 26 May

Directors and Advisers

Directors	G Mulder	Non-executive Chairman
	G Dodl	Chief Executive Officer
	D Vile	Technical Director
	J Allen	Non-executive Director
Company Secretary	G Cresswell	
Registered Office	235 Hunts Pond Road Fareham Hampshire PO14 4PJ	
AQSE Corporate Adviser	Cairn Financial Advisers LLP Cheyne House Crown Court 62–63 Cheapside London EC2V 6AX	
Solicitors to the Company	Clark Holt Limited Hardwick House Prospect Place Swindon SN1 3LJ	
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen West Midlands B62 8HD	
Auditors	Nexia Smith & Williamson Cumberland House 15-17 Cumberland Place Southampton Hampshire SO15 2BG	

Definitions

Act	Companies Act 2006
AQSE	Aquis Stock Exchange or the AQSE Growth Market, a market operated by Aquis Exchange PLC, as the context requires
Articles	the articles of association of the Company, as amended from time to time
Board or Directors	the board of directors of the Company from time to time
Capital Reorganisation Record Date	6:00 p.m. on 22 May 2020
Company	Wheelsure Holdings plc
Deferred Shares	deferred shares of 0.99 pence each in the capital of the Company which will exist following the Share Capital Reorganisation described in Part I
Document	this document and the accompanying Form of Proxy
Form of Proxy	the individual form of proxy enclosed with this Document for use by Shareholders in connection with the General Meeting
FSMA	the Financial Services and Markets Act 2000, as amended from time to time
General Meeting	the General Meeting of the Company, notice of which is set out in Part II of this Document
Mr Best	Anthony Best, a Shareholder
New Loan Facility	the proposed convertible loan facility to be made available by Mr Best as described in Part I of this Document
New Ordinary Shares	new ordinary shares of 1 penny each in the capital of the Company which will exist following the Share Capital Reorganisation described in Part I
Notice of General Meeting	the notice of the General Meeting, set out in Part II of this Document
Ordinary Shares	ordinary shares of 1 penny each in the capital of the Company prior to the Share Capital Reorganisation
Panel	the UK Panel on Takeovers and Mergers
Register	the register of member of the Company
Resolutions	the proposed resolutions of the Shareholders as set out in the notice of General Meeting
Share Capital Reorganisation	the proposed share capital reorganisation as described in Part I of this Document comprising a sub-division of each Ordinary Share into an ordinary share of 0.01 pence and a Deferred Share of 0.99 pence and the subsequent consolidation of each 100 ordinary shares of 0.01 pence into a New Ordinary Share of 1 penny

Shareholders	the holders of Ordinary Shares and Shareholder shall mean any one of them
Takeover Code	means the UK City Code on Takeovers and Mergers, as amended from time to time
Tracksure	the Tracksure Locking Device
United Kingdom	the United Kingdom of Great Britain and Northern Ireland

All references in this Document to specified times are to GMT unless specified otherwise.

All references in this Document to “£” or “pence” are to the lawful currency of the United Kingdom.

All references to legislation in this Document are to English legislation unless the contrary is indicated.

PART I
LETTER FROM THE CHAIRMAN

Wheelsure Holdings plc

(incorporated in England and Wales with number 4757497)

Directors:

G Mulder *(Non-executive Chairman)*

G Dodl *(Chief Executive Officer)*

D Vile *(Technical Director)*

J Allen *(Non-executive Director)*

Registered office:

235 Hunts Pond Road
Fareham
Hampshire
PO14 4PJ

6 May 2020

To the Shareholders of Wheelsure Holdings plc

Dear Shareholder,

1. Introduction

The Board of Wheelsure announced earlier today proposals for the Company to raise additional finance by way of a convertible loan subject to Shareholder approval. I am writing to invite you to vote at a General Meeting which will be held at 34 Newport Rd, Woolstone, Milton Keynes MK15 0AA at 11:00a.m. (UK time) on 22 May 2020 and I set out below the purpose for this meeting and, in the notice of General Meeting at the end of this Document, the business to be conducted.

Shareholders should be aware that if the Proposals are not approved by Shareholders, the conditions required to be able to lift the current suspension in trading in the Ordinary Shares will not be present and the Company will likely no longer be able to continue operations.

The Company is proposing the Share Capital Reorganisation and to renew its authorities to issue shares in connection with the New Loan Facility and other existing loan commitments. You will be asked to consider and vote on the resolutions set out in the Notice of General Meeting. An explanation of these resolutions is set out below.

Unfortunately, as a result of the current government restrictions related to COVID-19, it is not possible for Shareholders to attend this meeting in person and I therefore encourage all Shareholders to vote by proxy.

