

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at the Annual General Meeting of 4GLOBAL PLC (“4GLOBAL” or the “Company”) to be held on 27 September 2023. If you are in any doubt about the action you should take, you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares of £0.01 each in the capital of the Company (**Ordinary Shares**), please immediately forward this document 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. However, this document should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this document, and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the Notice of Annual General Meeting as set out at the end of this document. The whole text of this document should be read.**

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# 4GLOBAL PLC

*(Incorporated in England and Wales with registered number 13523846)*

## Notice of Annual General Meeting

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This document should be read as a whole. Your attention is drawn in particular to the letter from the Chairman of the Company which is set out in this document and which contains recommendations that you **vote in favour of** all of the Resolutions set out in the Notice of Annual General Meeting referred to below.

Notice of an Annual General Meeting of 4GLOBAL to be held at the Company’s offices 5<sup>th</sup> Floor, Building 7 Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YG at 10:00 a.m. on 27 September 2023 is set out at the end of this document. The enclosed form of proxy for use at the Annual General Meeting should be completed and returned to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and to be valid must arrive not less than 48 hours (excluding any day or part of a day that is not a working day) before the time fixed for the Annual General Meeting.

Copies of this document will be available free of charge from the Company’s website: <https://investors.4GLOBAL.com/>.

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer purchase, acquire, subscribe for, sell, dispose of or issue, any security.

## DEFINITIONS

<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company to be held at the Company's offices, 5 <sup>th</sup> Floor, Building 7 Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YG on 27 September 2023 at 10:00 a.m., or any adjournment thereof, notice of which is set out on page 5 of this document.
<b>Business Day</b>	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK.
<b>Circular</b>	this document.
<b>Company or 4GLOBAL</b>	4GLOBAL PLC.
<b>CREST</b>	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & International in accordance with the CREST Regulations.
<b>CREST member</b>	a person who has been admitted by Euroclear UK & International as a system-member (as defined in the CREST Regulations).
<b>Directors or Board</b>	the directors of the Company.
<b>Euroclear UK &amp; International</b>	Euroclear UK & International Limited, the operator of CREST.
<b>Notice of Annual General Meeting</b>	the notice of Annual General Meeting set out at the end of the Circular.
<b>Ordinary Shares</b>	the ordinary shares of £0.01 each in the capital of the Company.
<b>Resolutions</b>	the resolutions set out in the Notice of Annual General Meeting to be proposed at the AGM.
<b>Shareholder(s)</b>	holder(s) of Ordinary Shares.

# 4GLOBAL PLC

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered no. 13523846)  
Registered office: 5<sup>th</sup> Floor, Building 7 Chiswick Park,  
566 Chiswick High Road, Chiswick, London, W4 5YG*

## *Directors:*

Ian James (Non-Executive Chairman)  
Eloy Mazon (Chief Executive Officer)  
Keith Sadler (Chief Financial Officer)  
Steven Clarke (Non-Executive Director)  
Alexandra Orlando (Non-Executive Director)

10 August 2023

Dear Shareholder,

## **Notice of Annual General Meeting**

### **1. Introduction**

I am pleased to report that the Company's Annual General Meeting will be held on 27 September 2023 at 10:00 a.m. at the Company's offices; 5<sup>th</sup> Floor, Building 7 Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YG. The formal notice of the Annual General Meeting is set out on page 5 of this document and contains the Resolutions to be considered and voted on at the meeting. The Board has set out further detail on the Resolutions on page 7 of this Circular.

The annual report and accounts for the Company for the period ended 31 March 2023 can be accessed from the "Investors" page of our website, <https://4GLOBAL.com/>

### **2. Action to be taken by Shareholders**

Shareholders will find attached with this document a form of proxy for use at the Annual General Meeting. You are requested to complete, sign and return the form of proxy to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but, in any event so as to arrive by no later than 48 hours (excluding any day or part of a day that is not a working day) before the time and date of the meeting. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

**Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of Annual General Meeting.**

Instructions for voting by proxy through CREST are set out in paragraphs 10 - 13 of the notes to the Notice of Annual General Meeting.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

### **3. Overseas Shareholders**

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

### **4. Directors' Recommendation**

The Directors consider the Resolutions to be in the best interests of the Company and its Shareholders as a whole and therefore the Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own shareholdings.

Yours faithfully

Ian James  
Chairman

# 4GLOBAL PLC

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered no. 13523846)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that an Annual General Meeting of 4GLOBAL PLC (“**Company**”) will be held at the Company’s offices; 5<sup>th</sup> Floor, Building 7 Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YG at 10:00 a.m. on 27 September 2023 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolution 7 will be proposed as a special resolution.

### Ordinary resolutions

1. To receive the financial statements for the 12 month period ended 31 March 2023 and the reports of the directors and the independent auditors as set out in the annual report and accounts.
2. To approve the report on Directors’ remuneration for the financial period ended 31 March 2023. This is an advisory vote and no entitlement to remuneration is conditional upon the resolution being passed.
3. To re-elect Ian James as a director, who is retiring in accordance with the articles of association of the Company, and who being eligible offers himself for election.
4. To re-elect Eloy Mazon as a director, who is retiring in accordance with the articles of association of the Company, and who being eligible offers himself for election.
5. To re-appoint Crowe UK LLP as independent auditors and to authorise the directors to fix their remuneration.
6. That:
  - 6.1. the directors of the Company are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £87,816. This authority will, unless renewed, varied or revoked by the Company, expire on 27 September 2024 or, if earlier, the conclusion of the Company’s next annual general meeting, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the directors may allot shares or grant Rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
  - 6.2. this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot Rights, but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

