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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, 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. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The directors of the Company and the Company accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the directors of the Company and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Ordinary Shares are admitted to trading on AIM. **AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.**

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the Financial Conduct Authority or any other competent authority. It is emphasised that no application is being made for admission of the Ordinary Shares to the Official List of the United Kingdom Listing Authority.

# RedstoneConnect plc

*(incorporated and registered in England and Wales with registered number 05332126)*

## Proposed Change of Name and Notice of Annual General Meeting

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**Notice of a General Meeting of RedstoneConnect plc, to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 10.30 a.m. on 30 July 2018, is set out at the end of this document. To be valid, the accompanying proxy form for use in connection with the annual general meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or scanned and sent by email to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com) by not later than 5.00 p.m. on 27 July 2018. Completion and return of proxy forms will not preclude Shareholders from attending and voting at the annual general meeting should they so wish.**

A copy of this document will be made available from the Company's website, [www.redstoneconnectplc.com](http://www.redstoneconnectplc.com). Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

## **IMPORTANT NOTICE**

### **Cautionary note regarding forward-looking statements**

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "plans", "may" or "will", or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in this document and include statements regarding the directors' current intentions, beliefs or expectations concerning RedstoneConnect plc group's ("**Group**").

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the directors of the Company consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the directors' expectations or to reflect events or circumstances after the date of this document.

### **Notice to overseas persons**

The distribution of this document and/or the proxy form in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

### **References to defined terms**

All times referred to in this document are, unless otherwise stated, references to London time.

## NOTICE OF ANNUAL GENERAL MEETING

# RedstoneConnect plc

*(Incorporated and registered in England and Wales with registered number 05332126)*

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of RedstoneConnect plc (the “**Company**”) will be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 10.30 a.m. on 30 July 2018 for the following purposes:

### Ordinary Business

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 January 2018 together with the directors' report and the auditors' report on those accounts.
2. To re-elect Guy van Zwanenberg, who retires by rotation, as a director of the Company.
3. To re-elect Diana Dyer Bartlett, who retires by rotation, as a director of the Company.
4. To re-elect Spencer Dredge, who retires by rotation, as a director of the Company.
5. To re-appoint KPMG LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
6. To authorise the directors of the Company to determine the remuneration of the Company's auditors.

### Special Business

To consider and, if thought fit, to pass the following resolutions, of which resolution 8 will be proposed as an ordinary resolution and resolutions 7, 9 and 10 will be proposed as special resolutions:

7. That the registered name of the Company be changed from RedstoneConnect Plc to Smartspace Software Plc.
8. That, in substitution for any equivalent authorities and powers granted to the directors of the Company prior to the passing of this resolution, the directors of the Company be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for or convert any security into shares of the Company being “relevant securities”) up to an aggregate nominal amount of £692,826 representing one third of the Company's issued existing ordinary share capital provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.
9. That, subject to the passing of resolution 8 above, the directors of the Company be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority conferred by resolution 8, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- 9.1. the allotment of equity securities in connection with an offer by way of a rights issue:
- 9.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - 9.1.2. to holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange; and

- 9.2. in the case of the authority granted under resolution 8 above, the allotment (otherwise than pursuant to sub-paragraph 9.1 above) of equity securities for up to an aggregate nominal amount of £692,826 (representing approximately one third of the Company's issued ordinary share capital),

provided that the power granted by this resolution will expire on the date being 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), 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 of the Company may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors of the Company to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

10. That the Company be, and hereby is, generally and unconditionally authorised for the purposes of section 693 and 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.10 each in the capital of the Company on such terms and in such manner as the directors of the Company shall determine, provided that:

- 10.1. the maximum aggregate number of ordinary shares that may be purchased is 2,078,479, representing approximately ten per cent. of the issued share capital of the Company;
- 10.2. the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.10;
- 10.3. the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105 per cent. of the average of the closing middle market quotations of an ordinary share of the Company taken from the AIM appendix to the London Stock Exchange's Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
- 10.4. this authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting); and
- 10.5. the Company may, before such expiry of the authority granted by this resolution, enter into one or more contracts to purchase its ordinary shares under this authority, which would or might be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if such authority had not expired.

