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If you sell or transfer or have sold or transferred all of your Ordinary Shares, please forward this Document, with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

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# **THE KELLAN GROUP PLC**

*(Incorporated in England and Wales with registered number 02228050)*

## **Proposed cancellation of admission of Ordinary Shares to trading on AIM**

### **Notice of General Meeting**

### **Re-registration as a private limited company**

**and**

### **Adoption of New Articles**

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The Directors, whose names appear in Part I of this Document, accept responsibility, collectively and individually, for the information contained in this Document. To the best of the knowledge and belief of each of the Directors (who have all taken 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.

This Document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out in Part I of this Document which includes a recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

**A notice to convene a General Meeting of The Kellan Group Plc, to be held at the Company's offices at 27 Mortimer Street, London W1T 3BL at 10.00 a.m. on 3 December 2018, is set out at the end of this Document.** Shareholders will find enclosed with this Document a Form of Proxy for use in relation to the General Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions set out on the form and returned as soon as possible to the Company's registrars at Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, so as to be received as soon as possible but in any event no later than 10.00 a.m. on 29 November 2018, being 48 hours (excluding weekends) before the time fixed for the General Meeting. The return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting in person should they so wish.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS<sup>(1)(2)</sup>

Publication and posting of this Document and Form of Proxy to Shareholders	9 November 2018
Commencement of purchase of Ordinary Shares by BMN Commercial pursuant to the BMN Commercial Order Facility <sup>(3)</sup>	12 November 2018
Latest time and date for receipt of completed Forms of Proxy in respect of the General Meeting	10.00 a.m. on 29 November 2018
Time and date of the General Meeting	10.00 a.m. on 3 December 2018
Expected last day of dealings in Ordinary Shares on AIM	10 December 2018
Expected time and date of Cancellation <sup>(4)</sup>	7.00 a.m. on 11 December 2018

### Notes:

- (1) All of the times referred to in this Document refer to London time, unless otherwise stated.
- (2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service.
- (3) See paragraph 4.1 of Part I of this Document for further information.
- (4) The Cancellation requires the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.

## DIRECTORS AND ADVISERS

<b>Directors</b>	Richard Ward Rakesh Kirpalani Liam Humphreys Michael Jackson	<i>Executive Chairman</i> <i>Group Finance Director</i> <i>Managing Director</i> <i>Non-Executive Director</i>
	all of:	
	4th Floor 27 Mortimer Street London W1T 3BL	
<b>Registered office and principal place of business</b>	4th Floor 27 Mortimer Street London W1T 3BL	
<b>Nominated adviser</b>	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB	
<b>Legal advisers to the Company</b>	Pannone Corporate LLP 378-380 Deansgate Manchester M3 4LY	
<b>Registrars</b>	Link Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4ZF	
<b>Company Secretary</b>	Martin Kumar 4th Floor 27 Mortimer Street London W1T 3BL	

## DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“AIM”	AIM, the market operated by the London Stock Exchange;
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by the London Stock Exchange, as amended from time to time;
“BMN Commercial”	BMN Commercial Limited, a company incorporated in England and Wales with the registered number 10416788, which is owned by the family of the Major Shareholder and deemed to be acting in concert with the Major Shareholder;
“BMN Commercial Offer Facility”	the offer by BMN Commercial to purchase, off market, up to 67,929,012 Ordinary Shares offered for sale at a price of £0.004 (four-tenths of a penny) per Ordinary Share, further details of which are set out in paragraph 4.1 of Part I of this Circular;
“Business Day”	a day (excluding Saturday, Sunday and public holidays in England and Wales) on which banks are generally open for business in London for the transaction of normal banking business;
“Cancellation”	the cancellation of admission of the Ordinary Shares to trading on AIM, subject to passing of the Cancellation Resolution and in accordance with Rule 41 of the AIM Rules;
“Cancellation Resolution”	Resolution number 1 to be proposed at the General Meeting;
“Circular”	this Document, containing information about the Cancellation, Re-registration, adoption of New Articles and the General Meeting;
“Company” or “Kellan” or “Group”	The Kellan Group PLC, a company incorporated in England and Wales with registered number 02228050;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI2001/3755), as amended;
“Current Articles”	the articles of association of the Company at the date of this Document;
“Directors” or “Board”	the directors of the Company, whose names are set out on page 4 of this Document. The Board comprises the directors at any time or the directors present at a duly convened meeting at which a quorum is present or, as the case may be, the directors assembled as a committee of such Board;
“Disclosure Guidance and Transparency Rules”	the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of FSMA;
“Form of Proxy”	the form of proxy enclosed with this Document for use at the General Meeting or at any adjournment thereof;

