

DATALEX PUBLIC LIMITED COMPANY
(Incorporated and registered in Ireland with registered number 329175)

Directors:

David Hargaden (*Chairman*)
Sean Corkery (*Chief Executive Officer*)
John Bateson
Roger Conan
Peter Lennon
Garry Lyons
Niall O'Sullivan (*Chief Financial Officer*)
Christine Ourmières-Widener

Registered Office:

Block U,
Eastpoint Business Park,
Clontarf,
Dublin 3, D03 H704

**Notice of Extraordinary General Meeting
in accordance with Section 1111 of the Companies Act 2014**

Dear Shareholder,

As explained in our announcement of 4 December 2019, Datalex plc's (the "**Company**") published financial statements at 31 December 2018 reflect that the net assets of the Company, as stated in its statement of financial position, are less than half of the called up share capital of the Company.

As detailed and considered at our 2019 Annual General Meeting, the Group continues to face significant financial challenges and the Board is keeping the Group's funding under close review. Last month, shareholders approved the Company entering into a Re-financing Facility Agreement under which a further €5 million in funding has been made available to the Company by Tireragh Limited and the Company's previous facility with Tireragh of €6.141 million, which had been fully drawn, was re-financed and interest payable capitalised. The facility matures in November 2020.

While the Company continues to assess all available funding options, it remains the Company's intention, as previously stated, to arrange an equity fundraising in the coming months to raise, net of expenses, sufficient proceeds for the repayment of the Company's facility with Tireragh and the funding of the Group's working capital needs. Accordingly, the directors do not consider that any further actions need be taken at this time with respect to the circumstance noted above.

Notwithstanding the above, Section 1111 of the Companies Act 2014 ("**Section 1111**") states that where the net assets of a company are half or less of the amount of the company's called up share capital, the directors of the company are required to convene an extraordinary general meeting (a "**Section 1111 EGM**") for the purpose of considering whether any, and if so what, measures should be taken to deal with this circumstance.

Therefore, in compliance with Section 1111, you will find accompanying this letter a notice convening a Section 1111 EGM which will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704 at 9.30 a.m. on 20 December 2019. Although no resolution is proposed, or is required to be proposed, at the Section 1111 EGM, forms of proxy, which accompany this letter, can be completed by Shareholders to appoint a proxy for the purposes of the Section 1111 EGM. Forms of proxy should be completed in accordance with the instructions printed on them and must be returned to, and received by, 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 arrive not later than 48 hours before the time appointed for holding the meeting.

Yours faithfully

David Hargaden
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING
of
DATALEX PUBLIC LIMITED COMPANY
(Incorporated and registered in Ireland with registered number 329175)

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of Datalex plc (the “Company”) will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704 at 9.30 a.m. on 20 December 2019, for the purposes of considering whether any, and if so what, measures, should be taken to deal with the situation arising under Section 1111 of the Companies Act 2014 where the net assets of the Company are less than half of the amount of its called up share capital.

By order of the Board

Neil McLoughlin
Company Secretary

Registered Office:

Block U
Eastpoint Business Park
Clontarf
Dublin 3, D03 H704

4th December 2019

Notes:

Entitlement to attend

- (1) Only those shareholders registered on the Company's register of members at:
- 18 December 2019; or
 - if the Extraordinary General Meeting is adjourned, at close of business on the day two days prior to the adjourned Extraordinary General Meeting
- shall be entitled to attend and vote at the Extraordinary General Meeting.

Website giving information regarding the meeting

- (2) Information regarding the Extraordinary General Meeting, including the information required by section 1103 of the Companies Act 2014, is available from the Company's website www.datalex.com.

Attending in person

- (3) The Extraordinary General Meeting will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704. If you wish to attend the Extraordinary General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 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 Extraordinary 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 providers), should refer to their CREST Sponsor or voting service providers), 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 Extraordinary 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.

Questions at the Extraordinary 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 Extraordinary General Meeting unless:
 - answering the question would interfere unduly with the preparation for the Extraordinary 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 Extraordinary General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.