*By order of the Board:*

Roisin Clawson  
Company Secretary  
6 July 2018

*Registered Office:*

Room 104, Grenville Court  
Britwell Road  
Burnham  
SL1 8DF

# EXPLANATORY NOTES

## RedstoneConnect plc

### Annual General Meeting 30 July 2018

#### **Resolution 1    The Report and Accounts**

The directors of the Company ("**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 are available on the Company's website, [www.redstoneconnectplc.com](http://www.redstoneconnectplc.com), a copy of which may be requested by contacting Roisin Clawson at RedstoneConnect plc, Room 104, Grenville Court, Britwell Road, Burnham, SL1 8DF.

#### **Resolution 2-4    Annual re-election of Directors**

Resolutions 2, 3 and 4 seek to re-elect Guy van Zwanenberg, Diana Dyer Bartlett and Spencer Dredge as directors of the Company. These Directors retire by rotation in accordance with article 91 and article 93 of the company's articles of association ("**Articles**") and offer themselves for re-election. Guy is Chairman of the Board and Remuneration and Nominations Committee, and a member of the Audit Committee. Diana is Chairman of the Audit Committee and a member of the Remuneration and Nominations Committee. Spencer is the Chief Financial Officer of the Company.

#### **Resolution 5-6    Re-appointment of Auditors**

The Company is required to appoint auditors at each general meeting at which accounts are laid. The board of directors of the Company is proposing that KPMG LLP, be re-appointed. KPMG LLP has expressed its willingness to continue to act as auditor of the Company. Resolution 6 proposes that the Directors be authorised to set the auditor's remuneration.

#### **Resolution 7    Proposed change of name**

This resolution relates to the approval to change the Company name from RedstoneConnect Plc to Smartspace Software Plc and is a special resolution. As part of the disposal earlier this year of the Company's Systems Integration and Managed Services divisions, the Company is required to change its name from RedstoneConnect Plc. Furthermore, the Directors believe that the proposed name of Smartspace Software Plc is more appropriate to the Company's focus on the provision of software into the smart building and co-working space markets.

#### **Resolution 8    Authority to allot shares**

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 8, if passed, will continue the directors' flexibility to issue new shares, although there are currently no such plans. Resolution 8 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 £692,826 which represents approximately one third of the Company's issued ordinary share capital. The authority will expire at the conclusion 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 9    Dis-application 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 8, 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 9 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 £692,826 which is approximately one third of the Company's issued ordinary share capital. The Company does not currently have any plans to allot new equity securities for cash and this resolution is to provide the Directors with flexibility to manage the Company's capital resources. This authority will expire at the conclusion of the next annual general meeting of the Company or 15 months after the passing of the resolution, whichever is the earlier, unless previously varied, resolved or renewed by the Company in general meeting of the Company.

**Resolution 10 Authority for the Company to buy back shares**

This resolution authorises the board to make market purchases of up to 2,078,479 ordinary shares (representing approximately 10 per cent. of the Company's issued ordinary share capital). Ordinary shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next annual general meeting of the Company or 15 months from the passing of the resolution, whichever is earlier. The directors intend to seek renewal of this authority at subsequent annual general meetings.

The minimum price that can be paid for an ordinary share is £0.10 being the nominal value of an ordinary share. The maximum price that can be paid is an amount equal to 5 per cent over the average of the middle market prices for an ordinary share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased.

The Directors intend to exercise the right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally.

The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the Directors on the same basis at the time the purchase. The Directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the authorities are in place so that they can more readily take advantage of possible opportunities.

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

1. Only those members registered on the Company's register of members at:
  - 6:30 p.m. on 26 July 2018; or,
  - if this meeting is adjourned, the time and date that is 48 hours prior to the adjourned meeting,shall be entitled to attend and vote at the meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **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 more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

### **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. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or scanned and sent by email to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
  - received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR no later than 5.00 p.m. on 27 July 2018.
6. 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.
7. 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**

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 times 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.
10. 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, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.
11. 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**

12. 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 Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.
13. 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.
14. 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.
15. The revocation notice must be received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR no later than 10:30 a.m. on 26 July 2018.
16. 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.
17. 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.

**Submission of proxy electronically**

18. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [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 should refer to their CREST sponsor or voting service provider 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 relates to the appointment of a proxy, the revocation of a proxy appointment or 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 the issuer’s agent (ID 7RA36) by the latest time(s) for receipt of proxy appointments specified in this notice of 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 the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee by 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, to procure that his CREST sponsor or voting service provider take) 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.

**Corporate representative**

19. A corporation which is a shareholder 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.

**Website**

20. A copy of this document will be made available from the Company’s website, [www.redstoneconnect.com](http://www.redstoneconnect.com). Neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this document.