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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.



Datalex plc

Annual General Meeting

**To be held on 24 September 2020 at 11.00 am Dublin time
at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland**

RESTRICTING CORONAVIRUS (COVID-19) TRANSMISSION

The Company plans to conduct the AGM in accordance with the Irish Government's COVID-19 related public health measures and public health advice. Shareholders should expect the AGM to take place under constrained circumstances.

We strongly encourage shareholders on this occasion to vote by proxy. The AGM will be as brief as possible, observing physical distancing measures; the venue will be vacated promptly after the AGM and refreshments will not be provided. Regrettably, the Board will not be available to meet with shareholders and answer questions before or after the AGM. The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association, are satisfied with the minimum necessary quorum of three shareholders (which will be facilitated by the Company) and physical distancing measures in place. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with COVID-19 related public health measures and advice.

We will continue to closely monitor the developing situation around COVID-19, including the latest Government guidance, and how this may affect the arrangements for the AGM. Consequently, the arrangements for the AGM are subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available as quickly as possible by RNS and on our website at www.datalex.com/investor.

While personal attendance by shareholders is restricted, the Company recognises the importance of continuing engagement in the lead up to the meeting. Shareholders can submit questions for the Board in advance of the meeting by emailing the Company Secretary at company.secretary@datalex.com, stating your name and Investor Code (as printed on your share certificate or obtained through the Company's registrar, Computershare Investor Services (Ireland)). Any questions should be submitted by 11.00 a.m. on 22 September 2020. To facilitate shareholder communication, the AGM will also be broadcast by conference call. Details of the conference call will be posted on our website www.datalex.com.

Letter from the Chairman

31 August 2020

Dear Shareholder

The Annual General Meeting of the Company will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland on 24 September 2020 at 11.00 am Dublin time. 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 9 in the notice, be transacted at the meeting for the purposes explained below.

Election and re-election of Directors

Resolution 2 relates to the 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. 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.

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 re-election of all of the Directors.

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

Resolution 3 deals with the authorisation of the Board to fix the remuneration of the Auditor.

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 17 September 2019. The Directors will be authorised to issue new shares up to a nominal value which is equal to approximately 21.7% 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 2021 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 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 2021, 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 \$410,669 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 6, 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 7 – Directors Remuneration Policy

In Resolution 7, shareholders are being asked to approve, on an advisory basis, the Datalex Remuneration Policy.

The EU (Shareholders' Rights) Regulations 2020 which came into force on 30 March 2020 introduce a new requirement for Irish listed companies, such as the Company, to develop a Remuneration Policy and put this to a shareholder vote at annual general meeting.

The Datalex Remuneration Policy, which has been developed with the assistance of remuneration consultants, Willis Towers Watson, is set out in Appendix 2 to this Circular. The Remuneration Policy is based on attracting, retaining and motivating executives to ensure that they are incentivised to successfully implement Datalex's strategy and that remuneration is aligned with the interests of shareholders and other stakeholders over the longer term.

In considering the Remuneration Policy, the Remuneration Committee took into account shareholder views and expectations as expressed in investor guidelines and has sought to align the Remuneration Policy with these expectations, as well as market best practice and relevant regulatory requirements. Datalex is committed to an ongoing dialogue with our shareholders on remuneration arrangements and is always open to hearing and carefully considering and investor feedback.

The Remuneration Policy will provide the framework for remuneration decisions made by the Remuneration Committee from the date of the 2020 Annual General Meeting. It is intended that the policy will apply until the 2024 Annual General Meeting unless a new policy is put to shareholder vote at an earlier date.

In accordance with the EU (Shareholders' Rights) Regulations, the vote will be advisory. If the Remuneration Policy is not approved by shareholders, the Company will prepare a revised remuneration policy and hold a remuneration vote on the revised policy at the next annual general meeting. In line with the Regulations, the Company may derogate from the Remuneration Policy where doing so is necessary in exceptional circumstances to serve the long-term interests and sustainability of the Group as a whole or to assure its viability.

Resolutions 8 and 9 – Employee Share Schemes

In line with the Datalex Remuneration Policy the Board proposes the implementation of new equity incentive arrangements: a new Long Term Incentive Plan ("**LTIP 2020**") and a new Irish Revenue approved savings related share option scheme ("**save as you earn**" or "**SAYE Scheme**") for its Irish employees.

In Resolution 8, shareholders are being asked to approve the adoption of LTIP 2020.

The purpose of LTIP 2020 is to support the recruitment and retention of key executives, align the interests of executives with those of the Group's shareholders and reflect the Group's policy of long term performance based incentives. LTIP 2020 provides for grants of awards over Ordinary Shares in the form of market value options. LTIP 2020 will replace the Group's Long Term Incentive Plan adopted in 2012 and no further awards will issue under the 2012 plan. Employees of the Group, including executive Directors, are eligible to participate in LTIP 2020. The LTIP is a discretionary plan and participation is not intended to extend to all employees, and nor will it be a Revenue approved plan for Irish tax purposes. The principal terms of LTIP 2020 are summarised in Appendix 3 to this letter.

The Remuneration Committee's current intention is that approximately half of the awards available for grant over the life of LTIP 2020 will be granted following approval of the plan recognising that no equity awards have been granted by the Company since December 2018.

