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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
24 May 2016**

Directors:

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

Block U
East Point Business Park
Dublin 3
Ireland

*Non-executive

26 April 2016

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 24 May 2016 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 10 in the notice, the Directors propose that Special Business, as set out in Resolutions 11 to 14 in the notice, be transacted at the meeting for the purposes explained below.

Dividend

The Directors are proposing that, subject to shareholder approval, the Company pay a dividend of US\$0.04 per Ordinary Share.

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.

During 2015, 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 2015, Mr. Roger Conan, our senior independent

director, 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.

Biographical details of the Directors offering themselves for re-election appear in Appendix 1 to this document.

Special business of the AGM

Resolutions 11 and 12– Directors’ authorities to issue shares

In Resolution 11, 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 19 May 2015. The Directors will be authorised to issue new shares up to a nominal value which is equal to approximately 32% 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 2017 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 12, shareholders are being asked to renew, until the next Annual General Meeting in 2017, 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 \$377,500 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 13 – Notice for the Convening of an Extraordinary General Meeting

In Resolution 13, 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 13, 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.

Resolution 15 -Adoption of new Articles of Association

This resolution is being proposed in response to the enactment of the Companies Act 2014. Substantially all of the provisions of the Irish Companies Act 2014 became effective on 1 June 2015. The purpose of this resolution is to adopt revised Articles of Association for the Company to take account of the comprehensive consolidation, with amendments, of company law in Ireland effected by the Companies Act 2014 and to make some consequential and “housekeeping” changes. An explanation of the changes that will be effected by these resolutions is set out in Appendix II to this letter.

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 I

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. Peter is a member of the Federation of Defense and Corporate Counsel (FDCC) and a member of the Institute of Directors.

Garry Lyons (non-executive director)

Garry Lyons was appointed to the Board in June 2013. Mr. Lyons is Chief Innovation Officer and Head of MasterCard Labs for MasterCard Worldwide, where he also runs the company's global R&D arm. Prior to his appointment at MasterCard, he was the Chief Executive Officer of Orbiscom, a leading provider of innovative payment solutions to the global financial services industry. Garry is a Technologist by training, with a B.Sc. in Computer Applications from Dublin City University, and he has nearly 20 years' experience in the software and financial services industries, primarily focused on innovation and on the technology and business development aspects of deploying complex, large scale payment systems to some of the largest financial institutions in the world. Prior to joining Orbiscom, Mr. Lyons held various senior technology positions in Cognotec, Credo and ICL.

Aidan Brogan (Chief Executive Officer)

Aidan Brogan joined Datalex in 1994. Aidan was appointed to the board in June 2012, and took up the role of CEO in 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. David holds an MBA from the Smurfit School of Business at University College Dublin and has completed the 'CFO Leadership For Growth' programme at Stanford Graduate School of Business. David is a Fellow of the Institute of Chartered Accountants in Ireland and is a member of the Institute of Directors.

Appendix II

Explanation of proposed amendments to the Memorandum and Articles of Association

1. Introduction

Substantially all of the provisions of the Irish Companies Act 2014 became effective on 1 June 2015. The Companies Act 2014 has consolidated the previous Irish Companies Acts and many of the related statutory instruments into a single statute and has introduced significant reforms to Irish company law.

Instead of providing, as the previous Irish Companies Acts had, for a model set of articles of association that apply unless otherwise provided for, the Companies Act 2014 includes optional statutory provisions that apply to regulate a company unless its articles of association provide otherwise.

The purpose of Resolution 15 is to adopt revised Articles of Association for the Company to reflect the new statutory context and to ensure that the changes to Irish company law will not have an unintended effect on the Company's Memorandum and Articles of Association by altering how the provisions in the Memorandum and Articles of Association are to be applied. It is also proposed to use this opportunity to make some small "housekeeping" amendments to the Memorandum and Articles of Association.

As all of the changes described below are intended, so far as practicable, to preserve the *status quo*, it is therefore not considered necessary to vote separately on each amendment to the Memorandum and Articles of Association.

