

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser who, if you are resident in Ireland, is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 or the Investment Intermediaries Act 1995 or who, if you are resident in the United Kingdom, is authorised under the Financial Services and Markets Act, 2000, or from another appropriately authorised independent financial adviser, if you are in a territory outside Ireland or the United Kingdom.

If you have sold or otherwise transferred all your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, these documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you sell or have sold or otherwise transferred or disposed of only part of your holding of Ordinary Shares, you should retain these documents and consult the person through which the sale, transfer or disposal was effected.

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**Datalex plc**

(Incorporated and registered in Ireland with registered number 329175)

**Notice of Extraordinary General Meeting in relation to the  
Appointment of Three Directors to the Board**

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This document should be read as a whole. Your attention is drawn to the letter from your Chairman which is set out in Part I of this document. This document contains a recommendation that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting referred to below.

Ordinary Shares in the Company are listed on the official list of Euronext Dublin and are admitted to trading on Euronext Dublin's regulated market. As a result of the non-publication of the Company's financial statements for the year ended 31 December 2018 by 30 April 2019 and the non-publication of the Company's interim financial statements for the six months to 30 June 2019 by 30 September 2019 (as required by the Transparency (Directive 2004/109/EC) Regulations 2007 (as amended) (the "Transparency Regulations")), trading in the Company's shares has been temporarily suspended. This suspension will be in force up to and until such time as any of the Central Bank of Ireland's and/or Euronext Dublin requirements for lifting of the temporary suspension are complied with.

Notice of an Extraordinary General Meeting of the Company to be held at 9.00 a.m. on Thursday, 13 February 2020 at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use at the EGM. To be valid, Forms of Proxy must be completed and signed in accordance with the instructions printed thereon and 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) so as to arrive no later than 48 hours before the time appointed for holding the meeting.

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## EXPECTED TIMETABLE

Date of Circular	17 January 2020
Latest time and date for receipt of Forms of Proxy	9.00 a.m. on 11 February 2020
Extraordinary General Meeting	9.00 a.m. on 13 February 2020
Announcement of results of Extraordinary General Meeting	13 February 2020

The times and dates set out in the expected timetable and mentioned throughout this Circular may, in certain circumstances, be adjusted by the Company, in which event details of the new times and dates will be notified, as required, to Euronext Dublin and, where appropriate to Shareholders and an announcement will be made through a Regulatory Information Service. All references to times in this Circular are to Dublin, Ireland time unless otherwise stated.

## **PART I: LETTER FROM THE CHAIRMAN**

### **DATALEX PUBLIC LIMITED COMPANY**

(Incorporated and registered in Ireland with registered number 329175)

*Directors:*

David Hargaden (*Chairman*)  
Sean Corkery (*Chief Executive Officer*)  
John Bateson  
Peter Lennon  
Mike McGearty  
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 relation to the appointment of three Directors to the Board**

Dear Shareholder,

#### **1. Introduction**

I write to you to propose the election by shareholders of three Directors who have recently been appointed to our Board as required by the Euronext Dublin Listing Rules. This matter would normally be dealt with as ordinary business at the Company's Annual General Meeting, however, the Listing Rules state that, at any time, no more than one third of the board of directors of a listed company can be comprised of persons who have been co-opted to the Board (that is, who have been appointed by the board but whose appointment has not yet been confirmed by the shareholders).

The Board of Datalex has undergone considerable change in recent months as part of an ongoing exercise of board refreshment. On 3 October 2019 Ms. Christine Ourmières-Widener was appointed a non-executive director of the Company, on 7 November 2019 I was appointed as a non-executive director and Chairman of the Board and on 9 December 2019 Mike McGearty was appointed as a non-executive director of the Company. Subsequently, on 31 December 2019, Roger Conan and Garry Lyons resigned as non-executive directors of the Company.

These changes mean that three of seven members of the Board are persons who have been co-opted. Therefore, the Board has resolved to convene an Extraordinary General Meeting and propose ordinary resolutions to elect the three recently appointed Directors. The three candidates together bring a considerable record of relevant industry experience and expertise in e-commerce, airlines and software development which will help steer our strategy and greatly strengthen the Board as we look to accelerate our progress and return to growth in 2020.

These changes are intended to continue the process of board refreshment and to ensure that the Board, and its key committees, have the appropriate balance of skills, experience, independence and knowledge, to enable them to discharge their respective duties and responsibilities effectively. The Company remains committed to compliance with the board and committee constituent recommendations of the UK Corporate Governance Code and the Irish Annex, as a "smaller company" for the purposes of the Code.

