

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your Ordinary Shares in Formation Group PLC, you should pass this document, together with the accompanying form of proxy and other documents enclosed herein, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

## **FORMATION GROUP PLC NOTICE OF GENERAL MEETING**

### **Notice of General Meeting**

Notice of the general meeting which has been convened for 11.00 am on 27 March 2017 at the offices of Formation Group Plc, Oakwood House, 414 - 422 Hackney Road, London E2 7SY is set out at page 6 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon, so as to be received by the Company as soon as possible and in any event not later than 11.00 am on 23 March 2017.



# FORMATION GROUP PLC

(“Formation” or the “Company”)

(Incorporated and registered in England and Wales under company number 4145632)

## Directors

Willie O’Dea (*Non-Executive Chairman*)  
David Kennedy (*Chief Executive Officer*)  
Desmond Khan (*Chief Finance Officer*)  
Noel O’Carroll (*Director of Property Management Services*)  
Patrick Kennedy (*Non-Executive Director*)  
David Walsh (*Non-Executive Director*)  
Bartholomew O’Keeffe (*Non-Executive Director*)  
Michael Kennedy (*Non-Executive Director*)

## Registered Office

Oakwood House  
414 – 422 Hackney Road  
London  
E2 7SY

3 March 2017

*To the holders of Formation Group PLC shares and, for information only, holders of instruments capable of conversion into shares.*

Dear Shareholder,

## Notice of General Meeting

On 27 February 2017, the Company held its annual general meeting where the Company was granted an authority to allot shares. As discussed at this meeting, the Company is seeking to undertake a further issue of shares to grow the business and is seeking further outside investment to facilitate this. However, due to a technical error in the drafting of the resolutions, the number of shares over which the allotment and pre-emption authorities were granted were not correct. The purpose of this general meeting is therefore to remedy this error and grant the Board the authority to allot shares and dis-apply statutory pre-emption rights over ordinary shares up to aggregate nominal amount of £3,859,015.

We are pleased to be writing to you with details of a general meeting (“GM”) which we are holding at our offices: Formation Group Plc, Oakwood House, 414-422 Hackney Road, London E2 7SY on 27 March 2017 at 11.00 am. The formal notice of the GM is set out at page 6 of this document.

If you would like to vote on the resolutions but cannot attend the GM, please fill in the proxy form at the back of this document and return it to the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible. Equiniti Limited must receive it by no later than 11.00 am on 23 March 2017.

## **Purpose of the GM**

The purpose of the meeting is to grant the Board the authority to allot shares and dis-apply statutory pre-emption rights.

Resolution 1 is proposed as an ordinary resolution. This means that, for this resolution to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 2 and 3 are proposed as special resolutions. This means that, for these resolutions to be passed, at least 75% of the votes cast must be in favour of the resolutions.

### **Resolution 1: Authority to allot shares**

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

The Company plans to undertake a dynamic and pro-active investment plan for growing the business which involves the allotting and issuing of shares in the Company in order to raise equity funding. In line with this vision, if passed, resolution 1 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company):

- up to an aggregate nominal amount of £3,859,015. This amount represents approximately 175 per cent of the issued ordinary share capital of the Company as at 2 March 2017, being the last practicable date before the publication of this document; and
- comprising equity securities up to a further aggregate nominal amount of £1,653,864 (which represents approximately 75 per cent of the existing issued ordinary share capital of the Company) in connection with an offer by way of a rights issue or open offer or otherwise.

This allotment authority is higher than the Company has had in previous years, but represents a key part of the new investment strategy of the Company and will help with the growth and the raising of funds into the business.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 27 June 2018 (whichever is earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no shares are held by the Company in treasury.

### **Resolution 2: Disapplication of pre-emption rights**

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be dis-applied by shareholders.



Resolution 2, which will be proposed as a special resolution and, if passed, will enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments:

- in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
  - to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
  - to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary; and
- otherwise than pursuant to the above, up to an aggregate nominal amount of £3,859,015.

