

**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 immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



**Notice of Annual General Meeting**

Notice is hereby given of the Annual General Meeting of Strix Group Plc (the 'AGM')

.....  
Date of AGM: Thursday 28 May 2020 at 9:00am  
.....

Place of AGM: Forrest House, Ronaldsway, Isle of Man IM9 2RG.  
.....

**Strix Group Plc**  
Registered Office:  
Forrest House  
Ronaldsway  
Isle of Man IM9 2RG  
Fax: +44 (0) 1624 822918  
Tel: +44 (0) 1624 829829  
[www.strixplc.com](http://www.strixplc.com)

27 April 2020

To shareholders, and, for information only, to holders of options under the Company's share option schemes.

This notice gives details of the business to be transacted at the 2020 Annual General Meeting of the Company (the 'AGM' or 'Annual General Meeting').

This year's AGM will be held on 28 May 2020 at 9.00am at Forrest House, Ronaldsway, Isle of Man IM9 2RG. The formal notice of the meeting (the 'Notice') is contained on pages 6 and 7 of this notice.

#### COVID-19 update

The situation in relation to COVID-19 continues to develop and the Company will continue to update shareholders on arrangements for the AGM through the Regulatory News Service (RNS) and the Company's website at [www.strixplc.com](http://www.strixplc.com). Shareholders are advised to check the Company's website for updates.

The Board strongly urges shareholders to comply with Government public health instructions in respect of the evolving situation regarding COVID-19 and social contact, public gatherings and non-essential travel. Please note that the Company intends to refuse entry to shareholders who do attempt to attend the AGM in order to comply with those public health instructions and stay at home measures.

The health of the Company's shareholders, as well as its officers and employees is of paramount importance. It is expected that the Company's attendance in person at the AGM will be limited to satisfy the requirements of a quorum. The AGM will end immediately following the formal business required and there will be no corporate presentations, Q&A or refreshments. Any Board members in attendance will not meet with shareholders individually who attempt to attend the AGM. Social distancing measures will be in place and strict hygiene arrangements in force. Instead of attending the AGM, shareholders are therefore requested to participate in the AGM by proxy.

In addition, should a shareholder have a question concerning any of the business being dealt with at the AGM that they would have raised at the AGM, we ask that they send it by email to [AGMquestions@strix.com](mailto:AGMquestions@strix.com). Answers to relevant questions that would have been given at the AGM will be published on our website following the AGM.

In the event that the AGM cannot be held as planned and depending on Government advice, it is expected that the AGM will have to be postponed or adjourned to another location and/or date and time. Shareholders will be notified accordingly through an announcement via the RNS and the Company's website.

I summarise on pages 3 and 4 the proposed business to be transacted at the AGM.

**Resolutions 1 to 8 as set out in the Notice deal with the business of the AGM to be passed by way of ordinary resolution of the shareholders. An ordinary resolution will be passed if more than 50 percent of the votes cast are in favour of it.**

#### Resolution 1 – Annual report and accounts

The Directors are required by the Isle of Man Companies Act 2006 (the 'Act') to present to the shareholders of the Company at a general meeting the reports of the Directors (including the strategic report) and auditors and the audited accounts of the Company for the year ended 31 December 2019. The report of the Directors and the audited accounts have been approved by the Directors and the report of the auditors has been approved by the auditors. A copy of each of these documents may be found in the 2019 Annual report and accounts (the 'Annual report and accounts'), starting at page 60.

#### Resolution 2 – Annual report on Directors' remuneration

The annual report on Directors' remuneration is included in the Annual report and accounts, starting at page 50, and details payments made during the year ended 31 December 2019. Voting on this resolution is advisory only, which means that by voting for the resolution shareholders indicate their approval of the report. However, should the resolution not be carried, shareholders cannot require the Company or the Board of Directors to change or reverse decisions the Board has already made and implemented as regards Directors' remuneration in 2019.

#### Resolution 3 – Final dividend

The Directors are recommending a final dividend for the year ended 31 December 2019 of 5.1 pence per ordinary share, payable on 3 June 2020 to holders on the register of members as at the close of business on 10 May 2020. The final dividend will not be paid without shareholder approval and its amount may not exceed the amount recommended by the Directors.

