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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

Notice of Annual General Meeting

**to be held on 26 May 2022 at 11.00 am Dublin time
at The Croke Park Hotel, Jones' Road, Dublin 3, D03 E5Y8, Ireland**

A letter from the Chairman of Datalex plc is set out on pages 2 to 4 of this document.

Your attention is drawn to the notice of the Annual General Meeting of the Company which will be held at The Croke Park Hotel, Jones' Road, Dublin 3, D03 E5Y8, Ireland on 26 May 2022 at 11.00 am Dublin time which is set out on pages 5 to 8 of this document.

To be valid, a Form of Proxy for use at the Annual General Meeting 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 11.00 a.m. on 24 May 2022. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy.

LETTER FROM THE CHAIRMAN

DATALEX PUBLIC LIMITED COMPANY

(Incorporated and registered in Ireland with registered number 329175)

Directors

David Hargaden (Chairman)
Sean Corkery (*Chief Executive Officer*)
John Bateson
Dan Creedon (*Chief Financial Officer*)
Dermot Halpin
Peter Lennon
Mike McGearthy

Registered Office

Block V
Eastpoint Business Park
Dublin 3, D03 H704
Ireland

28 April 2022

Dear Shareholder

The Annual General Meeting of the Company will be held at The Croke Park Hotel, Jones' Road, Dublin 3, D03 E5Y8, Ireland on 26 May 2022 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 4 in the notice, the Directors propose that Special Business, as set out in Resolutions 5 to 8 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 2021 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 68 to 87 of the 2021 Annual Report. Resolution 2 is an advisory resolution and is not binding on the Company

Resolution 3 relates to the election and 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 election or re-election of each of the Directors. Biographical details of the Directors 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

Resolution 5 will be proposed as an Ordinary Resolution to authorise the Directors to allot shares up to an aggregate nominal amount of \$4,406,794.73 representing approximately one third of the Company's issued share capital (excluding treasury shares) as at the date of this document. The Directors have no present intention of making any new issue of shares and will exercise this authority only if they consider it

to be in the best interests of Shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 26 August 2023.

Resolution 6 will be proposed as a Special Resolution to renew the Directors' authority to allot shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to (i) the allotment of shares for cash in connection with any rights issue (or other pro-rata offer) to Shareholders and (ii) otherwise in an amount up to an aggregate nominal amount of \$1,322,038.42, representing approximately 10% of the nominal value of the Company's issued share capital as at the date of this document.

Resolution 7 will be proposed as a Special Resolution to renew the authority of the Company, or any subsidiary, to make market purchases of up to 10% of the aggregate nominal value of the Company's issued share capital and to hold these shares as treasury shares or cancel them at the Directors' discretion. The resolution also sets out the minimum and maximum prices that may be paid for shares purchased in this manner. The Directors will exercise this authority only if they consider it to be in the best interests of Shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 26 November 2023.

Resolution 8 will be proposed as a Special Resolution to authorise the Company to re-issue treasury shares off-market at certain specified minimum and maximum prices. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 26 November 2023.

Action to be taken by you

This year, the Company expects the Annual General Meeting to proceed as outlined in this Notice of Annual General Meeting, and we expect to be able to welcome our Shareholders back and to facilitate attendance in person at the AGM. We will continue to closely monitor the COVID-19 situation and will advise you if the situation changes. Your participation at the AGM is important to the Company, and I would encourage every Shareholder to take part in the meeting either by attending the AGM or, if you are not able to attend, by completing and returning a form of proxy or making an electronic proxy appointment. 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.

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.

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 The Croke Park Hotel, Jones' Road, Dublin 3, D03 E5Y8, Ireland on 26 May 2022 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 financial statements for the year ended 31 December 2021 together with the report of the directors and auditors thereon. (Resolution No.1)
2. To receive and consider the Report of the Remuneration Committee for 2021 (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 elect Daniel Creedon as a Director of the Company. (Resolution No. 3(f))
 - (g) To elect Dermot Halpin as a Director of the Company. (Resolution No. 3(g))
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 authorised pursuant to and in accordance with Section 1021(1) of the Companies Act 2014 (as amended) (the "Act"), in substitution for all existing such authorities, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to an aggregate nominal amount of \$4,406,794.73 during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the next annual general meeting of the Company or 26 August 2023 (whichever shall be earlier), 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.

6. To consider and, if thought fit, pass the following resolution as a Special Resolution: (Resolution 6)

That, subject to the passing of Resolution 5, the Directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 (as amended) ("the "Act") to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 5 as if sub-section (1) of section 1022 of the 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 of \$0.10 each 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 fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of \$1,322,038.42, during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the next annual general meeting of the Company or 26 August 2023 (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.