Accordingly, you will find set out at the end of this letter a notice convening an Extraordinary General Meeting of the Company to be held at 9.00 a.m. on Thursday, 13 February 2020 at Block U, Eastpoint

Business Park, Clontarf, Dublin D03 H704, Ireland at which the election of Mr. David Hargaden, Mr. Mike McGearty and Ms. Christine Ourmières-Widener will be proposed for consideration.

## 2. Background

Since the Company's AGM held on 17 September 2019, there have been a number of Board changes at the Company. These changes include the appointment of Ms. Christine Ourmières-Widener as non-executive director on 3 October 2019, the appointment of David Hargaden as non-executive director and Chairman on 7 November 2019, the appointment of Mike McGearty as non-executive director on 9 December 2019 and the resignations of Roger Conan and Garry Lyons as non-executive directors on 31 December 2019.

The number of Directors now stands at seven, three of whom have been co-opted since the last Annual General Meeting of the Company. Listing Rule 6.1.88 of the Euronext Dublin Listing Rules provides that a listed company must ensure that at all times not more than one third of its board of directors is composed of persons who have been co-opted to the board. Accordingly, the Board has determined to convene the EGM to seek shareholder approval for the proposed election to the Board of Mr. David Hargaden, Mr. Mike McGearty and Ms. Christine Ourmières-Widener (the "Nominees").

### *Details of the Nominees*

#### Name: **David Hargaden**

David is an experienced board member and technology investor and is the CEO of Unity Technology Solutions, one of Ireland's leading IT Managed Services businesses. He is currently a Non-Executive Director of ding.com, the international mobile top-up provider (2006 to present); a former Non-Executive Chairman of Cartrawler.com, Europe's largest car rental site (2004 to 2011); and a founder and former Non-Executive Chairman of myHome.ie, Ireland's largest property portal (2001 to 2006). David was Head of Corporate Finance at BDO Ireland (2001 to 2008) and Managing Partner at Hargaden Moor, Chartered Accountants from 1992 to 2001. He has also been Chairman of Point Information Systems and eWare, software development companies specialising in CRM.

The Board believes that Mr. Hargaden brings significant board experience and relevant industry knowledge that will strengthen the Board and provide a fresh perspective.

#### Name: **Mike McGearty**

Mike McGearty is the former CEO of CarTrawler and a qualified Chartered Management Accountant. Under his leadership, CarTrawler consistently recorded high double-digit year on year growth, completed two major private equity investments as well as the acquisition of the online assets of Holiday Autos from Lastminute.com, and increased revenue from €1m to more than €200m annually. Prior to joining CarTrawler, Mike worked for eWare, a leading developer of CRM software which was acquired by the software accounting giant, SAGE plc. He also worked at POINT information Systems, a CRM provider, which was acquired by S1. He is currently Chairman of the Board at CitySwift, a high growth technology platform for bus companies.

The Board believes that Mr. McGearty brings significant experience and an exceptional track record of achievement in e-commerce and travel businesses which will be invaluable to the Company.

#### Name: **Christine Ourmières-Widener**

Christine Ourmières-Widener is a highly respected airline professional. She was CEO of Flybe until July 2019 and CEO of CityJet for five years, and has represented Air France and KLM in several regions. Christine has significant board experience; Flybe Group, IATA, the Irish Sports Council, as well as the advisory board of WINiT (Women in Travel) and the governing board of the European Regions Airline

Association. She has worked at American Express Global Business Travel, at Amadeus and has a keen awareness of how technology can be leveraged to shape and transform airlines.

The Board believes that Ms. Ourmières-Widener brings considerable airline and board experience which will help steer our strategy and contribute to returning the Group to growth.

#### *Corporate governance*

In identifying and selecting candidates for nomination, the Company has used the services of an external search consultancy, Amrop. The Board has, in line with corporate governance recommendations, sought to identify Board candidates on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender.

The Board, led by the Nomination & Governance Committee, will continue to ensure its composition (including the skills, experience, independence, knowledge and diversity) is regularly reviewed and refreshed.

### **3. Resolutions**

The Extraordinary General Meeting is being convened to consider and, if thought fit, to pass the following Resolutions. These Resolutions are not inter-conditional:

**Resolution 1:** To elect Mr. David Hargaden as a Director

**Resolution 2:** To elect Mr. Mike McGearthy as a Director

**Resolution 3:** To elect Ms. Christine Ourmières-Widener as a Director

### **4. EGM**

The notice convening the Extraordinary General Meeting to be held at 9.00 a.m. on Thursday, 13 February 2020 at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland is set out at the end of this document.