Resolution 9 – SAYE Scheme

In Resolution 9, shareholders are being asked to approve the adoption of an Irish Revenue approved SAYE Scheme. The SAYE Scheme will give all eligible employees of the Company and its subsidiaries who are resident in Ireland for tax purposes the opportunity to invest in the Company's Ordinary Shares in a tax efficient way. The Company wishes to encourage employee engagement and retention by giving employees the opportunity to share in the future success of the business. Subject to approval by shareholders, the SAYE Scheme will be submitted to the Irish Revenue Commissioners for formal approval. The principal terms of the SAYE Scheme are summarised in Appendix 4 to this letter.

A copy of the proposed Rules of the LTIP 2020 and of the SAYE Scheme are available on the Company's website, www.datalex.com, and are available for inspection at the registered office of the Company and at the AGM.

Action to be taken by you

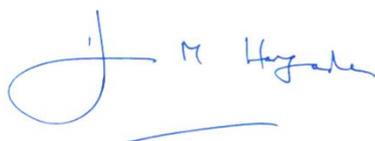
You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company's registrar, Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland (if 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. However, shareholders are on this occasion strongly encouraged to appoint a proxy as, given the developing situation around COVID-19, personal attendance may present a risk to themselves and others.

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 blue ink, appearing to read "D. M. Hargaden", with a horizontal line underneath.

David Hargaden
Chairman

Datalex plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland on 24 September 2020 at 11.00 am Dublin time 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 2019. (Resolution No.1)
2. As separate resolutions:
 - (a) To re-elect David Hargaden as a Director of the Company. (Resolution No. 2(a))
 - (b) To re-elect Sean Corkery as a Director of the Company. (Resolution No. 2(b))
 - (c) To re-elect John Bateson as a Director of the Company. (Resolution No. 2(c))
 - (d) To re-elect Christine Ourmières-Widener as a Director of the Company. (Resolution No. 2(d))
 - (e) To re-elect Peter Lennon as a Director of the Company. (Resolution No. 2(e))
 - (f) To re-elect Mike McGearthy as a Director of the Company. (Resolution No. 2(f))
 - (g) To re-elect Niall O'Sullivan as a Director of the Company. (Resolution No. 2(g))
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 2021 and 24 December 2021 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 \$410,669

and shall expire at the conclusion of the next Annual General Meeting of the Company or on 24 December 2021 (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.

7. To consider and if thought fit to pass the following resolution as an Ordinary Resolution: (Resolution No. 7)

To approve the Datalex Remuneration Policy, as set out in Appendix 2 to the Notice convening this meeting and a copy of which is provided to the meeting and initialled by the Chairman for the purposes of identification.

8. To consider and if thought fit to pass the following resolution as an Ordinary Resolution: (Resolution No. 8)

That the Datalex Long Term Incentive Plan 2020 ("**LTIP 2020**"), the principal terms of which are summarised in Appendix 3 to the Notice convening this meeting and a copy of which is provided to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and adopted and the Directors be and are hereby authorised to:

- (a) do all acts and things which they may consider necessary or expedient to effectively adopt, implement and operate LTIP 2020; and/or
- (b) make any such minor or immaterial amendments to the rules of LTIP 2020 to benefit the administration of LTIP 2020, to take account of legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for participants, the Company or any other member of the Group; and/or
- (c) establish further sub-plans to LTIP 2020 for the benefit of participants in other jurisdictions in order to comply with or benefit from local provisions provided that the overall limits on participation set out in LTIP 2020 are not exceeded and the other applicable requirements of LTIP 2020 govern such sub-plans.

9. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

(Resolution No. 9)

That the establishment of the "Datalex Savings Related Share Option Scheme (the "**SAYE Scheme**")", the principal terms of which are summarised in Appendix 4 to the Notice convening this meeting and a copy of which is provided to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the Directors be and are hereby authorised to:

- (a) do all acts and things which they may consider necessary or expedient to effectively adopt, implement and operate the SAYE Scheme, including amendments required by the Revenue Commissioners of Ireland to the draft rules presented to the meeting, in order to obtain or maintain formal Revenue approval; and/or
- (b) make any such minor amendments to the rules of the SAYE Scheme to benefit the administration of the SAYE Scheme, to take account of legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for participants, the Company or any other member of the Group; and/or
- (c) establish further savings-related share option schemes to operate in overseas territories that are governed by rules similar to the rules of the SAYE Scheme but modified to take account of applicable tax, social security, employment, company, exchange control, trust or securities (or any other relevant) law, regulation or practice, provided that (a) all overseas plans are subject to the limitation on awards set out in the rules of the SAYE Scheme (b) only employees of subsidiaries of the Company who are resident in (or otherwise subject to the tax laws of) the relevant territory are entitled to benefit under any overseas scheme; and (c) no employee has an entitlement to awards under any overseas scheme greater than the maximum entitlement of an eligible employee under the SAYE Scheme.

By order of the Board



Neil McLoughlin
Company Secretary

Block U
EastPoint
Clontarf
Dublin D03 H704
Ireland

31 August 2020

Appendix 1

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") a related party of the Company.