I am pleased to report that the Company has seen an unaudited increase in sales over the last year from £104,536 to £178,444 (an increase of approximately 70 per cent.) and that, at the time of writing, our monthly order intake is running at a higher level than this time last year. During this period, the Board has continued to review and reduce administrative costs. These steps, whilst positive, are not sufficient to avoid the Company needing to raise additional working capital in order to sustain itself in the short term.

In addition to requiring working capital to maintain the business, the Board recognises that the Company needs to continue to develop its core business and this will require additional funding to provide capital for growth.

At present, the Company's working capital is constrained, which is affecting the ability of the Directors to manage the business effectively. The Company has been working within the terms of a loan facility that was granted to the Company in April, 2019 and later extended. This loan facility is nearly fully drawn down and as the Company's operations do not generate cash, the Company needs additional funding in the short term in order to ensure that it remains a going concern, to lift the current suspension of trading in the Company's shares on AQSE and to continue trading. The Directors have explored a number of funding options but these have proved difficult. In any event, as the Company's current share price was trading below its par value prior to suspension, the Company is unable to raise funding via equity placings without the Share Capital Reorganisation as proposed in this Document.

To this end, the Company has received an offer from Mr Best to extend his current loan facility of £150,000 to £500,000, which is conditional on all of the loan being capable of being converted into ordinary shares at a price of 20 pence per New Ordinary Share (this share price will result from the Share Capital Reorganisation, described below) (**New Loan Facility**). This compares with the price at which the Company's ordinary shares were suspended which, post the Share Capital Reorganisation, will be 28 pence). In order to be able to accept the New Loan Facility, the Company will be required to increase its available share authorities and to restructure its share capital so that the New Loan Facility can be converted into New Ordinary Shares if the lender so chooses.

It is intended that the New Loan Facility will assist the Company, *inter alia*, in putting itself on a firmer financial footing and allow it to capture and deliver upon the increase in demand it has seen recently in the Tracksure business. The Board is also aware that a revised business plan and significant structural changes are needed in order to revitalise the Company's business, including additional equity finance. The Board considers the steps and measures it needs to take in the short to medium term to include:

- once the New Loan Facility is in place, finalising publication of the report and accounts to 31 August 2019 and the suspension of trading in its shares being lifted;
- agreeing a new business plan;
- seeking additional equity finance to support the business plan;
- a strengthening of the Board;
- recruiting additional sales support;
- capturing and delivering on the current increase in Tracksure business and offering new railway products;
- increasing the range of products in order to enter the industrial market;
- reorganising the way in which it operates in markets outside Europe; and
- collaborating with new business partners.

The New Loan Facility is a vital first step in the Board's strategy.

In light of the Company's current financial condition, general market conditions and difficulty in raising working capital by way of an equity placing, the Board considers accepting the New Loan Facility, and therefore seeking authority from Shareholders to allow conversion, to be in the best interests of the Company and Shareholders. In the absence of agreeing the New Loan

Facility, the Board considers it is unlikely the Company will be able to continue as a going concern.

2. General Meeting Resolutions

Attached at the end of this Document is a formal notice convening the General Meeting.

The Notice of General Meeting includes resolutions to consider, and if thought fit, grant the Directors the authority to:

- sub-divide and reclassify each of the Ordinary Shares into one ordinary share of 0.01 pence and 1 Deferred Share of 0.99 pence and consolidate every 100 ordinary shares of 0.01 pence each into one New Ordinary Share of 1 penny;
- allot and issue New Ordinary Shares in connection with the matters described in this Document;
- approve the disapplication of existing pre-emption rights in relation to the same; and
- amend the articles of association in relation to the subdivision of the Ordinary Shares, the creation of a class of Deferred Shares, and the treatment of fractional entitlements following the Share Capital Reorganisation, as described further in this Document.

Resolutions 1, 2 and 3 are ordinary resolutions and require a simple majority of the votes cast to be in favour of the Resolutions for the Resolution to be passed. Resolutions 4, 5 and 6 are special resolutions and require approval by not fewer than 75 per cent. of the votes cast.

3. Shareholder loan

In April 2019, the Company entered into a loan facility with Mr Best to provide it with working capital to advance the business. The business has been slower to develop than the Directors had envisaged and the Company now requires additional funding to continue its development.