“General Meeting”	the General Meeting of the Company convened for 10.00 a.m. on 3 December 2018 and any adjournment thereof, notice of which is set out at the end of this Document;
“London Stock Exchange”	London Stock Exchange plc;
“Major Shareholder”	Mr Paul Bell, an individual who holds 210,591,840 Ordinary shares, representing 62.00 per cent. of the voting rights in the Company;
“New Articles”	the new articles of association of the Company to be adopted following the passing of the Resolution number 2 to be proposed at the General Meeting;
“Notice of General Meeting” or “Notice”	the notice of General Meeting which is set out at the end of this Document;
“Ordinary Shares”	ordinary shares of £0.0001 each in the capital of the Company, and “Ordinary Share” means any one of them;
“Re-registration”	the re-registration of Kellan as a private limited company and the consequential adoption of the New Articles;
“Registrars” or “Link Asset Services”	Link Asset Services is a trading name of Link Market Services Limited and Link Market Services Trustees Limited. Share registration and associated services are provided by Link Market Services Limited (registered in England and Wales, No. 2605568).
“Regulatory Information Service”	has the meaning given to it in the AIM Rules for any of the services approved by the London Stock Exchange for the distribution of AIM announcements and included within the list maintained on the website of the London Stock Exchange;
“Resolutions”	the resolutions to be proposed at the General Meeting in the form set out in the Notice of General Meeting (and each of which shall be a “Resolution”);
“Shareholders”	holders of Ordinary Shares from time to time and “Shareholder” means any one of them;
“Takeover Code”	the City Code on Takeovers and Mergers;
“Takeover Panel”	The Panel on Takeovers and Mergers; and
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.

A reference to “£” is to pounds sterling, being the lawful currency of the UK.

## PART I

### LETTER FROM THE CHAIRMAN OF THE KELLAN GROUP PLC

*(Incorporated in England and Wales with registered no. 02228050)*

*Directors:*

Richard Ward (*Executive Chairman*)  
Rakesh Kirpalani (*Group Finance Director*)  
Liam Humphreys (*Managing Director*)  
Michael Jackson (*Non-Executive Director*)

*Registered Office:*

4<sup>th</sup> Floor  
27 Mortimer Street  
London  
W1T 3BL

9 November 2018

*To the Shareholders of The Kellan Group PLC*

Dear Shareholder,

**Proposed cancellation of admission of Ordinary Shares to trading on AIM,  
Notice of General Meeting  
Re-registration as a private limited company  
and  
Adoption of New Articles**

#### **1. Introduction**

As announced by the Company today, the Directors have concluded that it is in the best interests of the Company and its Shareholders to cancel the admission of the Ordinary Shares to trading on AIM. In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the date of the proposed Cancellation.

The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out at the end of this Document. The Company has received irrevocable undertakings to vote in favour of the Cancellation Resolution in respect of 70.32 per cent. of the issued share capital of the Company.

The Company is seeking Shareholders' approval of the Resolutions, including the Cancellation Resolution, at the General Meeting, which has been convened for 10.00 a.m. on 3 December 2018 at the Company's offices at 27 Mortimer Street, London W1T 3BL. If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 11 December 2018.

The purpose of this Document is to seek Shareholders' approval for the Resolutions, to provide information on the background and reasons for, and consequences of, the Cancellation, Re-registration and the adoption of the New Articles and why the Directors unanimously consider the Cancellation, Re-registration and adoption of the New Articles to be in the best interests of the Company and its Shareholders as a whole.