The total number of Ordinary Shares in issue on the date of this document is 81,983,842. On a vote by a show of hands every Shareholder who is present has one vote and every proxy has one vote (but no individual shall have more than one vote). On a poll every Shareholder who is present in person or by proxy has one vote for every Ordinary Share of which he is the holder. The Resolutions are ordinary resolutions and therefore require a simple majority of Shareholders voting in person or by proxy to vote in favour in order to be passed.

### **5. Action to be taken**

If you are a Shareholder, you will find enclosed with this document a Form of Proxy for use at the EGM. Whether you intend to be present at the EGM or not, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and to return it 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 arrive not later than 48 hours before the time appointed for holding the meeting on 13 February 2020. The completion and return of the Form of Proxy will not preclude you from attending the EGM and voting in person if you wish to do so.

Shareholders who are in any doubt as to the action they should take or the contents of this document are advised to seek their own appropriate independent advisers immediately.

**6. Recommendation**

**The Board believes that the Resolutions as set out in the Notice of the EGM are in the best interests of the Company and its Shareholders as a whole, and the Board recommends that you vote in favour of these Resolutions, as the Directors intend to do with regard to their own respective beneficial holdings.**

Yours faithfully

**David Hargaden  
Chairman  
For and on behalf of the Board**

## PART II: DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“**Act**” means the Companies Act 2014 of Ireland (as amended);

“**Board**” means the board of Directors or a duly constituted committee thereof;

“**Chairman**” means David Hargaden or the chairman of the Company from time to time;

“**Circular**” means this document;

“**Directors**” means the directors from time to time of the Company and Director is to be construed accordingly;

“**CREST**” means the relevant system in respect of which Euroclear is the operator (as defined in the Regulations);

“**CREST Proxy Instruction**” means the appropriate CREST message for a Shareholder holding Ordinary Shares in CREST to appoint a proxy or proxies utilising the relevant procedures described in the CREST Manual;

“**Euronext Dublin**” means the Irish Stock Exchange plc trading as Euronext Dublin;

“**Extraordinary General Meeting**” or “**EGM**” means the extraordinary general meeting of the Company, convened for 9.00 a.m. on Thursday, 13 February 2020 or any adjournment thereof, notice of which is set out in Part III of this document;

“**Form of Proxy**” means the personalised form of proxy provided with this document for use by Shareholders in connection with the EGM;

“**Listing Rules**” mean the listing rules of Euronext Dublin;

“**Notice of EGM**” means the notice of EGM as set out in Part III of this document;

“**Ordinary Shares**” means ordinary shares of US\$0.10 each in the capital of the Company;

“**Official List**” means the Official List of Euronext Dublin;

“**Regulations**” means the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (S.I. No. 68 of 1996);

“**Resolution(s)**” means the ordinary resolutions to appoint the Nominees set out in the Notice, to be considered and voted on at the EGM;

“**Shareholder**” means a registered holder of an Ordinary Share;

“**UK Corporate Governance Code**” means the UK Corporate Governance Code published by the Financial Reporting Council, as amended from time to time;

“**Regulatory Information Service**” or “**RIS**” means one of the regulatory information services authorised by Euronext Dublin to receive, process and disseminate regulated information from listed companies;

**PART III: NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Datalex public limited company**

(Incorporated and registered in Ireland with registered number 329175)

**Notice of Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held at 9.00 a.m. on Thursday, 13 February 2020 at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

**ORDINARY RESOLUTIONS**

- 1: To elect Mr. David Hargaden as a Director
- 2: To elect Mr. Mike McGearthy as a Director
- 3: To elect Ms. Christine Ourmières-Widener as a Director

By Order of the Board

**Neil McLoughlin**  
Company Secretary

Registered office:  
Block U,  
Eastpoint Business Park,  
Dublin 3, D03 H704  
Ireland

17 January 2020

## Notes:

### Entitlement to attend and vote

- (1) Only those shareholders registered on the Company's register of members at:
  - 18:00 GMT on 11 February 2020; 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 [www.datalex.com](http://www.datalex.com).

### Attending in person

- (3) The Extraordinary General Meeting will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland. 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](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 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.

The ordinary resolution requires a simple majority of votes cast by shareholders voting in person or by proxy to be passed.

#### **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.

#### **Other resolutions**

- (16) The Extraordinary General Meeting is being convened to consider the specific resolutions as incorporated in this Notice of Extraordinary General Meeting. As the text of the resolutions is set out in this Notice of Extraordinary General Meeting, section 1104 of the Companies Act 2014 (which provides that a member or members meeting the prescribed qualification criteria may table a draft resolution for an item on the agenda of an extraordinary general meeting) is accordingly inapplicable.