

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of shareholders in Ireland, an adviser authorised or exempt under the Investment Intermediaries Act 1995 or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares in Datalex plc, please pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



**Annual General Meeting  
9 May 2013**

**Directors:**

John Bateson\*  
Aidan Brogan, Chief Executive Officer  
Roger Conan\*  
David Kennedy, Finance Director  
Peter Lennon\*  
Paschal Taggart\*, Chairman

Block U  
East Point Business Park  
Dublin 3

\*Non-executive

15th April 2013

Dear Shareholder

The Annual General Meeting of the Company will be held at the Company's offices, Block U, Eastpoint Business Park, Dublin 3, Ireland on 9 May 2013 at 12.00 noon GMT. The notice of the meeting is attached.

In addition to the Ordinary Business to be transacted at the meeting, which is referred to in Resolutions 1 to 9 in the notice, the Directors propose that Special Business, as set out in Resolutions 10 to 12 in the notice, be transacted at the meeting for the purposes explained below.

**Retirement**

This year, in accordance with the recommendations of the UK Corporate Governance Code, the Directors have resolved that they will all retire and that those wishing to serve again shall submit themselves for re-election by the shareholders.

Our Chief Executive Officer, Aidan Brogan, who was appointed a Director on 25 June 2012 will retire, in accordance with the Articles of Association, and offer himself for election at the AGM.

During 2012, as Chairman, I conducted the annual review of the performance of the Directors and concluded that the performance of the Directors (other than myself) continues to be effective and that each of the Directors continues to demonstrate commitment to his role. During 2012, the then senior independent director, Mr. Peter Lennon, conducted a review of my performance as Chairman and concluded that my performance also continues to be effective and that I continue to demonstrate the necessary commitment to the role. Mr Roger Conan was appointed as senior independent director on 25 February 2013, succeeding Peter Lennon.

Biographical details of the Directors offering themselves for re-election appear in the Appendix to this document.

### **Remuneration of non-executive Directors**

The Articles of Association require the Company to establish, with shareholder approval, a maximum annual limit on the ordinary remuneration (i.e., directors' fees, not including executive remuneration, remuneration for service as Chairman or on committees, or expenses) payable to the Directors.

The Company attaches particular importance to the knowledge and breadth of experience that non-executive directors bring to the Board, and so the Directors propose to seek, pursuant to Resolution 9, shareholder approval to increase the ceiling on the Directors' aggregate ordinary remuneration to \$400,000 (on the basis that the executive Directors shall not be entitled to any such remuneration).

The new limit will provide the Company with the flexibility necessary to maintain fees at a level which reflects the increasing responsibilities and time commitments of the non-executive Directors and to make additional non-executive appointments should this be desirable.

### **Special business of the AGM**

#### *Resolutions 10 and 11– Directors' authorities to issue shares*

In Resolution 10, shareholders have been asked to renew the Directors' authority to allot and issue unissued ordinary share capital of the Company. This authority will be in substitution for the existing authority granted at the Annual General Meeting of the Company held on 2 May 2012. The Directors will be authorised to issue new shares up to a nominal value of \$2,384,300 which is equal to approximately 33% of the issued ordinary share capital of the Company as at the date of this notice. The authority will, if renewed, expire at the conclusion of the annual general meeting in 2014 or 15 months after the forthcoming Annual General Meeting, whichever is the earlier. The Directors have currently no intention to issue shares pursuant to this authority except for issues of ordinary shares under the Company's share option plans.

The power given to the Directors at last year's annual general meeting to allot shares for cash and in the event of a rights issue otherwise than in accordance with statutory pre-emption rights expires at the conclusion of the forthcoming Annual General Meeting. In Resolution 11, shareholders are being asked to renew, until the next Annual General Meeting in 2014, the authority to disapply statutory pre-emption provisions in the event of a rights issue or for any other issue of equity securities for cash up to an aggregate nominal value of \$361,200 which is equal to approximately 5% of the Company's issued ordinary share capital at the date of this notice. The Directors have currently no intention to issue shares pursuant to this authority except for issues of ordinary shares under the Company's share option plans.

#### *Resolution 12 – Notice for the Convening of an Extraordinary General Meeting*

In Resolution 12, shareholders are being asked to renew the authority allowing the Company to continue to call an extraordinary general meeting to consider an ordinary resolution on 14 days' notice.

