



**NOTICE OF ANNUAL
GENERAL MEETING AND
PROXY VOTING FORM**

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser. If you have sold or otherwise transferred all your shares in the Company, please forward this document, but not the enclosed Form of Proxy, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

NOTICE OF ANNUAL GENERAL MEETING

Share plc (the “Company”)

(Incorporated and registered in England and Wales with registered number 02966283)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at One Great George Street, Westminster, London SW1P 3AA on 6 June 2018 at 11 a.m. for the following purposes:

Ordinary business

- 1** To receive and adopt the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2017.
- 2** To receive and adopt the Directors’ remuneration report for the financial year ended 31 December 2017.
- 3** To declare a final dividend for the financial year ended 31 December 2017 of 0.4 pence per ordinary share.
- 4** To re-elect Francesca Eva Ecsery as a director of the Company.
- 5** To re-elect Gavin David Redvers Oldham as a director of the Company.
- 6** To re-elect Richard William Stone as a director of the Company.
- 7** To re-elect Gareth Vaughan Thomas as a director of the Company.
- 8** To re-elect Richard Ian Tolkien as a director of the Company.
- 9** To re-appoint Ernst & Young LLP as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company, and that their remuneration be determined by the directors of the Company (“The Directors”).

Special business

As special business to consider and, if thought fit, to pass the following resolutions of which resolution 10 will be proposed as an ordinary resolution and resolution 11 will be proposed as a special resolution:-

10 THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”) to allot and make offers and agreements to allot relevant securities as defined in section 560 of the Act up to an additional aggregate nominal amount of £235,000, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or 15 months after the date of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is a substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

11. THAT, subject to the passing of resolution 10, in substitution for any unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the Act did not apply but without prejudice to the exercise of any such power prior to the date hereof the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash either pursuant to the authority conferred by resolution 10 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment (all previous such authorities being hereby revoked) provided that the power conferred by this resolution shall be limited to:

11.1 the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer to holders of ordinary shares in the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the shareholdings of such members (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or

stock exchange in any territory or any other matter whatsoever;

11.2 otherwise than pursuant to paragraph 11.1 above, the allotment of equity securities up to an aggregate nominal amount of £70,000, provided that the authority granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this Resolution or 15 months after the date of passing of this Resolution (if earlier) unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



Dated: April 2018
By Order of the Board

Gavin Oldham - Chairman
Oxford House, Oxford Road, Aylesbury,
Buckinghamshire, HP21 8SZ

Notes to the notice of meeting:

1 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at 6 p.m. on 4 June 2018 (or if the Annual General Meeting is adjourned, members entered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend, speak and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 6 p.m. on 4 June 2018 shall be disregarded in determining the rights of any person to attend, speak or vote at the Annual General Meeting.

2 A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to exercise all or any of his rights to attend,

speak and to vote instead of him. A proxy need not be a member of the Company but must attend the Annual General Meeting in person. If a member wishes his proxy to speak on his behalf at the Annual General Meeting he will need to appoint his own choice of proxy (not the Chairman) and give his instructions directly to them. Completion and lodgement of a form of proxy will not preclude a member from attending, speaking and voting at the Annual General Meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the Annual General Meeting in person the proxy appointment will automatically be terminated.

3 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting".

4 A form of proxy is attached and details of how to appoint and direct a proxy to vote on each resolution are set out in the notes to the form of proxy. To be valid the form of proxy must be completed and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ not less than 48 hours before the time fixed for the Annual General Meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. 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.

5 In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment

submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.

6 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, a proxy may vote or abstain from voting at his or her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

7 In order to revoke a proxy instruction a member will need to send a signed hard copy notice clearly stating his intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a company the 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.

8 Copies of the service contracts under which the directors of the Company are employed by the Company or any of its subsidiaries (or a memorandum of the terms of such service contracts) will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to such meeting until its conclusion.

Explanatory Notes to the Notice of Annual General Meeting

It should be noted that, in accordance with the Company's Articles of Association, all resolutions put to the vote are decided on a poll.

Resolution 10 – Allotment Authority

Resolution 10 authorises the directors to allot unissued shares in the capital of the Company up to

a maximum nominal value of £235,000, being equal to just under one third of the issued ordinary share capital of the Company at the date of this Notice of Annual General Meeting.

Resolution 11 – Disapplication of Pre-emption Rights

Resolution 11 disapplies the provisions of section 561 of the Companies Act 2006 (the "Act"), under which if any unissued shares are allotted for cash they must first be offered to existing shareholders in proportion to the number of shares they hold at the time. Such an offer is known as a "rights issue" and the entitlement to be offered a new share is a "pre-emption" right. Section 561 sets out how the new shares should be offered and the provisions are quite cumbersome: Part 1 of the Resolution dispenses with the need for the Company to go through these procedures.