The following terms of the New Loan Facility have been conditionally agreed with Mr Best subject to the approval of Shareholders at the General Meeting to, *inter alia*, grant sufficient share authorities to allow for conversion of the New Loan Facility:

- Mr Best will make available to the Company an additional £350,000 facility by way of the New Loan Facility, in addition to the existing facility which was recently extended to £150,000 and which is nearly fully drawn by the Company. The term of the existing loan will be modified by the creation of the New Loan Facility;
- The New Loan Facility will comprise an 8 per cent., unsecured, convertible loan maturing on 30 June 2021, which may be extended for a further period with mutual consent;
- the Company will be able to drawdown funding in tranches of £25,000 over the term of the loan, subject to Mr Best's written agreement;
- under the terms of the New Loan Facility, Mr Best will be entitled to elect to convert the outstanding amount drawn down by the Company from time to time, including the £150,000 under the existing loan, into New Ordinary Shares, on the basis of 1 New Ordinary Share (post-consolidation) for each 20 pence drawn so that, if the aggregate principal amount of £500,000 under the New Loan Facility is fully drawn, Mr Best will be entitled to elect for that debt to be converted into 2,500,000 New Ordinary Shares (post-consolidation) plus up to a further 500,000 New Ordinary Shares (post-consolidation) in respect of interest; and

- Mr Best will be entitled to request certain information, to attend meetings or nominate an attendee and to transfer the New Loan Facility in part or whole from time to time.

The New Loan Facility includes other standard clauses and terms of business. In the event that the New Loan Facility is fully drawn and it is subsequently converted by Mr Best, together with accrued interest, at maturity it may result in Mr Best being interested in a maximum holding of approximately 2,791,667 New Ordinary Shares, representing 54.54 per cent. of the Company's so enlarged issued share capital following the Share Capital Reorganisation. Mr Best has indicated that he does not currently intend to convert his loan to the extent that doing so would result in him (together with any concert parties) owning 30 per cent. or more of the enlarged issued share capital. Neither the Company nor Mr Best has sought consent from the Takeover Panel for the New Loan Facility to be whitewashed and, therefore, Mr Best is required to keep himself informed of his position and potential application of the Takeover Code upon conversion in part or whole.

At the General Meeting, the Directors also propose that authority be given to allot and issue up to 2,000,000 further New Ordinary Shares to enable other lenders to the Company to convert their loans into New Ordinary Shares.

4. Share Capital Reorganisation

As at 5 May 2020 (being the latest practicable date prior to the publication of this Document), the Company issued share capital comprised 240,205,726 Ordinary Shares of 1 penny which, prior to the Company's suspension, were trading at approximately 0.28 pence per share. The Act prohibits the Company from issuing shares at a price below the nominal value. Accordingly, the Company is seeking shareholder approval to carry out a capital reorganisation through which it is proposed that each Ordinary Share be subdivided into:

- one new ordinary share of 0.01 pence; and
- one deferred share of 0.99 pence (**Deferred Share**).

The Deferred Shares will have no voting rights and their only economic rights will be to participate in a distribution on a winding up after the New Ordinary Shares have received distributions of £1 trillion. The Company will not issue any share certificates or credit CREST accounts in respect of them. The Deferred Shares will not be admitted to trading on AQSE.

Immediately following the subdivision, each 100 ordinary shares of 0.01 pence each will be consolidated into 1 New Ordinary Share of 1 penny.

In anticipation of Resolution 1 being passed by Shareholders, the Company intends, immediately prior to the General Meeting, to issue such number of additional ordinary shares (being up to 99 Existing Ordinary Shares but expected to be 74 Ordinary Shares assuming that no other ordinary shares are allotted and issued by the Company between the date of this Document and the General Meeting) as will result in the total number of ordinary shares in issue being exactly divisible by 100. Since these additional shares will only represent a fraction of a New Ordinary Share, this fraction will be combined with other fractional entitlements and sold pursuant to the arrangements for fractional entitlements described below.

The following table sets out the changes of the proposed share capital reorganisation Share Capital Reorganisation:

Number of Ordinary Shares in issue at the date of this Document	240,205,726
Total expected number of New Ordinary Shares in issue following the Share Capital Reorganisation (taking into consideration the 74 additional Ordinary Shares issued immediately prior to the Record Date)	2,402,058

Total expected number of Deferred Shares in issue following the Share Capital Reorganisation (taking into consideration the 74 additional Ordinary Shares issued immediately prior to the Record Date)	240,205,800
--	-------------

Following the Share Capital Reorganisation, assuming that the Resolutions are passed, the New Ordinary Shares will carry identical rights to those attached to the Ordinary Shares.

The proposed Share Capital Reorganisation also requires an amendment to the description of the Company's share capital in its Articles of Association, as outlined below and in the Notice of General Meeting.

As a result of the share consolidation, the ISIN associated with company's shares will change. The Company will update Shareholders with the new ISIN, should the Resolutions be approved, in due course.