### Special resolution

7. That, subject to the passing of Resolution 6:
  - 7.1. in accordance with section 570 Companies Act 2006, the Directors be given the general power to allot equity securities (as defined by section 560 Companies Act 2006) for cash pursuant to the authority conferred by resolution 6, as if section 561(1) Companies Act 2006 did not apply to any such allotment. This power is limited to:
    - 7.1.1. the allotment of equity securities in connection with an offer by way of a rights issue:

- 7.1.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - 7.1.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and
  - 7.1.2. the allotment (otherwise than pursuant to paragraph 7.1.1) of equity securities up to an aggregate nominal amount of £39,517; and
- 7.2. the Directors may, for the purposes of paragraph 7.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
- 7.3. the power granted by this resolution will expire on 27 September 2024 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
- 7.4. this resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

By order of the board:

Registered Office:

Keith Sadler  
Company Secretary  
10 August 2023

5<sup>th</sup> Floor, Building 7 Chiswick Park,  
566 Chiswick High Road,  
Chiswick, London,  
W4 5YG

## **Explanatory notes concerning the resolutions set out in the notice of annual general meeting**

The following explanatory information is provided by way of background to the business of the meeting.

Resolutions 1 to 6 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. Resolution 7 is proposed as a special resolution. This means that for this resolution to be passed, at least three quarters of the votes cast must be in favour of it.

### **Resolution 1: Receive accounts**

The directors of a public company are required to lay before the shareholders in a general meeting copies of the directors' report, the independent auditors' report and the audited financial statements of the Company in respect of each financial period. In accordance with best practice the Company proposes, as an ordinary resolution, Resolution 1 to receive the annual report and audited accounts of the Company for the financial period ended 31 March 2023.

### **Resolutions 2 : Directors' Remuneration Report**

The directors are seeking approval of the Directors' Remuneration Report, which is set out on pages 33 to 36 of the Company's Annual Report and Accounts, for the financial period ended 31 March 2023. This is an advisory vote and no entitlement to remuneration is conditional upon the resolution being passed.

### **Resolutions 3 and 4: Appointment of directors**

Ordinary resolutions will also be proposed to re-elect; Ian James and Eloy Mazon as directors of the Company. In accordance with the articles of association of the Company, which requires one third of the board to stand for re-election in rotation each year, Messrs James and Mazon are retiring in rotation in accordance with the articles of association.

### **Resolution 5: Auditors re-appointment and remuneration**

Shareholders will be asked to confirm the re-appointment of Crowe UK LLP as auditors of the Company and to grant authority to the Directors to determine their remuneration.

### **Resolution 6: General authority to allot relevant shares**

This is an ordinary resolution to authorise the Directors to allot up to 8,781,664 shares, equivalent to approximately one third of the issued share capital of the Company.

### **Resolution 7: Dis-application of pre-emption rights**

This resolution is proposed, as a special resolution, to authorise the Directors, by the dis-application of section 561(1) Companies Act 2006, to use the authority granted to them under resolution 6 to issue equity securities for cash as set out below, without first being required to offer such securities to existing Shareholders of the Company in proportion to their existing holdings:

- (i) in connection with a rights issue, to:
  - a. existing holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - b. holders of other equity securities as required by the rights attaching to those securities or as the directors may determine;
- (ii) in any other circumstances, in respect of up to of 3,951,749 shares, equivalent to approximately 15% of the issued share capital of the Company.

## Notes to the Notice of the Annual General Meeting

### *Voting record date*

1. In order to have the right to appoint a proxy to exercise voting rights at the Annual General Meeting, a person must be entered on the register of members of the Company at close of business on 25 September 2023, or, in the event of any adjournment, at close of business on the date which is two Business Days before the day of the adjourned meeting. Changes to entries on the register of members after this time will be disregarded in determining the rights of any person to appoint a proxy to exercise such rights.

### *Appointment of proxies*

2. 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 meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
5. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

### *Appointment of proxy using the hard copy proxy form*

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
7. To appoint a proxy using the proxy form, it must be:
  - a. completed and signed;
  - b. sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD; and
  - c. received by the Company's registrars no later than 10:00 a.m. on 25 September 2023.
8. In the case of a member which is a company, the 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.
9. 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 included with the proxy form.

### *Appointment of proxies through CREST*

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using 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.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: 7RA11) by 10:00 a.m. on 25 September 2023. 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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 CREST sponsor or voting service provider(s) take(s)) such action as are 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.



13. 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.

*Appointment of proxy by joint members*

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

*Changing proxy instructions*

15. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraphs 7 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 4 above.
17. 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.

*Termination of proxy appointments*

18. 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 Company's registrar as indicated in paragraph 4 above. In the case of a member which 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 an 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.
19. The revocation notice must be received by the Company no later than 10.00 a.m. on 25 September 2023.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

*Issued shares and total voting rights*

22. As at close of business on 10 August 2023, the Company's issued share capital comprised 26,344,994 ordinary shares of nominal value £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at close of business on 10 August 2023 is 26,344,994.

*Communication*

23. Except as provided above, members who have general queries about the meeting should call the Company's registrars, Neville Registrars, shareholder helpline on 0121 585 1131 if calling within the United Kingdom or +44 (0) 121 585 1131 if calling from outside the United Kingdom. Lines are open 9:00 a.m. – 5:00 p.m. Mon-Fri.