#### Resolution 4 – Proposal to re-elect Gary Lamb (retiring by rotation)

Brief biography details of all Directors, including those proposed who are retiring by rotation in accordance with the Company's Memorandum and Articles of Association (the 'Articles') and are proposed for re-election, appear on page 11 of this Notice, and page 44 of the Annual report and accounts.

#### Resolution 5 – Proposal to re-appoint Richard Sells

Richard Sells has joined the Board since the last annual general meeting of the Company and is accordingly seeking re-appointment by shareholders at the AGM. The Articles provide that any new Director appointed by the Board since the previous annual general meeting may only hold office until the next annual general meeting when that Director shall be eligible for re-appointment by shareholders.

#### Resolutions 6 and 7 – Appointment and remuneration of auditors

Resolution 6 seeks shareholder approval for the re-appointment of PricewaterhouseCoopers LLC. The Audit Committee keeps under review the independence and objectivity of the external auditors, further information on which can be found in the Annual report and accounts on page 49. After considering relevant information, the Audit Committee recommend to the Directors that PricewaterhouseCoopers LLC be reappointed.

Resolution 7 gives the Directors the authority to determine the remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited Annual report and accounts of the Group. The fee for the audit work will be agreed between the Audit Committee and the auditors.

#### Resolution 8 – Power of Directors to allot shares

Under Article 6 of the Articles, the Directors may only allot ordinary shares or grant rights over ordinary shares if authorised to do so by the holders of ordinary shares. The Directors' existing authority is due to expire at the conclusion of this year's meeting.

The Investment Association ('IA') guidelines on authority to allot shares states that IA members will permit, and treat as routine, resolutions seeking to allot shares representing approximately one-third of the number of ordinary shares in issue. In addition, IA members will treat as routine a request for authority to allot shares representing approximately two-thirds of the number of ordinary shares in issue provided that it is only used to allot share pursuant to a pre-emptive rights issue.

Accordingly, the authority in Resolution 8, paragraph (a) will allow your Directors to allot up to 66,292,951 ordinary shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, representing approximately one-third of the Company's issued ordinary share capital as calculated at 27 April 2020 (being the latest practicable date prior to publication of this notice). The authority in Resolution 8, paragraph (b) will allow your Directors to allot a further 66,292,951 ordinary shares representing approximately one-third of the Company's issued ordinary shares as calculated at 27 April 2020 or grant rights to subscribe for, or convert any security into, shares in the Company, only in connection with a pre-emptive offer (as defined in the Articles).

The power conferred by this resolution will expire at the conclusion of the next Annual General Meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution. The Directors have no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually.

**Resolutions 9 and 10** as set out in the Notice deal with the business to be transacted at the AGM to be passed by way of special resolution of the shareholders. A special resolution will be passed if not less than 75 percent of the votes cast are in favour of it.

#### **Resolutions 9 and 10 – Disapplication of pre-emption rights**

Under Article 5 of the Articles, when new ordinary shares are proposed to be issued for cash, they must first be offered to existing shareholders pro-rata to their holdings. There may be occasions, however, when the Directors may need the flexibility to finance business opportunities by the issue of ordinary shares for cash without a fully pre-emptive offer to existing shareholders. It is therefore proposed to grant the Directors authority to allot ordinary shares for cash without such securities first being required to be offered to existing shareholders, the proceeds of which may be used for any purpose the Directors consider in the best interests of the Company and its shareholders.

Resolution 9 will, if passed, give the Directors authority to allot ordinary shares pursuant to the authority granted in Resolution 8 for cash without complying with the pre-emption rights in the Articles and is proposed as a special resolution. In accordance with the relevant investor guidelines, this authority will permit the Directors to allot and issue, apart from in connection with a rights issue or any other pre-emptive offer concerning equity securities, a maximum of 9,943,942 ordinary shares, representing 5% of the Company's issued ordinary shares as at 27 April 2020 (being the last practicable date prior to the publication of this notice).

Under Resolution 10, it is proposed that the Directors be authorised to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital (as at 27 April 2020 being the last practicable date prior to the publication of this notice, and excluding shares held in treasury). The Directors consider that proposing this resolution is appropriate for the Company's circumstances and, in accordance with the Pre-Emption Group's Principles, the Directors confirm that the authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

As noted in relation to Resolution 8 above, the Directors have no present intention of exercising the authority under Resolutions 9 and 10. The power conferred by these resolutions will expire at the conclusion of the next Annual General Meeting of the Company or, if sooner, 15 months after the date of the passing of the resolutions.