5. Fractional Entitlements

It is likely that the consolidation will result in fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 100. No certificates will be issued for fractional entitlements to New Ordinary Shares.

Following the implementation of the Share Capital Reorganisation, certain shareholders may not have a proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Ordinary Shares. Furthermore, any shareholders holding fewer than 100 Ordinary Shares as at close of business on 22 May 2020 (**Record Date**) will cease to be a shareholder of the Company. The minimum threshold to receive New Ordinary Shares will be 100 Ordinary Shares.

The Company's Articles currently permit the Directors to sell shares representing fractional entitlements arising from the Share Capital Reorganisation. Any New Ordinary Shares in respect of which there are fractional entitlements will therefore be aggregated and sold in the market for the best price reasonably obtainable on behalf of Shareholders entitled to fractions. The Company will distribute the proceeds of sale in due proportion to any such shareholders in accordance with the Articles (subject to the proposed amendment to the Articles described below). In the event that the net proceeds of sale to be distributed to any relevant shareholder amount to £3 or less, the Directors are of the view that, as a result of the administrative burden and disproportionate costs involved, it would not be in the best interests of the Company to distribute such proceeds of sale. Accordingly, the Directors are proposing an amendment to the Articles, which, if passed, will mean that the proceeds arising from the sale of fractions need only be distributed to a Shareholder where he or she is entitled to receive more than £3 (and, below that minimum threshold, it is proposed that the proceeds of sale be retained for the benefit of the Company).

Given the current share price per Ordinary Share, it is anticipated that the net proceeds of sale attributable to each relevant shareholder will be less than £3 and, accordingly, there will be no distribution of any net proceeds of sale.

For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. For Shareholders whose shares are held in the nominee accounts of UK stockbrokers, the effect of the Share Capital Reorganisation on their individual shareholdings will be administered by the stockbroker or nominee in whose account the relevant shares are held. The effect is expected to be the same as for shareholdings registered in beneficial names, however, it is the responsibility of the stockbroker or nominee to deal with fractions arising within their customer accounts, and not the responsibility of the Company.

6. Change of Registered Office

With effect from 4 May 2020, the Company's registered office has been changed to 235 Hunts Pond Road, Fareham, Hampshire PO14 4PJ.

7. Action to be taken

In view of the ongoing COVID-19 pandemic and the uncertainty around the timeframe for relaxing the UK Government's current compulsory measures (**Stay at Home Measures**) prohibiting, among other things, public gatherings of more than two people, Shareholders may not attend the General Meeting in person and, instead, will need to exercise their right to submit proxy votes. Anyone (other than the two Shareholders who will form the quorum) seeking to attend the meeting in person will be refused entry. If you wish to exercise your vote at the General Meeting, please return your proxy form as soon as possible and, in any event, so as to be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, to arrive by no later than 11:00a.m. on 20 May 2020.

8. Recommendation

The Board considers the passing of the Resolutions proposed at the General Meeting to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial shareholdings of 10,583,088 Ordinary Shares representing 4.41 per cent. of the Company's issued share capital.

Shareholders should be aware that if the Proposals are not approved by Shareholders, the conditions required to be able to lift the current suspension in trading in the Ordinary Shares will not be present and the Company will likely no longer be able to continue operations.

Yours faithfully

Gerry Mulder
Chairman

PART II

NOTICE OF GENERAL MEETING

WHEELSURE HOLDINGS PLC

(incorporated in England and Wales with registered number 04757497)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 34 Newport Rd, Woolstone, Milton Keynes MK15 0AA on 22 May 2020 at 11:00a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which each of resolutions 1, 2 and 3 will be proposed as an ordinary resolution and each of resolutions 4, 5 and 6 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. THAT, conditional upon Resolutions 2-6 being passed, with effect from the share capital reorganisation record date, each of the existing Ordinary Shares in issue, be sub-divided into 1 ordinary share of 0.01 pence in nominal value having the same rights in all respects with the existing Ordinary Shares of 1 penny each, and one deferred share of 0.99 pence in nominal value having the rights and restrictions set out in the Articles of Association of the Company (**Articles**) as amended pursuant to Resolution 4a) below and that immediately thereafter each 100 ordinary shares of 0.01 pence be consolidated into one new ordinary share of 1 penny in nominal value (**New Ordinary Share**) having the rights and restrictions set out in the Articles.
2. THAT, conditional upon Resolutions 1, 4, 4, 5 and 6 being passed, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot up to a maximum of 3,000,000 New Ordinary Shares in connection with the New Loan Facility, such authority expiring (unless previously renewed, revoked, varied or extended) on 31 December 2021. Such authority shall be in addition to any existing authorities.
3. THAT, conditional upon Resolutions 1, 2, 4, 5 and 6 being passed, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot up to a maximum of 2,000,000 New Ordinary Shares in connection with, *inter alia*, the conversion of existing debt into equity, such authority expiring (unless previously renewed, revoked, varied or extended) on 31 December 2021. Such authority shall be in addition to any existing authorities.