Sean Corkery (Chief Executive Officer)

Sean Corkery was appointed as Non-Executive Director and Interim Chief Executive Officer of Datalex in April 2019 and was subsequently appointed as the permanent CEO in October 2019. He also served as Acting Chairman between June and November 2019. Sean is a highly experienced executive having held multiple senior positions in the technology industry including; Senior Vice President of Global Operations at Dell Inc; COO at Esat Telecom; Vice President of Global Operations at AST / Samsung and Director of Pacific Operations at Apple Inc. Prior to joining Datalex, Sean was Chairman and CEO at Actavo and he is a non-executive director of a number of private companies.

David Hargaden (non-executive Chairman)

David Hargaden was appointed as Non-Executive Chairman of Datalex in November 2019. 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.

Peter Lennon (non-executive director)

Peter Lennon has been a Non-Executive Director of Datalex since 1993. He was the Company Secretary from 18 February 2019 to 23 August 2019. He brings a wealth of specialised legal and industry expertise. A practicing lawyer and partner in the law firm Ronan Daly Jermyn, he specialises in litigation and advises many Irish and English underwriters and airlines on liability claims matters.

Mike McGearly (non-executive director)

Mike McGearly was appointed as a Non-Executive Director in December 2019 and as the Lead Independent Director in January 2020. Mike 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. Revenue increased 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.

Christine Ourmières-Widener (non-executive director)

Christine Ourmières-Widener was appointed as a Non-Executive Director of Datalex in October 2019. Christine 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.

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 an expert in financial strategy, transformation, accounting and compliance in high tech industries. Prior to joining Datalex, Niall was Finance Director, EMEA at Google Inc. where he led accounting, financial compliance and controls for the EMEA region. Niall has also led global finance operations and executed complex finance transformation projects for technology PLCs such as Pearson PLC, Vodafone PLC and for corporations such as Oracle and Dell. Within Vodafone, Niall was CFO for Eircell, Vodafone Ireland and Vodafone Portugal prior to leading Global Finance Transformation and Operations for all Vodafone worldwide subsidiaries.

Appendix 2 Datalex Remuneration Policy

Introduction

This is the first time Datalex has presented a Remuneration Policy to shareholders under the European Union (Shareholders' Rights) Regulations 2020. The Policy is being put to an advisory vote at the 2020 AGM. The Policy incorporates the use of awards under a new long-term incentive plan - The Datalex Long Term Incentive Plan 2020 - and the introduction of a new SAYE Scheme –The Datalex Savings Related Share Option Scheme – each of which is subject to separate approval by shareholders at the 2020 AGM.

The Group's policy in respect of the remuneration of Executive Directors is based on attracting, retaining and motivating executives to ensure that they are incentivised to successfully implement the Board's strategy and that remuneration is aligned with the interests of shareholders and other stakeholders over the longer term.

Performance related elements of remuneration are designed to form an appropriate portion of the overall remuneration package of Executive Directors and link remuneration to business performance and individual performance, while aligning the interests of Executive Directors with those of shareholders. The Directors' Remuneration Policy focuses on incentivising the successful implementation of our corporate strategy, consistent with our risk management framework.

In its decision-making process regarding the determination of the revised Remuneration Policy, the Remuneration Committee considered its appropriateness to support the business, its alignment with shareholders' interests and evolving best practice and regulatory developments. Willis Towers Watson were engaged by the Committee to support the drafting of the Remuneration Policy. The Committee was mindful of managing any conflicts of interest during the process and no individual was involved in determining his/her own arrangements.

Policy Table

Element	Operation	Opportunity	Performance Measures and period
Base Salary	<p>The Committee's policy is to set base salaries that are competitive, that attract and retain executives, reflect the size and scope of the role and business, and the market for similar roles.</p> <p>Salaries are reviewed annually, though there is no guaranteed annual increase. In setting and reviewing salary levels, the Committee takes into account the performance of Group and the Executive Directors (their progression in the role and individual performance - informed by the Nominations Committee), skills and experience, and pay levels of similar sized companies and peers.</p>	<p>There is no maximum salary opportunity. However, any increases will be made in the context of the financial performance of the Group and will normally be in line with increases awarded to colleagues in the wider business.</p> <p>In addition, the Committee will take into account the factors as outlined under 'Operation' in determining salary increases.</p> <p>Where warranted, for example, in cases of promotion, the Committee may make more significant salary awards to colleagues to reflect progression in the role (for example, staged increases over time following appointment to a new role).</p>	Not applicable.

Element	Operation	Opportunity	Performance Measures and period
Benefits	<p>The Group provides benefits that are competitive with market practice to support the recruitment and retention talent.</p> <p>Executive Directors are entitled to benefits including, but not limited to, a car allowance (and other car/transport benefits), private health provision, life assurance, income protection scheme, and contributions toward professional membership subscriptions.</p>	<p>The cost of providing benefits can vary from year to year, dependent on the nature of the benefit and insurance premium costs. As such, there is no maximum benefits opportunity, and benefits will be maintained at a level to ensure market competitiveness.</p>	<p>Not applicable.</p>
Pension	<p>Current and new hire Executive Directors are entitled to participate in the Datalex Pension Scheme (a defined contribution scheme).</p> <p>This scheme is offered to ensure the Group is market competitive in its pension offering.</p>	<p>Executive Directors are eligible to receive a matched pension contribution up to a maximum of 7.5% of salary, which is aligned with the rate available to the wider workforce.</p>	<p>Not applicable.</p>
Annual Bonus	<p>Datalex offers an Annual Bonus to incentivise and reward delivery of the Group's business strategy and financial targets.</p> <p>Bonus awards are made annually and are reflective of achievement of both financial and non-financial performance measures.</p> <p>In determining bonus outcomes, the Committee independently assesses performance conditions applicable to the Annual Bonus. The Committee has the ability to exercise discretion when authorising outcomes under the Annual Bonus plan to adjust outcomes upward or downward (including to zero), taking account of company and individual performance and wider circumstances.</p>	<p>The maximum annual bonus award level for Executive Directors under the plan is 50% of salary.</p>	<p>Annual Bonus awards are currently subject to the following performance measures:</p> <ul style="list-style-type: none"> • Company Financial performance • Individual performance • Values performance <p>Bonus payment is contingent on achievement of budgeted EBITDA.</p> <p>The measures, weightings and operation are reviewed and set by the Committee on an annual basis, including removing and changing performance measures to align with Company and shareholders' best interests, and any such changes will be clearly disclosed in the Remuneration Report on a retrospective basis.</p>

<p>Long Term Incentive Plan (LTIP)</p>	<p>Awards under The Datalex PLC Long Term Incentive Plan 2020 are designed to align the interests of the Executive Directors with those of shareholders and reward the delivery of long-term strategic performance objectives and the creation of shareholder value through the execution of strategy.</p> <p>Annual awards of share options will be allocated at the discretion of the Remuneration Committee. To facilitate recruitment, the Remuneration Committee may authorise 'off-cycle' awards.</p> <p>Awards will normally vest a third, a third, a third annually but will not be exercisable until the third anniversary of their grant. Participants are not eligible to any dividends/ dividend equivalent payments on the award prior to the exercising of any award made.</p> <p>Awards are subject to Malus and Clawback provisions under the following circumstances where:</p> <ul style="list-style-type: none"> - there has been a material misstatement of the Group's financial accounts - an Executive Director (as a participant) is guilty of gross misconduct or fraud; - the Committee determines that the Company suffered reputational damage as a result of the actions or inactions of an Executive Director (as a Participant). <p>The clawback provision lasts for two years following the vesting of an award.</p> <p>For future awards, the Committee has discretion to implement a post-vesting holding period on any award.</p>	<p>The maximum annual face value award level to an individual participant may not in normal circumstances exceed 100% of salary.</p>	<p>The initial vesting of the LTI awards will be determined by performance against performance targets agreed by the Committee at the time of grant. The Committee will select appropriate performance metrics, for example Revenue, EBITDA, Earnings per Share, Return on Invested Capital or Total Share Holder Value. The initial grant under the 2020 LTIP vest (to the extent that performance conditions are met) on the basis of one third, one third, one third annually.</p> <p>Achievement of threshold performance level (90%) will ordinarily result in vesting of 90% of the award, with 100% vesting for maximum performance, with straight-line vesting between 90% and 100%.</p> <p>The vesting of LTIP awards is also subject to the Remuneration Committee being satisfied that the Company's underlying financial performance has shown a sustained improvement in the period since the date of grant.</p> <p>The measures, weightings and operation of the LTI are reviewed and set by the Committee on an annual basis, including removing and changing performance measures to align with Company and shareholders' best interests, and any such changes will be clearly disclosed in the Remuneration Report.</p> <p>The number of shares that may be issued under the LTIP and any other discretionary employee share plan (other than shares that may be issued under awards granted prior to the approval of the LTIP under a historic share plan) is limited to 10% of the aggregate issued ordinary shares of the Company over a ten-year period.</p>
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Element	Operation	Opportunity	Performance Measures and period
<p>SAYE</p>	<p>The Revenue SAYE Scheme provides for grants of awards over Ordinary Shares in the form of options in conjunction with a formal saving scheme with a qualifying institution.</p> <p>The purpose of the SAYE is to support the recruitment and retention of employees, align the interests of employees with those of the Group's shareholders and provide employees with a vehicle where they can purchase shares in Datalex in a tax efficient manner.</p> <p>Employees of the Group, including Executive Directors, are eligible to participate in the SAYE Scheme. The SAYE Scheme is an all employee scheme and will be offered to all employees on similar terms and will be a Revenue approved plan for Irish tax purposes.</p> <p>If the Group elects to introduce another all-employee share-plan, Executive Directors will be able to participate on the same basis, and subject to the same limits as other Group colleagues.</p>	<p>All eligible employees who wish to participate must enter into a savings contract, to make 36 monthly savings contributions. The current maximum individual savings contribution cannot exceed €500 per month. Executive Directors may contribute up to this limit (or to the same limit as other colleagues if amended – for example, because of changes in legislation). At the end of the savings period, it is envisaged that employees will have sufficient capital to fund the exercise of the options and thus acquire the underlying shares.</p> <p>Each employee joining the SAYE Scheme will be granted an option to acquire shares in the company, at market value. The number of shares subject to the option will be determined at the time of grant and will be directly proportional to the level of savings to which the employee commits.</p> <p>The number of shares that may be issued in respect of the SAYE Scheme or any other discretionary employee share plan (other than shares that may be issued under awards granted prior to the approval of the SAYE Scheme under a historic share plan) may not exceed 10 per cent. of the issued ordinary share capital of the Company in any 10-year period.</p>	<p>SAYE Options will vest in the ordinary course three years from the date of grant.</p> <p>SAYE Options shall be exercisable during the period commencing on the vesting date and ending six months following the vesting date.</p>

Remuneration for the wider Business

The Committee reviews wider colleague remuneration and related policies, aligning incentives and rewards with the Group's culture, and oversees any major benefits structure changes. The Committee takes the remuneration arrangements of employees generally into account when determining the arrangements for Executive Directors. For example, base salary increases for Executive Directors will normally be aligned with increases awarded to the wider workforce.