This disapplication authority is required as the Company requires a flexible approach to the issue of shares. This reflects the Company's desire to grow and expand its investor base as it seeks further investment over the coming year.

If given, this power will expire at the conclusion of the Company's next annual general meeting or on 27 June 2018 (whichever is the earlier). It is the directors' intention to renew this power each year.

### **Resolution 3: Purchase by the Company of its own shares**

Resolution 3, which will be proposed as a special resolution, renews a similar authority given at last year's annual general meeting. If passed, it will allow the Company to purchase, in the market, up to 4,401,303 ordinary shares (which represents approximately 10 per cent of the issued ordinary share capital of the Company as at 2 March 2017, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 27 June 2018 (whichever is the earlier). It is the directors' intention to renew this authority each year.

The directors have no current intention to exercise the authority sought under resolution 3 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base.

If passed, the directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under the Company's share schemes. While held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights.

**Recommendation**

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The directors will be voting in favour of them, and unanimously recommend that you do so as well.

**Action to be taken**

If you would like to vote on the resolutions set out in the Notice but cannot come to the GM, please appoint a proxy or proxies:

- by completing the Proxy Form sent to you with this document, and returning it to our registrars;
- (if you are a CREST member) using the CREST electronic proxy appointment service.

Your proxy appointment must be received by 11:00 am on 23 March 2017. Further details relating to voting by proxy are set out in the notes to the Notice on pages 6 - 7 of this document and in the Proxy Form.

Yours sincerely



**William O'Dea**  
Non-executive Chairman



# Notice of General Meeting

## FORMATION GROUP PLC

(Incorporated and registered in England and Wales with registered number 4145632).

NOTICE IS HEREBY GIVEN THAT a General Meeting of the Company will be held at the offices of Formation Group Plc, Oakwood House, 414-422 Hackney Road, London E2 7SY on 27 March 2017 at 11.00 am for the purposes of considering and, if thought fit, passing the following resolutions as ordinary and special resolutions:

### **To consider and, if thought fit, to pass the following resolutions as an ordinary resolution:**

1. That pursuant to section 551 of the Companies Act 2006 (“Act”), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:
  - 1.1 up to an aggregate nominal amount of £3,859,015 (which represents approximately one hundred and seventy five per cent of the existing issued ordinary share capital of the Company);
  - 1.2 comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £1,653,864 (which represents approximately seventy five per cent of the existing issued ordinary share capital of the Company) in connection with an offer by way of a rights issue or open offer or otherwise:
    - 1.2.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
    - 1.2.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 June 2018 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

To consider and, if thought fit, to pass the following resolutions as special resolutions:

2. That, subject to the passing of resolution 1, and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 1 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:
  - 2.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
    - 2.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
    - 2.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

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

- 2.2 otherwise than pursuant to paragraph 2.1, up to an aggregate nominal amount of £3,859,015, and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 June 2018 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).



3. That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of either ordinary shares of £0.05 each in the capital of the Company ("Shares"), provided that:
- 3.1 the maximum aggregate number of Shares which may be purchased is 4,410,303;
- 3.2 the minimum price (excluding expenses) which may be paid for a Share is £0.05;
- 3.3 the maximum price (excluding expenses) which may be paid for a Share is an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the NEX Exchange Growth Market for the five business days immediately preceding the day on which the purchase is made, and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 June 2018 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.

By Order of the Board

REGISTERED OFFICE  
Formation Group Plc  
2nd Floor, Oakwood House  
414 – 422 Hackney Road  
London E2 7SY

Registered in England  
and Wales No. 4145632



**Mr Desmond Khan**  
Secretary  
3 March 2017

## **PROXY FORM NOTES**

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, contact the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. 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 joint holdings (the first-named being the most senior). A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice.

2. To be valid, the Form of Proxy must be received by Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting.
3. The return of a completed Form of Proxy will not prevent a shareholder attending the general meeting and voting in person if he/she wishes to do so.
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the general meeting and any adjournment(s) of it 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, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
5. 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 company's agent, Share Registrars Limited (CREST Participant RA19) 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.