Following implementation of the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009 (the "**Regulations**"), unless certain requirements are satisfied, the ordinary notice period for a general meeting of the Company is 21 days. The Regulations envisage that on an annual basis a company may pass a resolution such as Resolution 12, to preserve its ability to call certain extraordinary general meetings, where appropriate, on 14 days' notice. The Directors consider that it is in the interests of the Company to retain this flexibility. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. As a matter of policy, the 14 day notice period will be utilised only where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

### **Action to be taken by you**

You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company's registrar, Computershare Investor Services (Ireland) Limited, PO Box 954, Sandyford, Dublin 18, Ireland (if delivered by

post) or at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not later than 48 hours before the time appointed for holding the meeting.

The return of a form of proxy will not preclude a registered shareholder from attending the meeting and voting in person if he or she wishes to do so.

### **Recommendation**

**The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote in favour of each of the Resolutions as they intend to do in respect of their own beneficial holdings.**

Yours faithfully

Paschal Taggart  
Chairman

## Appendix

### Board of Directors

#### **Paschal Taggart (Chairman)**

Paschal Taggart was appointed a non-executive director in 2001, and was appointed Chairman of the Board in December 2009. A very experienced finance professional with significant commercial expertise, he was formerly Chairman of Orbiscom plc and has been Chairman of a number of major Irish and international businesses including ITG plc, Ireland on Sunday (1998-2001) and Jervis St. Shopping Centre (1995-99). He is a former Director of Rosslough Holdings Ltd. (1995-99) and a former partner in Bastow Charleton (1975-85), Gilmore Taggart (1985-91), and Cooney Taggart (1991-2012).

#### **John Bateson (non-executive director)**

John Bateson was appointed as a non-executive director of Datalex in November 2006. He is a graduate of Trinity College Dublin and, having qualified with KPMG, is a fellow of the Institute of Chartered Accountants in Ireland. John is the Managing Director of International Investment and Underwriting (IIU) and, in representing IIU on the boards of various companies, both private and publicly quoted, has developed significant experience in international technology businesses. Prior to IIU, John was with the corporate finance department of NCB.

#### **Roger Conan (non-executive director)**

Roger Conan is a private investor and company director. He qualified as a Chartered Accountant with KPMG, where he spent four years in General Practice and four years in Corporate Finance. In 1984 he joined National City Brokers, the forerunner of the NCB Group. He then transferred to Dedeir, an investment company, where he was responsible for the finance and monitoring of a number of investments. In 1990 he was appointed general manager of IFSC South Block Ltd which developed IFSC House. In 2000 he became self employed. He has since advised on finance, strategy and development.

#### **Peter Lennon (non-executive director)**

Peter Lennon has been a non-executive director of Datalex since 1993 and brings to the company a wealth of specialised legal and industry expertise. A practicing lawyer and partner in the law firm Maples and Calder, he specialises in litigation and advises many Irish underwriters and English underwriters on liability claims matters. He also specialises in aviation law. Peter acts for most of the major carriers operating out of the Republic of Ireland, both in their general aviation matters and also in their aviation claims. A graduate of Trinity College Dublin, Peter holds a BA Mod. (Legal Science) and an LLB.

#### **Aidan Brogan (Chief Executive Officer)**

Aidan Brogan joined Datalex in 1994. Aidan was appointed to the board on 25 June 2012, and took up the role of CEO on 11 September 2012. Prior to taking up the CEO position Aidan was SVP of Sales, and was instrumental in building the leading product and market position for Datalex. With nearly 20 years' experience in the airline and travel industry, Aidan's background includes project management, system design, product development, marketing, business planning and international sales. Previous to this Aidan served a variety of roles for Westinghouse in Dubai, UAE, in its airline and travel business in the Middle East, such as Regional Sales Manager and a range of support and development roles.

#### **David Kennedy (Finance Director and Company Secretary)**

David joined Datalex as Chief Financial Officer and Company Secretary in October 2007 and was appointed to the Board as Finance Director in December 2008. Prior to joining Datalex he was Financial Controller at ESB International, the international engineering and consultancy group based in Dublin, with operations in over 20 countries. Before this he held a number of senior finance and strategy roles within ESB Group, the Irish electricity utility. David qualified with Grant Thornton and later joined Arthur Andersen's tax consultancy division, and is a Fellow of The Institute of Chartered Accountants in Ireland. He holds an MBA from the Smurfit School of Business at University College Dublin and is a member of the Institute of Directors.