#### **Resolution 11 – Purchase of own shares**

This resolution seeks authority for the Company to purchase ordinary shares on the open market and is proposed as a special resolution in accordance with the Articles. If passed, the resolution will give authority for the Company to purchase up to 19,887,885 of its ordinary shares, representing 10% of the Company's issued ordinary share capital as at 27 April 2020 (being the last practicable date prior to the publication of this notice). The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under the authority. The power conferred by this resolution will expire (unless previously renewed, varied or revoked by the Company) at the conclusion of the next Annual General Meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution.

The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally.

In accordance with the Articles, any ordinary shares purchased by the Company under the authority will be cancelled. The Company had options and awards outstanding over 2,595,931 ordinary shares, representing approximately 1.31% of the Company's issued share capital as at 27 April 2020. If the authority conferred by Resolution 10 were to be exercised in full, these outstanding options and awards would represent approximately 8.69% of the issued share capital of the Company.

#### **Appointing a proxy**

If you would like to vote on the resolutions to be proposed at the Annual General Meeting but cannot attend the Annual General Meeting, you should appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting.

Unlike previous years, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2020 Annual General Meeting in the post automatically. Instead, you will be able to appoint a proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). Details of how to appoint a proxy in this way are set out on pages 8 and 9 of this document. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Asset Services. Details of how to request, and complete, a hard copy form of proxy are set out on pages 8 and 9 of this document. Although voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish, please carefully consider whether it will be appropriate to do so, in light of public health instructions limiting social contact, public gatherings and non-essential travel. As referenced above, the Board requests that you participate in the AGM by proxy rather than attending the AGM in person. As also referenced above, the Company intends to refuse entry to shareholders who do attempt to attend the AGM. All proxy instructions must be received by the Registrars not less than 48 hours before the time of holding the meeting.

#### **Recommendation**

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as the Directors intend to do in respect of their own beneficial holdings.

Yours sincerely,



**Raudres Wong**  
Director

Strix Group Plc  
(Incorporated in the Isle of Man with Registered No. 014963V)

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of Strix Group Plc (the 'Company') will be held at Forrest House, Ronaldsway, Isle of Man IM9 2RG on Thursday 28 May 2020 at 9:00am for the following purposes:

### Ordinary Resolutions

Ordinary Resolutions 1 to 8 (inclusive) require more than 50 percent of the votes cast to be in favour in order for the resolutions to be passed. The following resolutions will be proposed as ordinary resolutions:

1. To receive the annual accounts of the Company for the year ended 31 December 2019, together with the Directors' report and the auditors' report on those accounts and on the auditable part of the Directors' Remuneration report.
2. To approve the Directors' Remuneration report for the financial year ended 31 December 2019 (advisory vote).
3. To declare a final dividend of 5.1 pence per ordinary share of the Company for the year ended 31 December 2019, which shall be payable on 3 June 2020 to shareholders who are on the register of members as at the close of business on 10 May 2020.
4. To re-elect Gary Lamb as a Director.
5. To re-appoint Richard Sells as a Director.
6. To appoint PricewaterhouseCoopers LLC as auditors of the Company.
7. To authorise the Directors to determine the remuneration of the auditors.
8. That pursuant to and for the purposes of Article 6 of the Company's Articles of Association (the 'Articles'), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to:
  - a. Allot ordinary shares of £0.01 each in the capital of the Company ("ordinary shares"), and grant rights to subscribe for or convert any security into ordinary shares, up to an aggregate number of 66,292,951 ordinary shares (representing an aggregate nominal value of £662,930); and
  - b. Allot up to a further 66,292,951 ordinary shares (representing an aggregate nominal value of £662,930) in connection with a pre-emptive offer (as such term is defined in Articles),

provided that the authority conferred by this resolution shall expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution but so that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted or rights to subscribe for or convert securities into ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for or convert securities into ordinary shares pursuant to any such offer or agreement as if this authority had not expired.