There can be circumstances where it is in the interest of the Company to allot new shares for cash other than by means of a rights issue but this cannot be done unless shareholders have waived their pre-emption rights. Resolution 11 asks shareholders to do this, but only in respect of new shares equal to just under 10% of the issued ordinary share capital of the Company at the date of this Notice of Annual General Meeting. Should the Company wish to allot shares for cash, other than through a rights issue, for more than 10% of the issued ordinary share capital of the Company at the date of this Notice of Annual General Meeting, the Company would need to ask shareholders to waive their pre-emption rights in respect of that proportion of new shares that exceeds the 10% ceiling.

It should be noted that there are legal, regulatory and practical reasons why it may not be possible to issue new shares under a rights issue to all shareholders, especially those resident overseas, and Resolution 11 facilitates this.

Timescale

Unless revoked or renewed by the Company in a general meeting, the power given by these two Resolutions will expire on the earlier of the conclusion of the next Annual General Meeting or 15 months after the date the resolutions are passed.

When and where

This year, the meeting will be held at 11:00 on Wednesday 6 June 2018 at One Great George Street, Westminster, London SW1P 3AA .

Please note: it is important you inform us of your intention to attend the AGM, so we can ensure your smooth passage through the security procedures.

Email agm@share.co.uk or call us on **01296 41 41 41** should you wish to attend.



Getting there

The One Great George Street conference venue is located in central London, just off Parliament Square in the heart of Westminster.

Both Westminster (Exit 6) on the District, Circle and Jubilee lines, and St James's Park on the District and Circle lines, are just 5 minutes walk away. Numerous bus routes pass within a 1-2 minute walk of One Great George Street. Bus routes stopping near Parliament Square include: 3, 11, 12, 24, 53, 87, 88, 148, 159, 211 and 453.

Notes to the form of proxy:

1 A member may if he wishes strike out the words "chairman of the meeting" and insert the name of some other person to act as his proxy, exercise all or any of his rights to attend, speak and vote instead of him at the meeting in the space provided. If a member lodges the form with no name inserted in the space the Chairman of the Meeting will be deemed to be his proxy. Where someone other than the Chairman is appointed as a proxy the member appointing him is responsible for ensuring that they attend the meeting and are aware of his voting intentions. If a member wishes his proxy to speak on his behalf at the Annual General Meeting he will need to appoint someone other than the Chairman and give his instructions directly to them.

2 A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and to vote at the Annual General Meeting instead of him. A proxy can only be appointed by following the procedure set out in these notes.

3 A proxy need not be a member of the Company but must attend the Annual General Meeting in person. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the Annual General Meeting in person the proxy appointment will automatically be terminated.

4 To be valid this form of proxy must be completed and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ not less than 48 hours before the time fixed for the meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy of such power or authority. 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.

5 In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.

6 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any

one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". When two or more valid but differing proxies are delivered in respect of the same share for use at the meeting, the one which is last validly delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share and, if the Company is unable to determine which of any such two or more valid but differing appointments of proxy was so delivered in time, none of them shall be treated as valid in respect of that share.

7 If a member submits more than one valid proxy appointment the appointment received last before the latest time for the receipt of proxies will take precedence

8 To abstain from voting on a resolution, tick the box in the column headed "Vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

9 In the case of a poll vote taken otherwise than at or on the same day as the meeting or adjourned meeting, the form of proxy must be completed and deposited as specified in note 4 above not less than 24 hours before the time appointed for the taking of the poll.

10. In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ, together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of attorney or authority, not less than one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

shareplc:

Form of Proxy

I/We (full name in BLOCK capitals)
of (address)
being a member/members of Share plc hereby appoint the chairman of the meeting or (see note 1)

..... as my/our proxy to vote for me/us on my/our behalf
at the Annual General Meeting of the Company to be held on Wednesday 6 June 2018 at 11 a.m. at One Great
George Street, Westminster, London, SW1P 3AA and at any adjournment thereof, on the following resolutions, as
indicated by an 'X' in the appropriate box.

Resolutions	For	Against	Withheld
1 To receive and adopt the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To receive and adopt the Directors' remuneration report for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend for the financial year ended 31 December 2017 of [] pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Francesca Eva Ecsery as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Gavin David Redvers Oldham as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Richard William Stone as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Gareth Vaughan Thomas as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Richard Ian Tolkien as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-appoint Ernst & Young LLP as the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 as referred to in the notice of annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To disapply section 561 of the Companies Act 2006 as referred to in the notice of annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature Customer reference
(if known/appropriate)

Date I/We will be attending the AGM Yes No

Please return to: Company secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ

Oxford House Oxford Road Aylesbury Buckinghamshire HP21 8SZ
Phone 01296 41 41 41 Visit www.shareplc.com

Registered in England number 2966283

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