Shareholders should note that BMN Commercial has agreed with the Company that it will offer to purchase, off market, up to 67,929,012 Ordinary Shares offered for sale at a price of £0.004 (four-tenths of a penny) per Ordinary Share. Further details of the BMN Commercial Offer Facility are set out in paragraph 4.1 of this Document.

The Notice of the General Meeting is set out at the end of this Document.

## 2. Background and reasons for Cancellation

The Directors have conducted a review of the benefits and drawbacks to the Company and its Shareholders in retaining its quotation on AIM and maintaining its existing corporate structure. The Board believes that the Cancellation is in the best interests of the Company and its Shareholders as a whole. In reaching this conclusion, the Directors have considered the following key factors, amongst others:

- the ten largest Shareholders hold, in aggregate, approximately 88 per cent. of the Company's current issued share capital, resulting in limited free float and liquidity in the Ordinary Shares with the consequence that the Company's admission to trading on AIM does not, in itself, offer investors the opportunity to trade in meaningful volumes or with frequency within an active market;
- the Board believes, as a result of the liquidity issues outlined above and other historic factors, the current share price of the Ordinary Shares, and therefore the market capitalisation of the Company, does not accurately reflect the Company's value and adversely affects the ability of the Board to pursue certain strategic objectives;
- in light of the limited trading in the Ordinary Shares, with an average daily volume of 0.36 per cent. of the issued share capital of the Company traded, the considerable cost associated with maintaining the Company's admission to trading on AIM (such as nominated adviser and broker fees, London Stock Exchange fees and the costs associated with being a quoted company in having higher level corporate governance and audit scope) are, in the Directors' opinion, disproportionately high, when compared to the benefits, and the Board believes that funds could be better utilised; and
- the management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM is, in the Directors' opinion, disproportionate to the benefits to the Company.

Following careful consideration, the Directors believe that it is in the best interests of the Company and Shareholders to seek the proposed Cancellation at the earliest opportunity.

## 3. Principal effects of the Cancellation

The Directors are aware that certain Shareholders may be unable or unwilling to hold Ordinary Shares in the event that the Cancellation is approved and becomes effective. **Such Shareholders should consider selling their Ordinary Shares to BMN Commercial under the BMN Commercial Offer Facility (details of which are set out in paragraph 4.1 below) or in the market prior to the Cancellation becoming effective.**

Under the AIM Rules, the Company is required to give at least 20 clear Business Days' notice of Cancellation. Additionally, Cancellation will not take effect until at least 5 clear Business Days have passed following the passing of the Cancellation Resolution. If the Cancellation Resolution is passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 10 December 2018 and that the Cancellation will take effect at 7.00 a.m. on 11 December 2018.

The principal effects of the Cancellation will be that:

- there will be no formal market mechanism enabling Shareholders to trade their Ordinary Shares on AIM or any other recognised market or trading facility;
- whilst the Ordinary Shares will remain freely transferrable, it is possible that the liquidity and marketability of the Ordinary Shares will, in the future, be even more constrained than at present and the value of such shares may be adversely affected as a consequence;
- in the absence of a formal market and quote, it may be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply;
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of certain events and the requirement that the Company seek shareholder approval for certain corporate actions, where applicable, including substantial transactions, financing transactions, reverse takeovers, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals;

- the Company will cease to have an independent nominated adviser and broker;
- whilst the Company's CREST facility will remain in place post the Cancellation, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST. In this instance, Shareholders who hold Ordinary Shares in CREST will receive share certificates; and
- the Cancellation may have personal taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

The Company will remain registered with the Registrar of Companies in England & Wales in accordance with and subject to the Companies Act 2006, notwithstanding the Cancellation. Shareholders should also note that the Takeover Code will continue to apply to the Company following the Cancellation for the period of 10 years from the date of Cancellation (although it should also be noted that, as the Major Shareholder owns in excess of 50 per cent. of the existing Ordinary Shares, he is free to acquire further Ordinary Shares without incurring any obligation under Rule 9 of the Takeover Code).