6. 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 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.
7. 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.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company at 6.30 pm on 23 March 2017 (or in the event of any adjournment, at 6.30 pm on the day which is two days (excluding nonbusiness days) before the date fixed for the adjourned meeting) shall be entitled to attend and vote at the general meeting in respect of the number of shares registered in their name at such time. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. As at 2 March 2017 (being the latest practicable date prior to the publication of this document), the Company's authorised share capital consists of 160,000,000 ordinary shares of £0.05 each.
10. 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.

### **Communications with the Company**

11. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by calling our shareholder helpline on 0371 384 2617 (or +44 121 415 7047 if calling from overseas). Lines open 8.30 am to 5.30 pm, Monday to Friday.
12. No other methods of communication will be accepted.

**formation**  
GROUP PLC

Formation Group PLC  
Oakwood House, 414–422 Hackney Road, London, E2 7SY  
Tel: +44 (0)20 7920 7590 Fax: +44 (0)20 7739 7682

[www.formationgroupplc.com](http://www.formationgroupplc.com)

## PROXY FORM

I/We,

(block capitals)

of

being (a) member(s) of the above-named Company hereby appoint the Chairman of the meeting OR (Note 3).

(Name of Proxy)

as my/our proxy to vote for me/us on my/our behalf at the general meeting to be held on 27 March 2017 at 11.00am and at any adjournment thereof.

Dated ..... 2017

Signature(s) .....

	For	Against	Withheld
1. Ordinary resolution - authorise allotment of shares with a nominal value of £3,859,015 and a further allotment with a nominal value of £1,653,864 in relation to a rights issue			
2. Special resolution - Dis-application of pre-emption rights over shares			
3. Special resolution - Authorise the Company to purchase its own shares			

To be effective, this form of proxy, together with any power of attorney or any other authority (if any) under which it is executed, or a copy of such power of attorney or other authority, certified notarially, must be lodged at the Company's registrars – Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not later than the close of business two days before the holding of the meeting or adjourned meeting at which it is to be used.

### Notes

- Please indicate with an "X" in the appropriate boxes how you wish your proxy to vote. Unless otherwise directed the proxy will vote or abstain as he or she thinks fit.
- If you do not indicate how you wish your proxy to vote, your proxy will exercise his/her discretion as to whether, and if so how, he/she votes. Your proxy may also vote or abstain from voting as he/she thinks fit on any other business which may properly come before the meeting including on any permissible amendment to the resolutions set out in the notice of meeting.
- You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the Chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint someone else other than the Chairman as proxy please delete the words "the Chairman of the meeting" and insert the name of the person whom you wish to appoint in the space provided. The Chairman of the meeting will act as your proxy, whether or not such deletion is made, if no other name is inserted.
- 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, copy this form as many times as needed and indicate on each form how many shares are allocated to each proxy appointment.
- In the case of joint registered holders the signature of one holder on the form of proxy will be accepted by the vote of the senior who tenders a vote whether in person or by proxy to the exclusion of the votes of any joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of such joint holdings.
- In the case of a corporation the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation.
- Any alteration made to the form of proxy should be initialled.
- To change your proxy instructions simply submit a new proxy appointment. Note that the cut-off time for receipt of proxy appointments (see below) also applies in relation to amended instructions; any amended proxy appointment received after the cut-off time shall be disregarded. You may contact the Company Secretary, Mr Desmond Khan, of the Formation Group plc, Oakwood House, 414 – 422 Hackney Road, London E2 7SY, United Kingdom to obtain another proxy form. 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. To revoke a proxy instruction you will need to inform the Company by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars – Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by the cut-off time stated below. In the case of a member which is a corporation, the revocation must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of attorney) must be included in the revocation notice.
- This form of proxy should be signed and dated.
- Completion and return of the form of proxy will not affect the right of a member to attend and vote at the meeting.
- We have included on the proxy form the ability for a vote to be withheld. A vote withheld is not a vote in law and will not be counted towards the calculation of the proportions of votes "for" or "against".





Freeport RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU