

**ANNUAL GENERAL MEETING  
RED LEOPARD HOLDINGS PLC (“the Company”)**

**NOTICE IS HEREBY GIVEN** that an **ANNUAL GENERAL MEETING** of the Company will be held on 28 July 2017 at 12pm at City & Westminster Corporate Finance LLP, 1<sup>st</sup> Floor, 50 Jermyn Street, London, SW1Y 6LX for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 5 will be proposed as Ordinary Resolutions and resolution 6 will be proposed as a Special Resolution:

**ORDINARY RESOLUTIONS**

1. To receive and consider the financial statements for the year ended 31 December 2016.
2. To propose Simon Wharmby for re-election as a Director of the Company.
3. To propose the reappointment of Grant Thornton UK LLP as Auditors of the Company.
4. To resolve that the Directors be authorised to determine the remuneration of the Auditors.
5. To resolve that the Directors of the Company be and are generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006, to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of Section 560 of the Companies Act 2006) up to an aggregate nominal amount equal to the unissued nominal share capital of the Company for the period expiring on the fifth anniversary of the date of this resolution on terms that during such period, the Company may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority (and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired).

**SPECIAL RESOLUTION**

6. To resolve that, in accordance with Section 571 of the Companies Act 2006, the Directors be and hereby are given power to make offers or agreements to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment, and so that:

(a) reference to allotment in this Resolution shall be construed in accordance with Section 560(2) of the Companies Act 2006; and

(b) the power conferred by this Resolution shall expire immediately prior to the Annual General Meeting of the Company to be held in the calendar year 2018, but shall enable the Company to make any offer or agreement before the expiry of such power, which would or might require equity securities to be allotted after the expiry of such power, and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding the expiry of such power, provided however that the power conferred by this Resolution shall be limited to the authorised but unissued Ordinary Shares of £0.001 each in the capital of the Company as at the date of this notice.

Dated: 4 July 2017

**BY ORDER OF THE BOARD**

Toby Hayward  
Director

Registered Office:  
50 Jermyn Street  
London SW1Y 6LX

*Notes:*

1. *A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and to vote on their behalf. A proxy need not be a member of the Company.*
2. *Completion of a proxy will not prevent members from attending and voting in person if they so wish.*
3. *A proxy form which may be used to make such an appointment has been sent to all Shareholders together with this Notice.*
4. *In the case of joint holders each of them may be present in person or by proxy and may speak as a member. If one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners and if two or more of the joint owners are present in person or by proxy they must vote as one.*
5. *The Company specifies that for a member to be entitled to attend and vote at the meeting (and for the determination by the Company of the number of votes they may cast) they must be entered on the Company’s register of members 48 hours before the time of the Annual General Meeting (“the Specified Time”) excluding non-working days. Changes to entries on the register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the Meeting.*

**RED LEOPARD HOLDINGS PLC**

***Form of proxy for use at the  
Annual General Meeting convened to be held on 28 July 2017***

I/We .....  
(FULL NAME(S) IN BLOCK CAPITALS)

of .....

being (a) holder(s) of ordinary shares of 0.1 pence each in Red Leopard Holdings PLC (the "Company")  
HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (see note (c) below)

.....

as my/our proxy to attend, and vote for me/us on my/our behalf at the **Annual General Meeting** convened to be held on 28 July 2017 and at any adjournment thereof. The proxy is requested to comply with the voting instructions, if any, shown below and, subject thereto, shall be entitled to vote on any resolution or business (including adjournments and amendments to resolutions) which might be proposed at the meeting in such manner as the proxy in his absolute discretion thinks fit.

<b>Resolutions as set out in the Notice of AGM dated 4 July 2017 (see note (e) below)</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<b>Ordinary Resolutions</b>			
1. To receive and consider the Financial Statements for the period ended 31 December 2016			
2. To approve the re-election of Simon Wharmby as a director of the Company			
3. To approve the reappointment Grant Thornton as Auditor			
4. That the Directors be permitted to determine the remuneration of the Auditors			
5. To approve the Directors' authority to allot securities			
<b>Special Resolutions</b>			
6. To approve the dis-application of pre-emption rights			

**Signature** ..... (see note (a) below)

**Date** ..... 2017

**Full name(s) in which shares are registered**

.....

## NOTES:

- a. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM of the Company. You can only appoint a proxy using the procedures set out in these notes.
- b. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
- c. A proxy does not need to be a member of the Company but must attend the AGM to represent you. To appoint as your proxy a person other than the Chairman of the AGM, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- d. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each proxy form together with the number of shares that such proxy is appointed in respect of. All copies of the proxy form should then be sent to the address, fax number or email address given below.
- e. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Withheld" box. 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. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- f. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; or by scan and email to proxies@shareregistrars.uk.com; and
  - received by Share Registrars Limited not later than 48 hours (excluding non-working days) before the time of the meeting or adjourned meeting.
- g. In the case of a member which is a Company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
- h. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority), and a duly completed certificate of non-revocation of such power or authority must be included with the proxy form.
- i. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most 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 most senior).
- j. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- k. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 as amended by The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, to be entitled to vote at the meeting (and for the purposes of the determination by the Company of the number of votes that may be cast) members must be entered on the register of members of the Company by 12pm. on 26 July 2017.
- l. CREST members who wish to appoint 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 following 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. 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 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 Share Registrars Limited (ID 7RA36) no later than 12pm on 26 July, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day). 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 Share Registrars Limited 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 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(s), to procure that his or her 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 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- m. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, in the case of a member which is a company, the revocation 21 notice must be executed in accordance with note 10 above. 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 must be received by the Registrars not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the Meeting or any adjourned Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- n. You may not use any electronic address provided either in this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.