The Resolutions to be proposed at the General Meeting include the adoption of the New Articles with effect from completion of the Cancellation. A summary of the principal changes being made by the adoption of the New Articles is included in Part II of this Document.

**The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.**

#### **4. Transaction in the Ordinary Shares prior to and post the proposed Cancellation**

##### **4.1 Prior to Cancellation**

Shareholders should note that they are able to trade in the Ordinary Shares on AIM prior to Cancellation. In addition, BMN Commercial has agreed with the Company that with effect from 12 November 2018 it will offer to purchase off market up to 67,929,012 Ordinary Shares offered for sale at a price of £0.004 (four-tenths of a penny) per Ordinary Share. BMN Commercial intends that the BMN Commercial Offer Facility will remain open until the earlier of the date on which a total of 67,929,012 Ordinary Shares are acquired and the day 21 business days after the last trading day on AIM, expected to be 14 January 2019. BMN Commercial has lodged the necessary funds with the Company, which will administer the process on BMN Commercial's behalf, to complete the BMN Commercial Offer Facility in full.

If Shareholders wish to sell their Ordinary Shares to BMN Commercial under the BMN Commercial Offer Facility, they should consult with their own independent financial adviser and/or broker. The BMN Commercial Offer Facility will be fulfilled on a first come, first served basis.

If Shareholders wish to sell their Ordinary Shares pursuant to the BMN Commercial Offer Facility, it will be necessary to follow the procedures set out below:

##### **4.1.1 If you hold your Ordinary Shares in certificated form**

Please complete the enclosed stock transfer form by filling in your name and address, the number of shares you hold and signing (if shares held in joint names then all shareholders should sign the form). Return the original ink signed form and your valid share certificate(s) to: Martin Kumar, Company Secretary, at the offices of the Company at 4th Floor, 27 Mortimer Street, London, W1T 3BL (martin.kumar@kellangroup.co.uk – 020 7268 6294) as soon as possible.

If your share certificate(s) are lost, stolen or destroyed, you should contact our registrar, Link Asset Services, on Tel: 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. Lines are open between 9.00am – 5.30 pm, Monday to Friday, excluding public holidays in England and Wales). Link Asset Services will arrange for you to complete an indemnity covering the company for any loss arising from a dispute over who owns the shares and you may be charged for this if the value of the shares is over a certain limit. Once this is done, Link Asset Services will send you a duplicate certificate.

In order to receive your proceeds from the sale to BMN Commercial, please provide your bank details on the form provided on the reverse of the stock transfer form.

Proceeds will be paid within 14 days from the transfer of your shares to BMN Commercial.

#### **4.1.2 If you hold your Ordinary Shares in CREST (uncertificated form)**

You should contact your independent financial adviser and/or Nominee manager to withdraw your shares into certificated form. You will then be able to sell your Ordinary Shares under the BMN Commercial Offer Facility in accordance with the procedures set out in 4.1.1 above, using the stock transfer form.

#### **4.2 Following Cancellation**

The Board is aware that the proposed Cancellation, should it be approved by Shareholders at the General Meeting, would make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so.

Following Cancellation, the Company intends to use reasonable endeavours to facilitate introductions and communication among Shareholders who wish to sell their Ordinary Shares and those persons who wish to purchase Ordinary Shares. To do this, Shareholders or persons wishing to acquire or sell Ordinary Shares will be able to leave an indication with the Company that they are prepared to buy/sell Ordinary Shares at a specified price. In carrying out such introductions, the Company will not arrange transactions and will take no responsibility to match up Shareholders wishing to sell and purchase Ordinary Shares, and no responsibility in respect of the time frame and manner in which introductions or communications (if any) are made or as to the price at which any trades might take place. Shareholders wishing to make such an indication to the Company should do so by writing to Martin Kumar, Company Secretary, at the offices of the Company at 4th Floor, 27 Mortimer Street, London, W1T 3BL (martin.kumar@kellangroup.co.uk – 020 7268 6294).