### Special Resolutions

Special resolutions 9 and 11 require at least 75 percent of the votes cast to be in favour in order for the resolutions to be passed. The following resolutions will be proposed as special resolutions:

9. That subject to and conditional upon the passing of Resolution 8, the provisions of Article 5.2 of the Articles requiring equity securities (as defined in the Articles) proposed to be issued for cash, first to be offered to the members in proportion as nearly as may be to the number of existing ordinary shares held by them respectively and they are hereby disapplied in relation to:
  - a. The allotment of ordinary shares in connection with a pre-emptive offer (as such term is defined in the Articles); and
  - b. The allotment of ordinary shares otherwise than pursuant to sub-paragraph (a) above up to an aggregate maximum nominal value of £99,439,

provided that the authority conferred by this resolution shall expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution but so that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted or rights to subscribe for or convert securities into ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for or convert securities into ordinary shares pursuant to any such offer or agreement as if this authority had not expired.
10. That, in addition to any authority granted under Resolution 9, the provisions of Article 5.2 of the Articles requiring equity securities (as defined in the Articles) proposed to be issued for cash, first to be offered to the members in proportion as nearly as may be to the number of existing ordinary shares held by them respectively and they are hereby disapplied, provided this authority shall be:
  - a. Limited to any such allotment of ordinary shares having an aggregate nominal value, not exceeding the sum of £99,439; and
  - b. Used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that the authority conferred by this resolution shall expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution but so that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted or rights to subscribe for or convert securities into ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for or convert securities into ordinary shares pursuant to any such offer or agreement as if this authority had not expired.
11. That subject to the Articles and the Isle of Man Companies Act 2006, the Company generally and unconditionally be authorised to purchase ordinary shares in the open market provided that:
  - a. The maximum aggregate number of ordinary shares that may be purchased is 19,887,885;
  - b. The minimum price (excluding expenses) which may be paid for each ordinary share is £0.01;
  - c. The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of either: i) 105% of the average market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official list, for the five business days prior to the day the purchase is made; and ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and

The authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company) on the date being 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next Annual General Meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the Board



Raudres Wong  
Director

27 April 2020

## Explanatory Notes

### 1. Entitlement to attend and vote at the meeting

Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, the Company specifies that only those shareholders of the Company on the register at close of business on 26 May 2020 shall be entitled to attend or vote at the AGM 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.

### 2. Entitlement to ask questions

Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting to answer the question. Please note that given that the Company intends to refuse entry to any members who attempt to attend the meeting in person, the Company is requesting that shareholders submit in advance of the meeting any questions they have to AGMquestions@strix.com so that a response from the relevant Board member can be provided.

### 3. Appointment of proxies

A member of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a member of the Company, but must attend the Annual General Meeting to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to any hard copy form of proxy (if applicable). If members wish their proxy to speak on their behalf at the Annual General Meeting, members will need to appoint their own choice of proxy (not the Chairman) and give their instructions directly to them.

A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by that member. A member may not appoint more than one proxy to exercise rights attached to any one share.

As further explained below, given that Company intends to refuse entry to anyone attempting to attend the Annual General Meeting in person and it is expected that the Company's attendance in person at the AGM will be limited to satisfy the requirements of a quorum, it is recommended that you appoint the Chairman as your proxy.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish. If you have appointed a proxy and vote at the Annual General Meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.

Please carefully consider whether it will be appropriate to attend the Annual General Meeting in person, in light of public health instructions limiting social contact, public gatherings and non-essential travel. The Board requests that you participate in the Annual General Meeting by proxy rather than attending the Annual General Meeting in person. The Company intends to refuse entry to shareholders who do attempt to attend the Annual General Meeting.

In order for a proxy appointment to be valid, your appointment must be received not less than 48 hours before the time of holding the meeting or, in the event that the Annual General Meeting is adjourned, by no later than 48 hours (excluding non-business days) before the time of any adjourned Annual General Meeting or, in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting, for the taking of the poll at which it is to be used.

### 4. Appointment of a proxy online

Members may appoint a proxy online at [www.signalshares.com](http://www.signalshares.com) (the 'Website') by following the on-screen instructions, paying particular attention to the 'Proxy Voting' link, by no later than the deadline set out in note 3 above. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account, or register if they have not previously done so. To register, members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). 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 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

### 5. Appointment of a proxy using a form of proxy

You may request a hard copy form of proxy directly from our Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). 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 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

To be effective, the completed and signed form of proxy must be lodged at the office to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 3 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

To appoint more than one proxy using a hard copy form of proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all forms should be returned together in the same envelope.