7. To consider and, if thought fit, pass the following resolution as a Special Resolution: (Resolution 7)

That the Company (and any subsidiary of the Company for the time being) be and is hereby authorised to make market purchases including overseas market purchases of any shares of and in the Company (including any contract of purchase, which will or might be concluded wholly or partly after the expiry date below), provided that:

- (a) the maximum number of shares, which may be acquired pursuant to this authorisation shall be 13,220,384, representing approximately 10% of the issued shares of and in the Company;
- (b) the minimum price (excluding expenses) which may be paid for shares purchased pursuant to this authorisation will be the par value thereof;
- (c) the maximum price (excluding expenses) which may be paid for any share (a "relevant share") shall be an amount equal to the greater of:
 - (i) 105% of the average of the five amounts resulting from determining whichever of the following (A), (B) or (C) specified below in relation to the shares of the same class as the relevant share shall be appropriate for each of the five business days

immediately preceding the day on which the relevant share is purchased, as determined from the information published by the Irish Stock Exchange plc (trading as Euronext Dublin) reporting the business done on each of those five business days:

- (A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (C) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for that day;

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange plc trading as Euronext Dublin or its equivalent; and

(ii) the higher of the price quoted for:

- (A) the last independent trade of; and
- (B) the highest current independent bid or offer for,

the Company's shares on the Irish Stock Exchange (trading as Euronext Dublin) at the time the purchase is carried out; and

(d) this authorisation will expire at close of trading on the date of the next Annual General Meeting of the Company or 18 months from the passing of this resolution, whichever first occurs, save that the Company may make a purchase after the expiry of the authorisation in any case where the contract of purchase is executed before the authorisation expired.

8. That, subject to the passing of Resolution 7, for the purposes of Sections 109 and/or 1078 of the Companies Act (as amended) (the "Act") the re-issue price range at which any treasury shares (as defined in the Companies Act, 2014) for the time being held by the Company may be re-issued (including by way of re-issue off market) shall be as follows:

(a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and

(b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) and in all other circumstances shall be 95%

of the Appropriate Price.

For the purposes of this resolution the expression "Appropriate Price" shall mean the average of the closing quotation prices of ordinary shares in the capital of the Company for the five business days immediately preceding the day on which the treasury share is re-issued, as published in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Company's ordinary shares are from time to time admitted to trading) or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available the price which is equal to:

(i) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Company's ordinary shares are from time to time admitted to trading); or

(ii) if there shall be only one such market guide price so published, the market guide price so published).

The authority hereby conferred shall commence on the date of the passing of this Resolution and expire at the conclusion of the next annual general meeting of the Company or 26 November 2023 (whichever shall be the earlier) and is without prejudice or limitation to any other authority of the Company to reissue treasury shares on-market.

By order of the Board



Neil McLoughlin
Company Secretary

Block V, EastPoint
Clontarf
Dublin 3
Ireland

28 April 2022

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 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 Non-Executive Director on 20 November 2006. John is the Managing Director of International Investment and Underwriting Unlimited Company, 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 International Investment and Underwriting Unlimited Company, John spent six years with the corporate finance arm of NCB Group.

Sean Corkery (Chief Executive Officer)

Sean 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.

Daniel Creedon (Chief Financial Officer)

Dan Creedon was appointed as Executive Director and Chief Financial Officer on 1 January 2022. Dan has extensive experience as a finance and operations leader across multiple industries and countries. He brings a deep knowledge of the technology industry, building high performance finance teams, global markets and mergers & acquisitions. Prior to joining Datalex, he was Finance Director for Europe Materials at CRH and before that he was CFO at Tarmac, a CRH company. Prior to that, Dan spent over ten years in Asia and the Middle East serving as CFO, Asia Pacific at Cisco, at Lenovo and at Dell. Earlier in his career Dan spent ten years at Intel where he held senior Finance roles in Ireland, Malaysia, the United States, the Philippines, and in the UK. Dan is a Chartered Management Accountant and holds an MBA from the University of Manchester.

Dermot Halpin (non-executive director)

Dermot Halpin was appointed as a Non-Executive Director on 1 January 2022. Dermot is a highly experienced global technology executive and has held CEO and President positions at several US and European public and private travel and technology firms including Tripadvisor Inc and Expedia Inc. Dermot has also served

on the boards of ding.com (Ireland, Fintech), E-long (China, Online Travel) and Voyages-SNCF (France, Online Travel) amongst other consumer tech boards. Dermot holds an MBA from INSEAD and studied engineering at University College Dublin.

Peter Lennon (non-executive director)

Peter Lennon has been a Non-Executive Director of Datalex since 1993. Peter 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 McGearty (non-executive director)

Mike McGearty 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.

Notes:

Entitlement to attend and vote

- (1) Only those shareholders registered on the Company's register of members at:
- 18:00 on 22 May 2022; 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.

Attending in person

- (2) The Annual General Meeting will be held at The Croke Park Hotel, Jones' Road, Dublin 3, D03 E5Y8, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding 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. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice.

Appointment of proxies

- (3) 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 (4) to (8) below). Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CDIs (CREST Depository Interests) should see notes (9) to (13) 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.
- (4) 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) 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.
- (8) To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:

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

- (9) 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

- (10) 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.
- (11) 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. 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.

- (12) 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.
- (13) 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

- (14) 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 132,203,842. 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.