2. Resolution 15

Under this resolution, it is proposed to make the following amendments to the Articles of Association:

Companies Act 2014 Amendments

- (a) Articles 2(a), 11(a), (b) and (c), 51, 69(g)(iii), 69(h)(ii), 88, 96(a)(i), 101(e)(i), 125(b) and 144(a) contain references to sections in the previous Irish Companies Acts. This resolution will amend these statutory references in order to ensure that they refer to the corresponding provisions in the Companies Act 2014.
- (b) The Companies Act 2014 adopts a new approach with respect to the articles of association of all companies. Instead of making provision for an optional, model set of articles of association as was provided under Table A of the First Schedule to the Companies Act 1963 ("**Table A**"), the Companies Act 2014 now contains specific statutory provisions that apply to all companies unless the company's articles of association specifically exclude them. As those provisions deal with matters that are already dealt with in the Company's existing Articles of Association (which also disapply the model set of articles of association provided in Table A), it is proposed that a new provision will be included in the opening clause of the revised Articles of Association to disapply those optional sections of the Companies Act 2014. As Table A is no longer relevant, its disapplication in Article 1 is no longer necessary. A summary of each of the provisions which are being specifically excluded by the new Article 1 is set out below:
 - (i) Section 43(2) deals with use of a company's seal. This section is being disappplied as provision for use of the Company's seal is made in Article 114 to 117;
 - (ii) Sections 65(2) to (7) deal with the power of a company to convert shares into stock and to reconvert stock into shares. These sections are being disappplied as the matter is already provided for in Articles 34 to 36;
 - (iii) Sections 77 to 81 deal with the making of calls in respect of unpaid amounts due on shares issued by a company. These sections are being disappplied as the matter is already provided for in Articles 21 to 28;

- (iv) Section 95(1)(a) is being disapplied as the Directors discretion to decline a transfer of shares is dealt with in Articles 37 to 44;
- (v) Sections 96(2) to (11) deal with the transmission of shares in a company. These sections are being disapplied as the matter is already provided for in Articles 45 to 47;
- (vi) Sections 124 and 125 deal with the declaration and payment of dividends by a company. These sections are being disapplied as the relevant subject matter is already provided for in Articles 118 to 130;
- (vii) Section 126 deals with the capitalisation of distributable profits. This section is being disapplied as the matter is dealt with by Article 131;
- (viii) Sections 144(3) and 144(4) deal with the appointment of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 90 to 95;
- (ix) Section 148(2) deals with how the office of a director of a company may be vacated early. This section is being disapplied as the matter is already provided for in Article 96;
- (x) Section 158(3) deals with the borrowing powers of the directors of a company. This section is being disapplied as the matter is already provided for in Article 88;
- (xi) Section 158(4) deals with the delegation power by directors to committees. This section is being disapplied as the matter is already provided for in Article 84;
- (xii) Sections 159 to 165 deal with the appointment of a managing director, the establishment of board committees, matters relating to board procedure and the appointment of alternate directors. These sections are being disapplied as these matters are already provided for in Articles 81, 89, 98, 99, 104 to 111, and 145;
- (xiii) Sections 182(2) and (5) deal with the quorum required for a general meeting of a company. These sections are being disapplied as the matter is already provided for in Article 56;
- (xiv) Section 183(3) is being disapplied as otherwise it would prohibit the appointment of multiple proxies, which is already permitted by Article 71(a);
- (xv) Section 187 deals with the conduct of general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 56 to 60;
- (xvi) Section 188 deals with voting at general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 61, and 64 to 75;
- (xvii) Sections 218(3), (4) and (5) deal with the service of notice on members of a company. These sections are being disapplied as detailed provision in this regard is made in respect of the Company by Article 133;
- (xviii) Sections 229, 230 and 1113 deal with the interests of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 99 to 102;
- (xix) Sections 338(5) and 338(6) deal with the delivery of the financial statements of the company. These sections are being disapplied as delivery methods are already dealt with in Articles 129 and 133;