### 6. Appointment of a proxy through CREST

CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual and by logging on to the following website: [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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('Euroclear') 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 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 Link Asset Services (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that 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 Link Asset Services 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 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 or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, 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) or the Uncertificated Securities Regulations 2001.

### 7. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy (in hard copy, by electronic means or through CREST), only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior). For a proxy appointment submitted by hard copy, the signature of only one of the joint holders is required on the form of proxy.

### 8. Changing a proxy appointment

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

### 9. Revocation of a proxy appointment

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Asset Services not less than 48 hours before the time of holding the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

### 10. Company members

Any corporation 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. When a company which is a member appoints a proxy, the proxy form must be executed under that company's common seal or signed on its behalf by a duly authorised officer of that company or an attorney for the company.

### 11. Issued share capital

As at 27 April 2020 (being the last practicable day prior to the date of this Notice of AGM) the Company's issued share capital consisted of 198,878,852 1p Ordinary Shares, carrying one vote each. No shares are currently held in treasury, and therefore the total voting rights in the Company as at 27 April 2020 were 198,878,852.

### 12. Letters of appointment and Articles of Association

Copies of the letters of appointment for the Non-Executive Directors and the Memorandum and Articles of Association of the Company will be made available for inspection during normal business hours on any weekday (public holidays excepted) from the date of this Notice of AGM and for at least 15 minutes prior to and during the meeting at the registered office of the Company at Forrest House, Ronaldsway, Isle of Man IM9 2RG.

## Biographies of the Directors

### Gary Lamb<sup>†</sup>

Non-Executive Chairman (N\*) (R\*) (A)

Gary is a qualified accountant (CIMA) who has gained extensive business experience over the past 25 years in numerous senior roles. As well as acting as Chairman of Strix, Gary is the Chief Executive Officer of Manx Telecom Ltd and previously was a founder Director of Bladon Jets Limited, and a Non-Executive Director until July 2017. Prior to Bladon Jets, Gary was the Finance and IT Director of Strix, leaving in 2007.

### Mark Kirkland

Non-Executive Director (N) (R) (A\*)

Mark qualified as a Chartered Accountant with PricewaterhouseCoopers in London and has extensive corporate experience gained over the last 25 years having held numerous senior roles in public and private companies. Mark's initial career was in corporate finance, predominantly spent at UBS Limited. In 2003, as part of the founding team, he became CFO of Raven Mount plc (now part of Raven Group Limited) and later became CFO of Marwyn Management Partners plc. Mark is currently CEO of Delin Property.

### Richard Sells

Non-Executive Director

Richard has over 30 years' experience working across multinational corporations, public companies, entrepreneur-led SME enterprises and private-equity backed businesses. Previously Richard has held the position of Chief Innovation Officer at Electrolux AB, prior to this he was Group Managing Director for Electrolux in the UK. He has served as Chairman of AMDEA and was on the board of London listed Alba plc. Richard is currently serving on the Advisory Board at Evrythng and is as an Associate at The Foundation.

### Mark Bartlett

Chief Executive Officer

Mark joined Strix in 2006. He leads the organisation, setting the strategic direction and policy and works closely with his leadership team to translate Strix's strategy into tangible results. His experience includes various positions ranging from Engineering Director through to Managing Director for multinationals in Europe and the Americas, with his most recent positions being Managing Director of a company within the Ametek Inc. Group and latterly ABS Waste Water Limited.

### Raudres Wong

Chief Financial Officer

Raudres joined Strix in 2011 and is responsible for financial management. She has over 25 years of international experience in corporate finance, business management and mergers and acquisitions. She has worked in Toronto, Japan, Beijing and Hong Kong for multinationals such as IDT International Ltd, Nortel Networks Inc., Level 3 Communications Inc., Nike International Ltd and ASSA ABLOY Ltd, holding senior finance and strategic planning positions. Raudres has a BComm and MBA from McMaster University and qualified as a Chartered Accountant in Canada.

Key to memberships, roles and re-election status:

† retiring by rotation at the AGM, proposed for re-election

\* Committee chairman

(A) Audit Committee member

(N) Nomination Committee member

(R) Remuneration Committee member