The Annual Bonus operates in exactly the same way throughout the business, with the same overall financial measures and targets. This alignment plays an important role in the Group meeting its strategic goals.

Statement of consideration of shareholder views

The Group's Remuneration Policy is based on attracting, retaining and motivating executives to ensure that they are incentivised to successfully implement the Board's strategy and that remuneration is aligned with the interests of shareholders and other stakeholders over the longer term.

In considering the Policy, the Committee takes into account shareholder views and expectations as expressed in investor guidelines and has sought to align the Policy with these expectations, as well as market best practice and relevant regulatory requirements. The Committee is committed to an ongoing dialogue with our shareholders on remuneration arrangements and is always open to hearing and carefully considering and investor feedback.

Approach to new hires

Recruitment Policy

The Group's policy when recruiting new Executive Directors is to pay what is necessary to attract candidates with sufficient skills and experience to effectively deliver the Group's strategy.

In doing so, the Committee will take into account remuneration across the Group, including other Executive Directors, and that offered in similar positions in the market and other companies of similar size and complexity.

The Committee will look to appoint new Executive Directors with remuneration packages with the same structure and pay elements as described in the Policy Table above, whilst taking into account the individual circumstances (including current arrangements for internal promotions, and compensation for loss of remuneration from a previous employer) of candidates and existing Executive Directors.

The maximum variable pay opportunity will be in line with the above elements in the Policy table:

- Annual Bonus: Maximum performance can result in 50% of salary being earned
- LTIP: The maximum annual award level to individual executive directors is a face value 100% of salary.

If necessary to facilitate an appointment, reasonable relocation benefits may be provided.

If an internal appointment is made, remuneration arrangements awarded prior to promotion to Executive Director level will continue to run in line with the schedule and conditions determined at time of grant.

Buyouts

In circumstances where the Committee determines that it is necessary for the recruitment of an Executive Director, additional cash and/or share-based payments may be awarded to compensate the Executive Director for the forfeiture of incentive awards made by the previous employer. In determining any such 'buy out', the Committee will undertake a review of the awards that the individual will lose and consider the likelihood of the awards vesting should the candidate have remained in their previous employment, the form in which they were awarded and the time over which they would have vested.

If it is determined that a buyout award is to be made, the structure and level will be carefully designed by the Committee taking the above into account and will reflect and replicate the previous awards as accurately as possible in terms of level and time horizon. Incentive buyouts will be liable to forfeiture or 'clawback' in the event of early departure.

Leaver Arrangements

Service Contracts

The Group's policy is for Executive Directors to have rolling service contracts, with a notice period of six months. At its discretion, the Group may pay in lieu of notice, and the Committee will give careful consideration to any remuneration payable on any termination of employment to minimise the total cost of severance to the business.

Payments for loss of office

The following table sets out how different elements of remuneration that would normally be treated for Executive Directors whose service with the Group terminates:

Termination reason	Salary	Contractual benefits (including pension)	Annual Bonus	LTIP
Resignation or gross misconduct	Paid to date of termination	Paid to date of termination	Eligibility ceases upon date notice commences (date of termination if summary dismissal for gross misconduct)	All unvested Options will lapse immediately, unless at its absolute discretion the Committee decides otherwise. Vested options will become exercisable on termination unless termination is for gross misconduct where vested but unexercised options will lapse.
Injury/ill health, disability, death, retirement (with agreement of Datalex)	Paid to date of termination. Note that in the case of ill-health, salary will be paid in full for the first 26 weeks of any absence.	Paid to date of termination	Eligible to be considered for a bonus, normally calculated on a time pro-rata basis.	All unvested options will vest (subject to the achievement of the performance conditions) at the end of the performance period.
Negotiated Termination	Paid to date of termination	Paid to date of termination	Eligibility ceases upon date of termination, however, the Committee retains discretion to override such outcomes.	All unvested options will vest (subject to the achievement of the performance conditions) at the end of the performance period.

Change of Control

In the event of a reorganisation or takeover, LTIP awards will automatically vest.

Malus and Clawback

The Committee applies independent judgement and discretion when authorising outcomes under the Annual Bonus plan and has the ability to reduce the payout of any awards (including to zero) should the Committee consider it appropriate to do so.

LTIP awards are subject to malus and clawback provisions, which apply for two years following the vesting of a given LTIP award. The vesting of LTIP awards is also subject to the Remuneration Committee being satisfied that the Company's underlying financial performance has shown a sustained improvement in the period since the date of grant. LTIP awards may be clawed back or subject to a malus adjustment in the following circumstances:

- there has been a material misstatement of the Group's financial accounts
- an Executive Director (as a participant) is guilty of gross misconduct or fraud;
- the Committee determines that the Company suffered reputational damage as a result of the actions or inactions of an Executive Director (as a Participant).