- (xx) Section 618(1)(b) deals with the distribution of property on a winding up of a company. This section is being disapplied as the matter is already provided for in Article 138;
 - (xxi) Section 1090 deals with the rotation of directors of a company. This section is being disapplied as the matter is already provided for in Articles 90 to 95; and
 - (xxii) Section 1092 deals with the remuneration of the Directors of a Company. This section is being disapplied as the matter is already provided for in Articles 78 and 79.
- (c) The definition of “Auditors” in Article 1(a) is being amended to include the word “statutory” (which is consistent with the Companies Act 2014).
 - (d) In various places in the Articles of Association, references to “stock exchange nominee” are being deleted as this term is no longer in use following the repeal of the Companies (Amendment) Act 1977.
 - (e) Article 42 is being supplemented to make clear that, despite the provision in Section 95(2)(a), Directors are not to charge a fee when registering the transfer of a share, and shall exercise their discretion to this effect.
 - (f) Article 55(b) is being amended to provide that the Secretary (together with any other person entitled to receive notice under the Companies Act 2014) is entitled to receive notice of general meetings as provided for by Section 180(1)(d) of the Companies Act 2014 .
 - (g) Article 55(c) is being amended to reflect the fact that, under Regulation 15 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended), the relevant date determined by the Directors may not be more than 7 days before the day that the notices of the meeting are given.
 - (h) In various places in the Articles of Association, the expression “undenominated capital” is being inserted as this expression is now used in the Companies Act 2014 to refer to that part of a company’s issued share capital that is not represented by the nominal value paid up on issued shares.
 - (i) In various places in the Articles of Association, the expression “statutory financial statements” is being inserted as this expression is now used in the Companies Act 2014 and replaces the term “accounts” – the new expression includes a balance sheet, a profit and loss account and other statements and notes.
 - (j) Article 57 is being amended to make clear that the appointment or re-appointment of the Auditors at general meetings is subject to Sections 380 and 382 to 385.
 - (k) Article 71(a) is being supplemented to make it clear that the Directors’ approval of the instrument of proxy is subject to the requirements of the Companies Act 2014.
 - (l) Article 74(a) is being amended to reflect the provisions of Section 183(10), which allows notices of the revocation of a proxy to be delivered right up to the commencement of the meeting.
 - (m) In Article 97, the word “extended” has been deleted for consistency with Section 146(3).
 - (n) Section 228(1)(d) is an entirely new restriction regarding the use of company property by directors but is not intended to change the applicable law.. A new Article 80(b) is therefore being adopted in order to ensure that Directors can continue to use Company property, subject to such conditions as may be approved or delegated by the Board.
 - (o) Sections 228(1)(e) and 228(2) are entirely new but are not intended to change the law on directors’ duties. It is proposed therefore to include a new Article 99(b) in order to make it clear that Section 228(1)(e) will not restrict anything that may be done by any Director in accordance with the authorisation of the Board or a Board committee.
 - (p) Article 129 is being amended in order to reflect the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the Companies Act 2014.

- (q) Under Article 129(e), the directors or a company may use the power provided for in the Companies Act 2014 to send shareholders summary financial statements in lieu of the full statutory financial statements of the company. Article 131(e) has been amended to provide that, where the Directors elect to do so, any shareholder may request a full copy of the financial statements of the Company to be sent to him or her.

General Housekeeping Amendments

- (r) A number of additional “housekeeping” changes are provided for in the revised Articles of Association, including:
- (i) the correction of the name of the Irish Stock Exchange plc in Article 2(a); and
 - (ii) the correction of certain incorrect cross-references comprised in the Articles of Association.

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 24 May 2016 at 12.00 p.m. (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 2015. (Resolution No.1)
2. To declare a dividend on the Ordinary Shares (Resolution No. 2)
3. To re-elect John Bateson as a Director of the Company. (Resolution No. 3)
4. To re-elect Aidan Brogan as a Director of the Company. (Resolution No. 4)
5. To re-elect Roger Conan as a Director of the Company. (Resolution No. 5)
6. To re-elect David Kennedy as a Director of the Company. (Resolution No. 6)
7. To re-elect Peter Lennon as a Director of the Company. (Resolution No. 7)
8. To re-elect Garry Lyons as a Director of the Company (Resolution No. 8)
9. To re-elect Paschal Taggart as a Director of the Company. (Resolution No. 9)
10. To authorise the Directors to fix the remuneration of the auditors. (Resolution No. 10)

11. As special business:

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

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014, 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 equal to the authorised but as yet unissued ordinary share capital of the Company at close of business on the date of the passing of this Resolution 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 2017 and 24 August 2017 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.

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

That the Directors be and they are hereby empowered pursuant to Section 1022 and Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of the said Act) for cash pursuant to the authority conferred by Resolution No. 11 as if sub-section (1) of Section 1022 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 \$377,500

and shall expire at the conclusion of the next annual general meeting of the Company or on 24 August 2017 (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.

13. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 13)

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.

14. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 14)

That the Articles of Association produced to the meeting (a copy of which regulations are marked "X" for identification) be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Dated: 26 April 2016

By order of the Board
David Kennedy
Company Secretary

Notes:

Dividend

The Directors are proposing a dividend of US\$0.04 per Ordinary Share in respect of the financial year ended 31 December 2015. The dividend, if approved, will be paid in mid June to the holders of Ordinary Shares at the close of business on the record date of 27 May 2016.

Entitlement to attend and vote

- (1) Only those shareholders registered on the Company's register of members at:
- close of business on 22 May 2016; or
 - if the Annual General Meeting is adjourned, at close of business on the day two days prior to the adjourned Annual General Meeting
- shall 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 1103 of the Companies Act 2014, is available from www.datalex.com/investors/

Attending in person

- (3) The Annual General Meeting will be held at the Company's offices, Block U, East Point 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. 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 75,500,792. 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 1107 of the Companies Act 2014, 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, East Point 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.com.

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, East Point 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.

