

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of shareholders in Ireland, an adviser authorised or exempt under the Investment Intermediaries Act 1995 or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares in Datalex plc, please pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



**Datalex plc**

## **Annual General Meeting**

**To be held on 23 September 2021 at 12.00 noon 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](http://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](mailto: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 12.00 a.m. on 21 September 2021. 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](http://www.datalex.com).

## Letter from the Chairman

27 August 2021

Dear Shareholder

The Annual General Meeting of the Company will be held at Block U, Eastpoint Business Park, Clontarf, Dublin D03 H704, Ireland on 23 September 2021 at 12.00 noon 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 4 in the notice, the Directors propose that Special Business, as set out in Resolution 5 in the notice, be transacted at the meeting for the purposes explained below.

### Ordinary business of the AGM

Resolution 1 is asking members to receive and consider the Financial Statements and the reports of the Directors and Auditors for 2020 and to review the affairs of the Company. Resolution 1 is an advisory resolution and is not binding on the Company

Resolution 2 is asking members to receive and consider the Remuneration Committee's Report as set out on pages 74 to 91 of the 2020 Annual Report. Resolution 2 is an advisory resolution and is not binding on the Company

Resolution 3 relates to the re-election of Directors in accordance with the Company's Articles of Association. 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 4 deals with the authorisation of the Board to fix the remuneration of the Auditor.

### Special business of the AGM

In Resolution 5, 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 5, 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.

The Directors are not proposing resolutions in connection with the authority to issue shares at this year's AGM as these authorities were approved by shareholders at our Extraordinary General Meeting held on 1 July 2021 and expire on 1 October 2022.

### **Action to be taken by you**

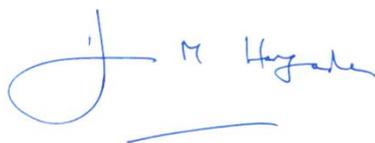
You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company's registrar, Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland (if 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



**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 23 September 2021 at 12.00 noon 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 2020. (Resolution No.1)
2. To receive and consider the Report of the Remuneration Committee for 2020 (Resolution 2)
3. As separate resolutions:
  - (a) To re-elect David Hargaden as a Director of the Company. (Resolution No. 3(a))
  - (b) To re-elect Sean Corkery as a Director of the Company. (Resolution No. 3(b))
  - (c) To re-elect John Bateson as a Director of the Company. (Resolution No. 3(c))
  - (d) To re-elect Peter Lennon as a Director of the Company. (Resolution No. 3(d))
  - (e) To re-elect Mike McGearty as a Director of the Company. (Resolution No. 3(e))
  - (f) To re-elect Niall O'Sullivan as a Director of the Company. (Resolution No. 3(f))
4. To authorise the Directors to fix the remuneration of the auditors. (Resolution No. 4)

#### As special business:

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

That the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an Annual General Meeting or a meeting for the passing of a special resolution, on not less than 14 days' notice. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

By order of the Board



**Neil McLoughlin**  
Company Secretary

Block U, EastPoint  
Clontarf  
Dublin D03 H704  
Ireland

27 August 2021

## Appendix 1

### Biographical Details of the Directors

#### **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.

#### **John Bateson (non-executive director)**

John Bateson was appointed as a Non-Executive Director of Datalex in November 2006. John is the Managing Director of International Investment and Underwriting, Unlimited Company ("IIU") a related party. John is a Business Studies graduate of Trinity College Dublin and, having qualified with KPMG, is a Fellow of the Institute of Chartered Accountants in Ireland. Prior to joining IIU, John spent six years with the corporate finance arm of NCB Group.

#### **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.

#### **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.

#### **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.

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

- (1) Only those shareholders registered on the Company's register of members at:
- 18:00 on 19 September 2021; or
  - if the Annual General Meeting is adjourned, at close of business on the day four days prior to the adjourned Annual General Meeting
- shall be entitled to attend and vote at the Annual General Meeting.

**Website giving information regarding the meeting**

- (2) Information regarding the Annual General Meeting, including the information required by section 1103 of the Companies Act 2014, is available from [www.datalex.com](http://www.datalex.com).

**Attending in person**

- (3) The Annual General Meeting will be held at 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 ongoing 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 Shareholder (a registered member of the Company) who is entitled to attend, speak and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the Shareholder (please see notes (5) to (9) below). Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CDIs (CREST Depository Interests) should see notes (10) to (15) below and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be

determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.

- (9) To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:

[www.eproxyappointment.com](http://www.eproxyappointment.com)

To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.

*Further information for participants in the Euroclear Bank System*

- (10) Holders of interests in Datalex shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.

*Further information for CREST members with holdings of CDIs*

- (11) Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company's ordinary shares via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
- (12) If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com). Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
- (13) Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline.
- (14) CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

*Deadlines for receipt by the Company of proxy voting instructions*

- (15) All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) must be received by the Company's registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

### **Issued shares and total voting rights**

- (15) The total number of issued ordinary shares on the date of this notice of Annual General Meeting is 132,153,842. 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

- (16) 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

- (17) A shareholder or a group of shareholders meeting the qualification criteria set out below have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law.

The relevant request must be made by a shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting.

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Datalex plc, Block U, EastPoint, Clontarf, Dublin D03 H704, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Reference Number (SRN) (as printed on the accompanying Form of Proxy) and is sent to [company.secretary@datalex.com](mailto:company.secretary@datalex.com).

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

- (18) A shareholder or a group of shareholders meeting the qualification criteria set out below have a right to put an item on the agenda of the meeting subject to any contrary provisions in company law. The relevant request must be made by a shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting.

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item you wish to have included in the AGM agenda;
- must set out in writing your reasons why the item is to be included in the AGM agenda;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and

- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Block U, EastPoint, Clontarf, Dublin D03 H704, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Reference Number (as printed on the accompanying Form of Proxy) and is sent to [company.secretary@datalex.com](mailto:company.secretary@datalex.com). Any draft resolution must not be defamatory of any person.