

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE  
ATTENTION.**

If you are in any doubt about the contents of this document or as to what action to take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000. If you sell or have sold or otherwise transferred all of your ordinary shares in Coms plc (the "Company") please send this document, together with the accompanying Form of Proxy, immediately 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.

# **COMS PLC**

(Incorporated in England & Wales with Registered No. 05332126)

## **NOTICE OF ANNUAL GENERAL MEETING**

to take place at 11.00 a.m. on Monday, 27<sup>th</sup> June 2016 at the offices of Coms  
plc, 40 Holborn Viaduct, London EC1N 2PB

**Coms plc**  
**Registered in England no. 05332126**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Coms plc (the "Company") will be held on Monday, 27<sup>th</sup> June 2016 at the offices of Coms plc, 40 Holborn Viaduct, London EC1N 2PB at 11.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

**Ordinary Business**

**ORDINARY RESOLUTIONS**

1. To receive the Company's report and accounts for the year ended 31 January 2016.
2. To appoint KPMG LLP as auditor of the Company (to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid).
3. To authorise the Directors to fix the remuneration of the auditor.
4. To elect as a Director Frank Beechinor-Collins (Chairman of the Company).

**Special Business**

**ORDINARY RESOLUTION**

5. That in substitution for all previous authorities, and in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of section 561(1) of the Act to exercise all the powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £544,389.89 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, unless previously varied, resolved or renewed by the Company in general meeting of the Company but the Company may make, before such expiry, an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

6. To approve the change of the Company name from Coms Plc to RedstoneConnect Plc.
7. That the directors be and are generally empowered pursuant to sections 570 and 571 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561(1) of the Act did not apply to the allotment. This power is limited to:

- (a) the allotment of equity securities for up to an aggregate nominal amount of £544,389.89; and
- (b) will expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution but 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 that offer or agreement as if the power conferred by this resolution had not expired.

**Dated: 24 May 2016**

**BY ORDER OF THE BOARD**

Paul Myhill

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Company Secretary  
Registered Office:  
Coms plc  
40 Holborn Viaduct  
London  
EC1N 2PB

## **Notes to the Notice of Annual General Meeting**

**The Directors recommend that Shareholders vote in favour of the Resolutions, as they intend to do, or procure to be done, in respect of their legal and beneficial interests in ordinary shares.**

This year, shareholders will be asked to approve 7 resolutions. An explanation of these resolutions is given below.

Resolutions 1 to 5 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions if they are to be passed. Resolutions 6 and 7 will be proposed as a special resolution therefore at least 75% of the votes cast must support these resolutions if they are to be passed.

### **Resolution 1 – Accounts**

The Directors are legally required to present their report and the audited accounts before the members at an Annual General Meeting. The annual report and accounts is available on the Company's website, [www.comsplc.com](http://www.comsplc.com), a copy of which may be requested by contacting Paul Myhill at Coms plc, 40 Holborn Viaduct, London EC1N 2PB, United Kingdom.

### **Resolutions 2 and 3 – Appointment of auditor and fixing of auditor's remuneration**

The Company is required to appoint auditors at each general meeting at which accounts are laid. The Board is proposing that KPMG LLP be re-appointed. KPMG LLP has expressed its willingness to continue to act as auditor of the Company. Resolution 3 proposes that the Directors be authorised to set the auditor's remuneration.

### **Resolution 4 – Frank Beechinor-Collins – Election as Director**

Frank was appointed Chairman of the Board on 10 July 2014 and is Chairman of the Nominations Committee. He has significant corporate experience, particularly of IT and Software services and is also currently Non-Executive Chairman of dotDigital Group plc and CEO of Cadence Performance Limited. Frank was previously founder and CEO of OneClick HR plc from 1997 to 2011.

### **Resolution 5 - Authority to allot equity securities**

This resolution relates to the authority of the Directors to allot shares and rights to subscribe for new shares. Under section 551 of the Act, the directors of a company may allot shares if authorised to do so by shareholder resolution. Resolution 5, if passed, will continue the directors' flexibility to issue new shares. Resolution 5 will, if passed, permit the Directors to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £544,389.89 which is one third of the Company's issued share capital. The authority will expire on the date of the next annual general meeting of the Company after the passing of this resolution, unless previously varied, resolved or renewed by the Company in general meeting of the Company.

### **Resolution 6 - Company name change**

This resolution relates to the approval to change the Company name from Coms Plc to RedstoneConnect Plc.

### **Resolution 7 - Disapplication of pre-emption rights**

This resolution relates to the disapplication of pre-emption rights and is a special resolution. If equity securities are to be allotted for cash pursuant to the authority proposed to be given by resolution 5, section 561(1) of the Act requires that those securities are offered first to existing shareholders in proportion to the number they each hold at that time and otherwise in accordance with the technical requirements of the Act. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities or sell shares held in treasury (if any) for cash without first offering them to existing shareholders or otherwise than strictly in compliance with those requirements, for example to finance business opportunities. The authority proposed to be given by resolution 7 will allow the Directors to allot equity securities for cash without first offering them to existing shareholders in accordance with the Act, but limits such allotments to a maximum aggregate nominal value of £544,389.89 which is one third of the Company's current issued share capital. This authority will expire at the conclusion of the next annual general meeting of the Company to be held following the passing of the resolution.

## **Entitlement to attend and vote**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at: 11:00 a.m. on Thursday 23 June 2016; or if this Meeting is adjourned, at 11:00 a.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

## **Appointment of proxies**

1. If you are a member of the Company at the time set out 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.
2. 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.
3. 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 notify Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.
4. 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 abstain from voting.

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

5. The notes to the proxy form explain how to direct your proxy as to how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or faxed to Share Registrars Limited to 01252 719232; and
  - received by Share Registrars Limited no later than 11.00 a.m. Thursday 23 June 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 proxy by joint members**

6. 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**

7. 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. 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 Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxy forms will take precedence.

### **Termination of proxy appointments**

8. 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 registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. 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 Limited no later than 11.00 a.m. on Thursday 23 June 2016. 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. 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**

9. As at the date of this notice being 24 May 2016, the Company's issued share capital comprised 1,633,169,664 ordinary Shares of 0.1p each, 127,144,044 deferred shares of 1p each and 770,714,046 deferred shares of 0.1p each. There are no shares held in treasury. Each ordinary share of 0.1p 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 24 May 2016 is 1,633,169,664.

## Documents

10. Copies of the Annual Report and Accounts will be available:
  - for at least 15 minutes prior to the Meeting; and
  - during the Meeting.
11. Copies of the Annual Report and Accounts are also be available on the Company's website, [www.comsplc.com](http://www.comsplc.com). To save costs, the Company is not proposing to send hard copies of the Annual Report and Accounts to shareholders. However, should you wish to receive a hard copy, please write to the Company Secretary at the Company's registered office or contact us as a general enquiry on the Company's website.

## Communication

12. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
  - call Share Registrars Limited general helpline on 01252 821390. You may not use any electronic address provided either:
  - in this notice of annual general meeting; or
1. any related documents (including the proxy form), communicate with the Company for any purposes other than those expressly stated