External Appointments

The board recognises that there are benefits to both the Group and Executive Directors serving as non-executive board members for other companies. As such, Executive Directors are permitted to take on external appointments with other companies, with the prior approval of the Board. Any fees paid in respect of these appointments are retained by the Executive Director.

Policy on remuneration for Non-Executive Directors

Fees for non-executive directors are determined by the Chairman and the Executive Directors. No director shall be involved in any decisions as to their own remuneration. Levels of fees may be reviewed from time to time during the policy period, having regard to any significant changes in the size and scope of the role and the business, the necessary time commitment, and material changes in comparative market data for similar roles.

Derogation from the Policy

The above Policy will operate for a four-year period or until an amended Remuneration Policy is put to shareholders for approval. In line with the European Union (Shareholders' Rights) Regulations 2020, the Committee may derogate from this policy where doing so is necessary in exceptional circumstances, to serve the long-term interests and sustainability of the Group as a whole or to assure its viability.

Any such derogation would only be undertaken in exceptional circumstances, and whereby not doing so, would result in significant detrimental impact to the Group and/or shareholders. Under any such derogation, the Committee would have the ability to vary any part of the Remuneration Policy (as described above), and its implementation to mitigate against any significant detrimental forces.

If such a circumstance were to apply, the Company would commit to disclosing to shareholders as soon as practicably able to do so.

Appendix 3

Principal Terms of the Datalex Long Term Incentive Plan 2020

A summary of the principal terms of the Datalex Long Term Incentive Plan 2020 (the “**LTIP**”) is set out below.

1. Purpose

The purpose of the LTIP is to support the recruitment and retention of key executives, align the interests of executives with those of the Group’s shareholders and reflect the Group’s policy of long term performance based incentives.

2. Introduction

The LTIP is administered by the Remuneration Committee (the “**Committee**”) of the Board of Directors of the Company. The Committee may determine the form, amount and other terms and conditions of LTIP Awards and the persons to whom LTIP Awards are granted. The LTIP provides for the Committee to grant contingent awards of options over Ordinary Shares in the capital of the Company. The general day to day administration of the Plan may at the discretion of the Committee be outsourced to a third-party administrator.

3. Individual Limits

The Committee will determine the appropriate level of LTIP Awards for participants. However, the maximum number of Ordinary Shares under LTIP Awards granted to a participant in respect of any financial year may not in normal circumstances exceed 100 per cent. of a participant’s salary.

4. Aggregate Limits

The number of Ordinary Shares which may be issued in respect of the LTIP or any other discretionary employee share plan (including the SAYE scheme) adopted by the Company may not exceed 10 per cent. of the issued ordinary share capital of the Company in any 10-year period.

The Committee shall put in place appropriate policies regarding flow rates in order to spread the balance of shares over the life of the LTIP to ensure that the 10% limit is not exceeded.

Ordinary Shares purchased in the market to satisfy LTIP Awards will not count towards the 10% limit. The following shares will also be disregarded when assessing these limits:

- shares that may be issued by the Company to holders of awards under any share-based incentive plans operated by the Company and granted prior to the approval of the LTIP; and
- any shares subject to an award or option that has lapsed, or been renounced, or become incapable of vesting.

5. **Grant of Awards**

LTIP Awards may be granted by deed or individual agreement with a participant and evidenced by certificates that provide additional terms, conditions, restrictions and/or limitations covering the grant of the LTIP Award including, without limitation, additional terms providing for performance conditions, or holding periods, as determined by the Committee.

LTIP Awards may be granted in the period of 42 days following

- the date of adoption of the 2020 LTIP or
- the announcement of the Company's results for any period,

but the Committee may grant LTIP Awards at other times if it considers it appropriate in the circumstances.

6. **Form of LTIP Awards.**

LTIP Awards will be granted in the form of market value options to acquire Ordinary Shares in the capital of the Company.

7. **Performance Conditions.**

LTIP Awards are granted subject to performance conditions that will be determined by the Committee at the time of grant. Performance will normally be measured on an annual basis over the three year performance period.

Performance conditions may be amended or substituted if one or more events occur which cause the Committee to consider that an amended or substituted performance condition would be more appropriate. Any such amended or substituted performance condition will not be materially more or less difficult to satisfy.

8. **Vesting of LTIP Awards**

LTIP Awards will vest in the ordinary course on the latest of:

- the vesting date or dates specified by the Committee at the time of grant (which will ordinarily be on the first, second and third anniversary from the date of grant); and
- in respect of an LTIP Award subject to performance conditions, the date or dates on which the Committee determines the extent to which the specified performance conditions have been satisfied.

However, an Award shall not Vest unless the Committee is satisfied that the Company's underlying financial performance has shown a sustained improvement in the period since the Date of Grant.

Any part of an LTIP Award which does not vest in accordance with its terms and, if relevant, the performance conditions, will immediately lapse.

9. **Exercise period**

LTIP Awards shall (to the extent they vest) be exercisable during the period commencing on the third anniversary of Grant and ending on the fifth anniversary of the date of grant.