#### **5. Re-registration**

Following the Cancellation, the Board believes that the requirements and associated costs of the Company maintaining its public company status will be difficult to justify and that the Company will benefit from the more flexible requirements and lower costs associated with private limited company status. It is therefore proposed to re-register the Company as a private limited company. In connection with the Re-registration, it is proposed that the New Articles be adopted to reflect the change in the Company's status to a private limited company. The principal effects of the Re-registration and the adoption of the New Articles on the rights and obligations of Shareholders and the Company are summarised in Part II of this Document.

Application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company. Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will not issue the certificate of incorporation on Re-registration until the Register of Companies is satisfied that no valid application can be made to cancel the resolution to re-register as a private limited company.

#### **6. Irrevocable Undertakings**

The Company has received irrevocable undertakings from the directors who hold Ordinary Shares, the Major Shareholder and BMN Commercial to vote or procure votes in favour of the Resolutions in respect of, in aggregate, 238,851,217 Ordinary Shares, representing approximately 70.32 per cent. of the issued share capital of the Company.

Accordingly, the Directors believe it is likely that the Resolutions will be passed at the General Meeting.

#### **7. General Meeting and process of Cancellation**

Under the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by Shareholders at a General Meeting. Accordingly, the Notice of General Meeting set out at the end of this Document contains a special resolution to approve the Cancellation.

Furthermore, Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 Business Days prior to such date. In accordance with AIM Rule 41, the Directors have notified the London Stock Exchange of the Company's intention, subject to the Cancellation Resolution being passed at the General Meeting, to cancel the

Company's admission of the Ordinary Shares to trading on AIM. Accordingly, if the Cancellation Resolution is passed the Cancellation will become effective at 7.00 a.m. on 11 December 2018. If the Cancellation becomes effective, Allenby Capital Limited will cease to be nominated adviser and broker to the Company and the Company will no longer be required to comply with the AIM Rules.

The General Meeting will be held at the Company's offices at 27 Mortimer Street, London W1T 3BL commencing at 10.00 a.m. on 3 December 2018.

#### **8. Action to be taken**

You will find enclosed with this Document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete and return the Form of Proxy to the Company's registrars Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, in accordance with the instructions printed thereon as soon as possible but, in any event, to be received no later than 10.00 a.m. on 29 November 2018. Completion and return of a Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

#### **9. Recommendation**

The Directors consider that the Cancellation, the adoption of the New Articles and the Re-registration are in the best interests of the Company and its Shareholders as a whole and therefore unanimously recommend that you vote in favour of the Resolutions at the General Meeting as those Directors who hold Ordinary Shares intend to do in respect of their own beneficial holdings amounting to, in aggregate 15,599,511 Ordinary Shares, representing 4.59 per cent. of the total voting rights in the Company.

Yours faithfully,

**Richard Ward**  
*Chairman of the Company*

## **PART II EFFECT OF RE-REGISTRATION ON SHAREHOLDERS AND ADOPTION OF NEW ARTICLES**

### **1. Accounts**

A public company is required to file its accounts within six months following the end of its financial year and then to circulate copies of the accounts to Shareholders. Following the Re-registration and the adoption of the New Articles, the period for the preparation of accounts is extended to nine months following the end of the financial year. The Company will still be required to circulate accounts to Shareholders (although the period for doing so is extended for private companies).

### **2. General meetings and resolutions**

A public company is required to hold an annual general meeting of Shareholders each year, whereas a private company is not. Therefore, following the Re-registration and the adoption of the New Articles the Company will not hold annual general meetings.

In addition, after the Re-registration, resolutions of the Shareholders of the Company may be obtained via written resolutions, rather than via physical meetings. This is done by obtaining the approval in writing to that resolution of the holders of a majority of voting shares then in issue (in the case of ordinary resolutions) and the holders of 75 per cent. of the voting shares then in issue (in the case of special resolutions).

### **3. Directors**

The Current Articles contain provisions requiring the Directors to retire by rotation every three years. These provisions have been removed in the New Articles. In addition, the New Articles will not require any Director appointed by the Board to be re-appointed by the Shareholders at the next annual general meeting following his appointment, as is currently required.