## **Datalex plc**

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Company will be held at the Company's offices, Block U, Eastpoint Business Park, Dublin 3, Ireland on 9 May 2013 at 12.00 noon (GMT) for the following purposes:

#### **As ordinary business:**

1. To receive and consider the report of the directors and the financial statements for the year ended 31 December 2012. (Resolution No.1)
2. To re-elect John Bateson as a Director of the Company. (Resolution No. 2)
3. To re-elect Roger Conan as a Director of the Company. (Resolution No. 3)
4. To re-elect David Kennedy as a Director of the Company. (Resolution No. 4)
5. To re-elect Peter Lennon as a Director of the Company. (Resolution No. 5)
6. To re-elect Paschal Taggart as a Director of the Company. (Resolution No. 6)
7. To elect Aidan Brogan as a Director of the Company. (Resolution No. 7)
8. To authorise the Directors to fix the remuneration of the auditors. (Resolution No. 8)
9. To fix the aggregate ordinary remuneration permitted to be paid to the Directors in accordance with Article 78 of the Company's Articles of Association at an amount not to exceed \$400,000 per annum (Resolution No. 9)

#### **10. As special business:**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution: (Resolution No. 10)

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 20 of the Companies (Amendment) Act 1983, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of the said Act) up to an aggregate nominal amount of \$2,384,300 during the period commencing on the date of the passing of this Resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2014 and 9 August 2014 provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant

securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

11. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 11)

That the Directors be and they are hereby empowered pursuant to section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of section 23 of the said Act) for cash pursuant to the authority conferred by Resolution No. 10 as if sub-section (1) of section 23 of the said Act did not apply to any such allotment, provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum aggregate nominal amount of \$361,200

and shall expire at the conclusion of the next annual general meeting of the Company or on 9 August 2014 (whichever shall be earlier), provided 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 may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

12. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 12)

That the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 days' notice. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

Dated: [10] April 2013

By order of the Board  
David Kennedy  
Company Secretary

## Notes:

### Entitlement to attend and vote

- (1) Only those shareholders registered on the Company's register of members at:
  - close of business on 7 May 2013; or
  - if the Annual General Meeting is adjourned, at close of business on the day two days prior to the adjourned Annual General Meetingshall be entitled to attend and vote at the Annual General Meeting.

### Website giving information regarding the meeting

- (2) Information regarding the Annual General Meeting, including the information required by section 133A(4) of the Companies Act 1963, is available from [www.datalex.com](http://www.datalex.com).

### Attending in person

- (3) The Annual General Meeting will be held at the Company's offices, Block U, Eastpoint Business Park, Dublin 3, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

### Appointment of proxies

- (4) A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
- (5) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should he or she wish to do so.
- (6) To be valid, the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 954, Sandyford, Dublin 18, Ireland (if delivered by post) or at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
- (7) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising 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(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
- (8) 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 and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Computershare Investor Services (Ireland) Limited, as issuer's agent (ID 3RA50), 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.

- (9) 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by 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.
- (10) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (11) Completing and returning the Form of Proxy does not preclude a member from attending and voting at the meeting should he/she so wish.
- (12) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, in respect of such share shall be accepted to the exclusion of the votes of the other 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 the share.
- (13) To appoint a proxy electronically log onto the website of the Registrar, Computershare Investor Services (Ireland) Limited: [www.eproxyappointment.com](http://www.eproxyappointment.com). Shareholders will require their Shareholder Reference Number (SRN) and PIN number as printed on the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website.

#### **Issued shares and total voting rights**

- (14) The total number of issued ordinary shares on the date of this notice of Annual General Meeting is 72,253,448. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.

#### **Questions at the Annual General Meeting**

- (15) Under section 134C of the Companies Act 1963, the Company must answer any question a shareholder may ask relating to the business being dealt with at the Annual General Meeting unless:
  - answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company;
  - the answer has already been given on a website in a question and answer format; or
  - it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

## **Shareholders' right to table draft resolutions and to put items on the agenda**

- (16) A shareholder or a group of shareholders meeting the qualification criteria set out below have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law.

The relevant request must be made by a shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting.

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Datalex plc, Block U, Eastpoint Business Park, Dublin 3, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Reference Number (SRN) (as printed on the accompanying Form of Proxy) and is sent to david.kennedy@datalex.ie.

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

- (17) A shareholder or a group of shareholders meeting the qualification criteria set out below have a right to put an item on the agenda of the meeting subject to any contrary provisions in company law. The relevant request must be made by a shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting.

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item you wish to have included in the AGM agenda;
- must set out in writing your reasons why the item is to be included in the AGM agenda;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Block U, Eastpoint Business Park, Dublin 3, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Reference Number (as printed on the accompanying Form of Proxy) and is sent to david.kennedy@datalex.com. Any draft resolution must not be defamatory of any person.





