

**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  
17 September 2019**

**Directors:**

Sean Corkery, Acting Chairman and Interim Chief Executive Officer

John Bateson\*

Roger Conan\*

Peter Lennon\*

Garry Lyons\*

Niall O'Sullivan, Chief Financial Officer

Block U

EastPoint

Clontarf

Dublin D03 H704

Ireland

\*Non-executive

23 August 2019

Dear Shareholder

The Annual General Meeting of the Company will be held at The Croke Park Hotel, Jones's Road, Drumcondra, Dublin 3, D03 E5Y8 on 17 September 2019 at 12.00 noon. 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 3 in the notice, the Directors propose that Special Business, as set out in Resolutions 4 to 6 in the notice, be transacted at the meeting for the purposes explained below.

At the date of issue of this circular, the audit of Company's financial statements for the year ended 31 December 2018 has not yet been finalised. The financial statements will be sent as soon as practicable to members and all other persons entitled to them and made available on the Company's website. The Company intends to convene and hold the Annual General Meeting on 17 September 2019 to transact the business to be conducted at the meeting (other than Resolution 1) and then adjourn the meeting until a future date, when the financial statements will have been in members' hands for the 21 day period prescribed by company law, to consider Resolution 1.

**Election and re-election of Directors**

Resolution 2 relates to the election and re-election of Directors in accordance with the Company's Articles of Association.

There have been a number of departures from, and appointments to, the Board since last year's AGM. David Kennedy, former Chief Financial Officer, resigned as Director and CFO with effect from 5 December 2018. His replacement, Donal Rooney, appointed Director on 5 December 2018, resigned as Director on 18 February 2019.

Aidan Brogan, former Chief Executive Officer, resigned as CEO and Director on 2 May 2019. Paschal Taggart, former Chairman, resigned as Chairman and Director on 24 June 2019.

The Company announced my appointment as Director and Deputy Chairman on 12 April 2019. I was subsequently appointed interim CEO on Aidan Brogan's departure. On 14 May 2019, the Company announced the appointment of Niall O'Sullivan as Chief Financial Officer and Director with effect from 4 June 2019.

Niall O'Sullivan and I have, since our appointment, been leading a comprehensive review of the Datalex business. This review is on-going and we will update shareholders on this at the Annual General Meeting.

In accordance with the Company's Articles of Association, Niall O'Sullivan and I will retire at the forthcoming AGM and offer ourselves for election by the shareholders.

In accordance with the recommendations of the UK Corporate Governance Code, all of the other Directors have resolved that they will retire and shall submit themselves for re-election by the shareholders.

Your Company benefits from the diverse skills and broad commercial experience that the Directors bring to the Company and the Board is pleased to recommend the election and the re-election of all of the Directors.

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

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

#### *Resolutions 4 and 5 – Directors' authorities to issue shares*

In Resolution 4, shareholders are 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 18 June 2018. The Directors will be authorised to issue new shares up to a nominal value which is equal to approximately 21.98% 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 2020 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 5, shareholders are being asked to renew, until the next Annual General Meeting in 2020, the authority to dis-apply 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 \$410,000 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 6 – Notice for the Convening of an Extraordinary General Meeting*

In Resolution 6, 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 14, 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 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, 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

A handwritten signature in black ink, appearing to be 'Sean Corkery', written over a light blue horizontal line.

Sean Corkery  
Acting Chairman & Interim CEO

## Datalex plc

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at The Croke Park Hotel, Jones's Road, Drumcondra, Dublin 3, D03 E5Y8, Ireland on 17 September 2019 at 12.00 noon for the following purposes:

#### As ordinary business:

1. Following a review of the Company's affairs, to receive and consider the report of the directors and the financial statements for the year ended 31 December 2018. (Resolution No.1)
2. As separate resolutions:
  - (a) To re-elect John Bateson as a Director of the Company. (Resolution No. 2(a))
  - (b) To re-elect Roger Conan as a Director of the Company. (Resolution No. 2(b))
  - (c) To elect Sean Corkery as a Director of the Company. (Resolution No. 2(c))
  - (d) To re-elect Peter Lennon as a Director of the Company. (Resolution No. 2(d))
  - (e) To re-elect Garry Lyons as a Director of the Company. (Resolution No. 2(e))
  - (f) To elect Niall O'Sullivan as a Director of the Company. (Resolution No. 2(f))
3. To authorise the Directors to fix the remuneration of the auditors. (Resolution No. 3)

#### As special business:

4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution: (Resolution No. 4)

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 2020 and 17 December 2020 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.

5. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 5)

That, subject to the passing of Resolution 4 in the Notice of this Meeting, 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. 4 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 \$410,000

and shall expire at the conclusion of the next Annual General Meeting of the Company or on 17 December 2020 (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.

6. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 6)

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.

By order of the Board

Neil McLoughlin  
Company Secretary  
Block U  
EastPoint  
Clontarf  
Dublin D03 H704

23 August 2019

## Appendix I

### Biographical Details of the Directors

#### **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).

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

Roger Conan was appointed a Non-Executive Director of Datalex in May 2011. He is a private investor and company director. He qualified as a Chartered Accountant with KPMG where he worked in General Practice and then in Corporate Finance. In 1984 he joined National City Brokers, the forerunner of the NCB Group and then worked with associated companies until 1990, concluding with a role in the development and management of the Dublin International Financial Services Centre.

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

Peter Lennon is Company Secretary and has been a Non-Executive Director of Datalex since 1993. He brings a wealth of specialised legal and industry expertise. A practicing lawyer & partner in the law firm Ronan Daly Jermyn, he specialises in litigation and advises many Irish & English underwriters and airlines on liability claims matters.

#### **Garry Lyons (non-executive director)**

Garry Lyons was appointed as a non-executive director of Datalex in June 2013. Mr. Lyons is Chief Executive Officer of Shipyard Technology Ventures. Garry is a technologist by training, with a B.Sc. in Computer Applications from Dublin City University. 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 Shipyard Technology Ventures, Mr. Lyons was the Chief Innovation Officer of Mastercard, the Chief Executive Officer of Orbiscom and he also held various senior technology positions in Cognotec, Credo and ICL.

#### **Sean Corkery (Acting Chairman & Interim Chief Executive Officer)**

Sean Corkery was appointed as Non-Executive Director and Deputy Chairman of Datalex in April 2019, and subsequently appointed as Interim Chief Executive Officer in May 2019 and appointed as Acting Chairman in June 2019. Sean has more than 37 years of experience and has held multiple senior positions in the technology industry including; Vice President of Global Supply Chain Operations at Dell Inc, COO at Esat Telecom, Vice President of Global Operations at AST Computers and Director of Pacific Region Operations at Apple. Prior to joining Datalex, Sean was Chairman & CEO at Actavo. Sean is a Non-Executive Director of Actavo, CTI Global, Hibernia College, Digicel Group and Nualtra.

#### **Niall O'Sullivan (Chief Financial Officer)**

Niall O'Sullivan was appointed as Chief Financial Officer and Director of Datalex plc in June 2019. Niall is highly experienced in finance strategy, accounting and compliance across high tech industries. Prior to joining Datalex, Niall was Finance Transformation Director at Google Inc. where he had full responsibility for accounting, financial compliance and controls for the EMEA region. Niall has led global finance operations and executed complex finance transformation projects for technology PLCs such as Pearson plc, Vodafone plc and with corporations such as Oracle and Dell. In Vodafone, Niall was CFO for Eircell, Vodafone Ireland and Vodafone Portugal before going on to lead Finance Transformation and operations for all Vodafone worldwide subsidiaries.

**Notes:****Entitlement to attend and vote**

- (1) Only those shareholders registered on the Company's register of members at:
- 18:00 on 15 September 2019; 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](http://www.datalex.com).

**Attending in person**

- (3) The Annual General Meeting will be held at The Croke Park Hotel, Jones's Road, Drumcondra, Dublin 3, D03 E5Y8, 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 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, 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 81,983,842. 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, EastPoint, Clontarf, Dublin D03 H704, 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 [company.secretary@datalex.com](mailto:company.secretary@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, EastPoint, Clontarf, Dublin D03 H704, 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 [company.secretary@datalex.com](mailto:company.secretary@datalex.com). Any draft resolution must not be defamatory of any person.