### **4. Issue of shares for non-cash consideration**

As a public company, there are restrictions on the ability of the Company to issue new shares, for example, by requiring the Company to obtain a valuation report in the case of shares issued for non-cash consideration. These restrictions will not apply following the Re-registration and adoption of the New Articles.

### **5. Issue of shares – authority**

The Company no longer has an authorised share capital and the Directors simply need to pass a resolution if it wishes to create new shares.

The New Articles contain a limit on the maximum number of shares that may be issued by the Company.

### **6. Relaxation of restriction on borrowing**

The Current Articles require the Directors to restrict the borrowings of the Company over a certain threshold without shareholder approval. This restriction has been removed in the New Articles.

### **7. Refusal to register a share transfer**

The Board will in the New Articles have absolute discretion to refuse to register any share transfer that is not made in accordance with the share transfer provisions in the New Articles (whether the share is paid up or not).

### **8. Financial assistance, reductions of capital and purchase of own shares out of capital**

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company

to engage in certain transactions. However, following the Re-registration, these restrictions will no longer apply.

In addition, the Company must currently obtain the sanction of the Court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-registration, the Company will be able to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the Court. Similarly, following Re-registration, the Company will be able to effect buy backs of shares out of capital, which it is currently prohibited from doing as a public limited company.

#### **9. Company Secretary**

There is no requirement for a company secretary to be appointed, although the Company may appoint one should it wish.

#### **10. Removal of unnecessary provisions and simplification of articles**

The New Articles will not contain many of the detailed provisions of the Current Articles which are common for listed companies, and which will not be necessary for the Company following the Cancellation. Many of these provisions duplicate provisions of company law or can be simplified.

These include provisions relating to:

- a) the form of resolutions;
- b) uncertified shares;
- c) fractions of shares; and
- d) the requirement to keep accounting records.

**THE KELLAN GROUP PLC**  
**NOTICE OF GENERAL MEETING**  
**(the “Company”)**

**NOTICE IS HEREBY GIVEN THAT** a General Meeting of the Company (the “General Meeting”) will be held at 10.00 a.m. on 3 December 2018 at the Company’s offices at 27 Mortimer Street, London W1T 3BL to consider and, if thought fit, approve the resolutions set out below, which are proposed as special resolutions.

**Special Resolutions**

1. **THAT**, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by the London Stock Exchange plc) of the ordinary shares of £0.0001 each in the capital of the Company be and is hereby approved and the directors of the Company be authorised to take all action reasonable or necessary to effect such cancellation.
  
2. **THAT**, subject to and conditional upon Resolution 1 being approved by shareholders at the General Meeting and the cancellation of the admission of the ordinary shares of £0.0001 each in the capital of the Company to trading on AIM, the market of that name operated by the London Stock Exchange plc, becoming effective:
  - a) pursuant to the provisions of section 97 of the Companies Act 2006, the Company be and is hereby re-registered as a private limited company by the name of “The Kellan Group Limited”; and
  
  - b) the new articles of association produced to the General Meeting and signed by the chairman of the General Meeting for the purposes of identification be and are hereby adopted by the Company in substitution for its existing articles of association.

By order of the Board

*Registered Office:*

4<sup>th</sup> Floor  
27 Mortimer Street  
London  
W1T 3BL

9 November 2018

**Notice of Meeting Notes:**

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 29 November 2018. 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.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10.00 a.m. on 3 December 2018 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part 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 Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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.

6. You can vote either:

- Completing the enclosed form of proxy or;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10.00 am on 29 November 2018.

7. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully.
8. The return of a completed form of proxy or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. 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 of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
10. In order for a proxy appointment or instruction 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 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 RA10) by 10.00 am on 29 November 2018. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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 proxies appointed through CREST should be communicated to the appointee through other means.

11. 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 message. 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 system 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 8 November 2018 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 339,645,061 ordinary shares of £0.0001 per share, carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at that time were 339,645,061.
14. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.