10. **Malus and Clawback**

The Committee may reduce the number of Ordinary Shares under an LTIP Award or require the participant to repay (for up to two years following the vesting date) an amount received on vesting of an LTIP Award in circumstances in which:

- the value of the LTIP Award was determined on the basis of materially misstated data;
- the participant is guilty of gross misconduct or fraud; or
- the Company suffers reputational damage as a result of the actions or inactions of a participant.

11. **Cessation of Employment**

If a Good Leaver ceases to be employed by the Group all vested Options will become exercisable on the date of leaving and all unvested Options will vest (subject to the achievement of the performance conditions with time pro-rated reduction for the performance period yet to be completed) and become exercisable at the end of the performance period.

If any other employee, not being a Good Leaver, ceases to be employed by the Group, all vested and unvested Awards will lapse automatically. The Committee may at its absolute discretion determine otherwise. The only exception to this is, on the death of a participant, his or her personal representatives may exercise vested Options. All vested Options become exercisable on termination of employment unless the termination is for gross misconduct where, subject to the Committee's absolute discretion, all vested Options will lapse.

12. **Change of Control**

In the event of a change of control (whether by way of a takeover offer or a scheme of arrangement or compromise) or a voluntary winding-up of the Company, all unvested Awards will vest automatically.

13. **Variation of Share Capital**

In the event of a variation of the Company's share capital (whether by way of capitalisation or rights issue or sub-division or consolidation of the Ordinary Shares or a share capital reduction) the number of Ordinary Shares subject to an Award and any applicable exercise price may be adjusted by the Committee in a manner they determined as appropriate.

14. **Transferability**

LTIP Awards are generally non-transferable, other than to a participant's personal representatives or by will or the laws of descent and distribution on the death of a participant. Any attempt at a non-permitted transfer will result in lapse of the LTIP Award. LTIP Awards will not form part of a participant's pensionable earnings. LTIP Awards will lapse if a participant is declared bankrupt.

15. **Shareholder Rights**

Except as otherwise provided in the applicable LTIP Award grant documentation, all Ordinary Shares allotted or transferred to a participant on the exercise of an LTIP Award will rank equally with other Ordinary Shares then in issue (except in respect of rights arising prior to the date of exercise).

16. **Amendment and Termination.**

The Committee may discontinue the grant of LTIP Awards or amend the LTIP at any time, provided that the provisions relating to:

- the persons to whom LTIP Awards are or may be granted;
- the limitations on the number of Ordinary Shares over which LTIP Awards may be granted;
- the maximum entitlement for any one participant (if any); and
- the basis for determining a participant's entitlement to, and the terms of, shares under the LTIP and for the adjustment thereof (if any) if there is a capitalisation issue, rights issue or open offer, sub division or consolidation of shares or reduction of capital or any other variation of capital,

cannot be altered to the advantage of participants without the prior approval of the Company's shareholders in general meeting unless they are minor amendments to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the LTIP or for the Company or other members of the Group. Unless otherwise required by law or specifically provided in the LTIP, no amendment may be made which would adversely affect the rights of the participants under the LTIP, unless consent is sought from the affected participants.

17. **Sub-Plans**

The Company may make such modifications to the LTIP or introduce sub-plans for the benefit of resident in particular jurisdictions in order to comply with or benefit from local provisions, providing that the overall limits on Participation set out herein are not exceeded, and the other applicable requirements of the Plan govern such sub-plans.

18. **Term.**

No Award may be granted on or after 24 September 2030. LTIP Awards granted before that date shall remain valid in accordance with their terms and the terms of the LTIP.

Appendix 4

Principal Terms of the Datalex Savings Related Share Option Scheme

A summary of the principal terms of the Datalex Savings Related Share Option Scheme (the "SAYE Scheme") is set out below.

The SAYE Scheme will, if approved by shareholders and once Revenue approval is obtained, provide for grants of awards over Ordinary Shares in the form of options in conjunction with a formal saving scheme with qualifying institutions.

1. Purpose.

The purpose of the SAYE is to support the recruitment and retention of employees, align the interests of employees with those of the Group's shareholders and provide employees with a vehicle where they can purchase shares in the Company in a tax efficient manner.

2. Introduction.

The SAYE Scheme is administered by the Committee. The SAYE Scheme provides for the Committee to grant contingent awards of options over Ordinary Shares in the capital of the Company in conjunction with participants entering a formal savings scheme. The general day to day administration of the SAYE Scheme may at the discretion of the Committee be outsourced to a third-party administrator.

3. Savings Contracts.

An approved SAYE Scheme can only operate where there is an associated certified contractual savings scheme. Only qualifying savings institutions e.g. banks (an approved savings carrier) may operate a certified contractual savings scheme.

All eligible employees who wish to participate must enter into a savings contract, with an approved savings carrier, to make 36 monthly savings contributions. The minimum savings requirement is €12 per month. The current maximum individual savings contribution cannot exceed €500 per month - however, the Committee may operate the Scheme with a lower maximum contribution. SAYE savings are deducted from net income, i.e. after income tax, the USC and employee PRSI. At the end of the savings period, it is envisaged that employees will have sufficient capital to fund the exercise of the options and thus acquire the underlying shares.

