

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

If you have sold or otherwise transferred all of your shares in Sabien Technology Group Plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

## SABIEN TECHNOLOGY GROUP PLC

*(a company incorporated in England and Wales and registered with number 05568060)*

### NOTICE OF ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chairman of Sabien Technology Group Plc.

Notice of the Annual General Meeting of the Company to be held at 11.00 a.m. on Tuesday, 29 November 2016 at 34 Clarendon Road, Watford, Herts WD17 1JJ is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrars, Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR but in any event so as to be received by the registrars not later than 11.00 am on Friday 25 November 2016. Completion and return of a form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

## DEFINITIONS

<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company convened for 11.00 am on Tuesday, 29 November 2016 and any adjournment thereof, notice of which is set out at the end of this document
<b>Board or Directors</b>	the directors of the Company at the date of this document whose names are set out on page 3 of this document
<b>Company</b>	Sabien Technology Group Plc
<b>Notice</b>	the notice convening the Annual General Meeting which is set out at the end of this document
<b>New Ordinary Shares</b>	new ordinary shares of 0.5 pence each in the capital of the Company
<b>Resolutions</b>	the resolutions set out in the Notice
<b>Shareholders</b>	holders of New Ordinary Shares

**Sabien Technology Group Plc**  
(incorporated in England and Wales and registered with number 05568060)

Directors:  
B.Gordon (Chairman)  
A O'Brien  
LA Orchard  
K Monaghan  
MA Blake

Registered Office:  
34 Clarendon Road  
Watford  
Hertfordshire  
WD17 1JJ

4 November 2016

To the Shareholders:

Dear Shareholder

**1 Introduction**

You will find enclosed with this letter the formal Notice convening the Annual General Meeting of the Company for 11.00 am on Tuesday 29 November 2016 to be held at 34 Clarendon Road, Watford, Herts WD17 1JJ and a Form of Proxy. I would like to bring to your attention the following matters which will be transacted as special business at the AGM.

**2 Authority to Allot Securities and Disapplication of Pre-emption Rights**

Resolution 5 gives the Board the authority to allot shares or rights in shares up to a maximum of 20,918,289 New Ordinary Shares, which represents approximately 33 per cent of the issued share capital of the Company at the date of the Notice.

Resolution 6 further provides that 10 per cent of the New Ordinary Shares authorised to be allotted up to maximum of 6,275,486 New Ordinary Shares may be issued other than in respect of a rights issue to existing shareholders without having to first offer such shares to existing shareholders, under the statutory rights of pre-emption.

The Directors believe that it is in the best interests of shareholders for the Directors to continue to have flexibility to raise, at short notice, new equity share capital and to avoid advisory costs incurred in producing explanatory documentation for shareholders. The Directors have no present intention to allot any further New Ordinary Shares.

**3 Action to be Taken**

A Form of Proxy for use at the Annual General Meeting is enclosed. If you are a holder of shares in the Company you are advised to complete and return the form in accordance with the instructions printed on it so as to arrive at the Company's registrars, Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible, but in any event no later than 11.00 am on Friday 25 November 2016. The return of the Form of Proxy does not preclude you from attending and voting at the Annual General Meeting if you so wish.

**5 Recommendation**

The Directors of the Company consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly the Directors unanimously recommend members to vote in favour of all the Resolutions to be proposed at the Annual General Meeting as they intend to do in respect of their own beneficial holdings (where applicable).

Yours faithfully

**Bruce Gordon**  
Chairman

## **Sabien Technology Group Plc**

(a company incorporated in England and Wales and registered with number 05568060)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** of SABIEN TECHNOLOGY GROUP PLC (the "**Company**") will be held at 34 Clarendon Road, Watford, Herts WD17 1JJ at 11.00 am on Tuesday 29 November 2016 for the purpose of considering and, if thought fit, passing the following resolutions:-

Resolutions numbered 1 to 5 will be proposed as ordinary resolutions (which means that, for each resolution to be passed, more than 50% of the votes cast must be in favour of the resolution) and the resolution numbered 6 will be proposed as a special resolution (which means that, for the resolution to be passed, 75% or more of the votes cast must be in favour of the resolution).

#### **ORDINARY BUSINESS**

##### **Ordinary Resolutions**

1. **TO** receive and consider the annual accounts of the Company for the year ended 30 June 2016, and the reports of the directors and auditors thereon.
2. **TO** re-appoint Kingston Smith LLP as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
3. **TO** re-appoint as a Director Mr Monaghan who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.
4. **TO** re-appoint as a Director Mr Orchard who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.

#### **SPECIAL BUSINESS**

##### **Ordinary Resolution**

5. **THAT** the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £104,591.45, provided that this authority is for a period expiring on the date of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution is in substitution for all subsisting authorities, to the extent unused.

##### **Special Resolution**

6. **THAT**, subject to the passing of resolution 5, the directors be and they are empowered pursuant to sections 570(1) and 570(2) of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 6, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £31,377.43 and shall expire on the date of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Registered Office  
34 Clarendon Road  
Watford  
Hertfordshire WD17 1JJ

**BY ORDER OF THE BOARD**  
Gus Orchard  
Company Secretary  
Dated: 4 November 2016

*Notes:*

### **Entitlement to attend and vote**

1. Only those members registered on the Company's register of members at:
  - 11.00 am on 25 November 2016; or,
  - if this Meeting is adjourned, 48 hours (such 48 hour period excluding non-working days) prior to the time of the adjourned meeting,

shall be entitled to attend and vote at the Meeting.

### **Attending in person**

If you wish to attend the Meeting in person, please bring appropriate identification with you (eg passport or driving licence).

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, 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 will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
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, please photocopy the proxy form the required number of times.

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.

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

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - received by Share Registrars Ltd no later than 11.00 am on 25 November 2016.

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.

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**

7. 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) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 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 & Ireland 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 7RA36) by 11.00 am on 25 November 2016. 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.

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 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 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**

8. 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).

### **Changing proxy instructions**

9. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

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**

10. 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 Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. 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.

The revocation notice must be received by Share Registrars Ltd no later than 11.00 am on 25 November 2016.

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.

### **Corporate representatives**

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Issued shares and total voting rights**

12. As at 10 am on 4 November 2016, the Company's issued share capital comprised 62,754,867 new ordinary shares of 0.5 pence each and 44,004,867 deferred shares of 4.5 pence each. Deferred shares carry no right to attend or vote at a general meeting of the Company. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 10 am on 4 November 2016 is 62,754,867.

### **Questions at the Meeting**

13. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
  - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## Communication

14. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):

- calling Share Registrars Ltd on 01252 821390 or +44 1252 821390, if calling from overseas (calls are charged at your network provider's standard rates). Lines are open 9.00 am – 5.30 pm Monday to Friday. You may write to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.