SPECIAL RESOLUTIONS

4. THAT, conditional upon Resolutions 1, 2, 3, 5 and 6 being passed, the Articles be and are amended as follows:
 - a) The following wording be inserted into a new article 4, immediately after existing article 3 as follows:

“4 The share capital of the Company is made up of ordinary shares of 1 penny per share (Ordinary Shares) and deferred shares of 0.99 pence per share (Deferred Shares).”
 - b) The following wording be inserted into a new article 5 after the new article 4 as follows:

“5 Deferred Shares

The Deferred Shares shall carry no rights to participate in the profits of the Company.

On a return of capital on a winding up or dissolution of the Company (but not otherwise) the holders of Deferred Shares shall be entitled to participate in the distribution of the assets of the Company pari passu with the holders of the Ordinary Shares but only in respect of any excess of those assets above £1 trillion. The holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company.

The holders of the Deferred Shares shall not be entitled, in their capacity as holders of such shares, to received notice of any general meeting of the Company or to attend, speak or vote at any such meeting.

The Deferred Shares shall not be listed on any stock exchange nor shall any share certificates be issued in respect of such shares. The Deferred Shares shall not be transferable, save as referred below or with the written consent of the directors.

The Company may from time to time create, allot and issue further shares, whether ranking pari passu with or in priority to the Deferred Shares and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose. A reduction by the Company of the capital paid up on the Deferred Shares shall be in accordance with the rights attached to the Deferred Shares and shall not involve a variation of such rights for any purpose and the company shall be authorised at any time to reduce its capital (subject to and in accordance with the Companies Act and without obtaining the consent of the holders of the Deferred Shares).”

- c) Article 46 be deleted in its entirety and replaced by the following wording, as a new Article 46:

- “46 (1) This article applies where:
- (a) there has been a consolidation or division of shares, and
 - (b) as a result, members are entitled to fractions of shares.
- (2) The directors may:
- (a) sell the shares representing the fractions to any person including the company for the best price reasonably obtainable;
 - (b) in the case of a certificated share, authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
 - (c) distribute the net proceeds of sale in due proportion among the holders of the shares.
- (3) Where any holder’s entitlement to a portion of the proceeds of sale amounts to less than a minimum figure determined by the directors, that member’s portion may be retained by the Company for its own benefit or distributed to an organisation which is a charity for the purposes of the law of England and Wales, Scotland or Northern Ireland.
- (4) The person to whom the shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions.
- ”

(5) The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale."

d) The remaining paragraphs of the Articles be renumbered accordingly.

5. That, conditional on Resolutions 1, 2, 3, 4 and 6 being passed, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorities conferred by resolution 2 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to up to a maximum of 3,000,000 New Ordinary Shares in connection with the New Loan Facility, such authority expiring (unless previously renewed, revoked, varied or extended) on 31 December 2021. Such authority shall be in addition to any existing authorities.
6. That, conditional on Resolutions 1, 2, 3, 4 and 5 being passed, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorities conferred by resolution 3 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to up to a maximum of 2,000,000 New Ordinary Shares in connection with the authority granted under Resolution 3, such authority expiring (unless previously renewed, revoked, varied or extended) on 31 December 2021. Such authority shall be in addition to any existing authorities.

By order of the Board

Gary Cresswell

Company Secretary

Registered office:

235 Hunts Pond Road
Fareham
Hampshire
PO14 4PJ

Notes

1. In view of the ongoing COVID-19 pandemic and the uncertainty around the timeframe for relaxing the UK Government's current compulsory measures (the 'Stay at Home Measures') prohibiting, among other things, public gatherings of more than two people, the following arrangements will apply to the General Meeting. Shareholders may not attend the General Meeting in person and, instead, will need to exercise their right to submit proxy votes. Anyone (other than the two Shareholders who will form the quorum) seeking to attend the meeting in person will be refused entry.
2. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
3. A proxy may only be appointed using the procedures set out in these notes and the enclosed proxy form. To be valid, the proxy form must reach the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD not less than 48 hours (excluding non-working days) before the time of holding of the meeting. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.
4. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders of the Company on the register at 11.00 a.m. on 20 May 2020 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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.
6. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars Limited (CREST ID: 7RA11) by the specified latest time(s) for receipt of proxy appointments. 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.

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