4. Grant of Options.

Participation in the Scheme is voluntary.

Each employee joining the SAYE Scheme will be granted an option to acquire shares in the company, at market value fixed by the directors at the time of grant. The number of shares subject to the option will be determined at the time of grant and will be directly proportional to the level of savings to which the employee commits.

5. Aggregate Limits.

The number of Ordinary Shares which may be issued in respect of the SAYE Scheme or any other discretionary employee share plan (including the LTIP) adopted by the Company may not exceed 10 per cent. of the issued ordinary share capital of the Company in any 10-year period. Shares that may be issued by the Company to holders of awards under any share-based incentive plans operated by the Company and

granted prior to the approval of the SAYE Scheme will be disregarded when assessing these limits.

6. **Grant of Awards.**

SAYE Options may be granted by deed or individual agreement with a participant and evidenced by certificates that provide additional terms, conditions, restrictions and/or limitations covering the grant of the SAYE Options. SAYE Options may generally be granted in the period of 42 days following:

- the approval by Revenue of the Scheme, or
- the announcement of the Company's results for any period,

but the Committee may grant SAYE Options at other times if it considers it appropriate in the circumstances.

The Committee may set a limit on the number of shares to be made available for any invitation. In the event that applications for options exceed the number of shares available, the Committee may scale down applications for all participants on a pro rata basis.

7. **Form of SAYE Options**

SAYE Options will be granted in the form of market value options to acquire Ordinary Shares in the capital of the Company.

8. **Vesting of SAYE Options**

SAYE Options will vest in the ordinary course three years from the date of grant.

Any part of an SAYE Option which does not vest in accordance with its terms will immediately lapse.

9. **Exercise period**

SAYE Options shall (to the extent they vest) be exercisable during the period commencing on the vesting date and ending six months following the vesting date.

10. **Cessation of Employment**

If an SAYE Scheme participant dies before the expiry of their savings contract, the Scheme allows for the exercise of such options within 12 months of the date of death.

If a participant reaches the Specified Age – an age, which is specified in the Rules, between 60 and State Retirement Age at which the employee is, as stated in their contract of employment, due to retire - or leaves the company due to injury, disability or redundancy, the Scheme allows the participant to exercise the options with their savings to date within six months of cessation of office or employment.

If a participant ceases to hold the office or employment in circumstances other than those listed above, and the options have been held for more than 3 years then the

Scheme allow for the options to be exercised within six months of the options vesting. If the options have been held for less than three years, the options will lapse.

11. **Change of Control**

In the event of a change of control (whether by way of a takeover offer or a scheme of arrangement or compromise) or a voluntary winding-up of the Company, the SAYE Options will vest to the amount of the savings to date.

12. **Variation of Share Capital**

In the event of a variation of the Company's share capital (whether by way of capitalisation or rights issue or sub-division or consolidation of the Ordinary Shares or a share capital reduction) the number of Ordinary Shares subject to an SAYE Option and any applicable exercise price may be adjusted by the Committee in a manner they determined as appropriate.

13. **Transferability**

SAYE Options are generally non-transferable, other than to a participant's personal representatives or by will or the laws of descent and distribution on the death of a participant. Any attempt at a non-permitted transfer will result in lapse of the SAYE Option. SAYE Options will not form part of a participant's pensionable earnings. SAYE Options will lapse if a participant is declared bankrupt.

14. **Shareholder Rights.**

Except as otherwise provided in the applicable SAYE Scheme grant documentation, all Ordinary Shares allotted or transferred to a participant on the exercise of an SAYE Option will rank equally with other Ordinary Shares then in issue (except in respect of rights arising prior to the date of exercise).

15. **Amendment and Termination.**

The Committee may discontinue the grant of SAYE Options or amend the SAYE Scheme at any time, provided that any amendment must be approved by the Revenue Commissioners and that the provisions relating to:

- the persons to whom SAYE Options are or may be granted;
- the limitations on the number of Ordinary Shares over which SAYE Options may be granted (the overall limit);
- the maximum entitlement for any one participant (if any); and
- the basis for determining a participant's entitlement to, and the terms of, shares under the SAYE Scheme and for the adjustment thereof (if any) if there is a capitalisation issue, rights issue or open offer, sub division or consolidation of shares or reduction of capital or any other variation of capital

cannot be altered to the advantage of participants without the prior approval of the Company's shareholders in general meeting unless they are minor amendments to benefit the administration of the SAYE Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SAYE Scheme or for the Company or other members of the Group. Unless otherwise required by law or specifically provided in the SAYE Scheme, no amendment may be made which would adversely affect the rights of the

participants under the SAYE Scheme, unless consent is sought from the affected participants.

16. **Term.**

No SAYE Options may be granted on or after 24 September 2030. SAYE Options granted before that date shall remain valid in accordance with their terms and the terms of the SAYE Scheme.

Notes:**Entitlement to attend and vote**

- (1) Only those shareholders registered on the Company's register of members at:
- 18:00 on 22 September 2020; 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.

Attending in person

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

However, shareholders are on this occasion strongly encouraged to appoint a proxy as, given the developing situation around COVID-19, personal attendance may present a risk to themselves and others. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with COVID-19 related public health measures and advice.

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. 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 82,133,842. 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.

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. Any draft resolution must not be defamatory of any person.