

**Bytes Technology Group plc**

(incorporated and registered in England and Wales under number 12935776)

# Notice of Annual General Meeting

**Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW, UK**

**Thursday, 22 July 2021 at 10am (BST)/11am (SAST)**

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other independent authorised professional adviser.

If you have sold or otherwise transferred all of your Bytes Technology Group plc ('Bytes' or 'the company') ordinary shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Your attention is drawn to the letter from the Bytes Chair which is set out on pages 2 and 3 of this document and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting ('AGM').

The notice of AGM of the company to be held at Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW, UK on Thursday, 22 July 2021 at 10am (BST)/11am (SAST) is set out in this document.

You will be able to vote by proxy by completing and submitting the enclosed form of proxy in accordance with the instructions printed on it and contained in this notice of AGM.

To be valid, your proxy votes must be received no later than 10am (BST)/11am (SAST) on Tuesday, 20 July 2021.

Further instructions on appointing a proxy are set out in this document.

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Form of proxy (enclosed)

# Chair's letter

15 June 2021

To the ordinary shareholders,

## Notice of Annual General Meeting

I am pleased to announce the Annual General Meeting of Bytes Technology Group plc, which will be held at Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW, UK on Thursday, 22 July 2021 at 10am (BST)/11am (SAST). The purpose of the AGM is to seek shareholders' approval for the resolutions set out on page 10 to 12.

## Covid-19 impact and meeting arrangements

We would prefer to welcome shareholders in person to our AGM. However, given ongoing restriction on indoor gatherings and social distancing requirements in relation to Covid-19 at the time of this notice being finalised, it is expected that the AGM will be held with the minimum attendance required to form a quorum, together with anyone whose attendance is necessary for the conduct of the AGM. Shareholders are requested to not attend the AGM in person, but can be represented by the Chair of the AGM acting as their proxy. We are taking these precautionary measures to safeguard our shareholders' and employees' health and make the AGM as safe and efficient as possible.

If by the time of the AGM the UK Government's restrictions on social gatherings have been removed, shareholders are reminded that if they still wish to attend the AGM in person they should not do so if they or someone living in the same household feels unwell or has been in contact with anyone who has Covid-19 or who feels unwell. The board of directors of Bytes ('Board') may need to put in place arrangements to protect attendees from any risk to their health and may refuse entry to persons who do not comply with such arrangements.

Given the evolving nature of the situation, should it subsequently become necessary or appropriate to revise the arrangements for the AGM, further information will be made available on our website at [bytesplc.com](https://bytesplc.com) and will be announced through a Regulatory Information Service in the United Kingdom ('UK') and the Stock Exchange News Service in South Africa ('SA').

A webcast of the AGM will be broadcast to shareholders who wish to follow the formal proceedings. Shareholders will be able to gain access to the webcast on the day of the AGM through [meetnow.global/MGAFDCA](https://meetnow.global/MGAFDCA). Further detail in relation to this process is set out in this document. Shareholders are also invited to watch the company's 2021 preliminary results video and Q&A session on our website at [bytesplc.com](https://bytesplc.com). We recommend that all shareholders complete and return their proxy form using the usual online and postal facilities (as set out on pages 13 to 19) appointing the Chair of the AGM as their proxy, as it is likely that other proxies will not be permitted to attend the AGM. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend in person. The Board values ongoing engagement with shareholders. In order to facilitate this at the AGM, shareholders are invited to send questions in advance of the AGM to [IR@bytes.co.uk](mailto:IR@bytes.co.uk) by 10am (BST)/11am (SAST) on Tuesday, 20 July 2021. Please name your email 'Bytes AGM Q&A' and include your full name, and whether you own shares in your own name or via a nominee account. If the latter, please supply the nominee account name. Where appropriate, responses will be prepared and delivered by the Board at the AGM via the webcast. Alternatively, you will be able to raise questions live at the AGM after the formal business of the AGM has concluded. All answers will be provided during the audiocast which will be available at [bytesplc.com](https://bytesplc.com) from Monday, 26 July 2021 and remain on the website until Friday, 27 August 2021.

## Directors

In accordance with Bytes' Articles of Association any new director appointed by the Board during the year may hold office only until the next AGM, when that director must retire, but shall be eligible for election as a director by the shareholders at that meeting. In line with the provisions of the UK Corporate Governance Code all directors will retire at the next AGM and be subject to annual re-election at subsequent AGMs. All directors were appointed during the 12-month period preceding the date of the AGM and their biographies are set out on pages 8 and 9.

It is the Board's view that the directors' biographies illustrate why each director's contribution is, and continues to be, important to the company's long-term sustainable success.

## Dividend

Our intended dividend policy is to distribute between 40% and 50% of post-tax profit before any exceptional items to shareholders, as we outlined in our IPO prospectus. We expect that the first dividend to be declared, after the admission of Bytes to the premium listing segment of the Financial Conduct Authority's Official List and to trading on the main market of the London Stock Exchange and the main board of the Johannesburg Stock Exchange by way of secondary inward listing, will be the interim dividend in respect of the financial year ending 28 February 2022. This is expected to be paid in the final quarter of 2021.

## Explanatory

Explanatory notes on the business to be considered at the AGM appear on pages 4 to 7 of this document.

## Recommendation

The Board believes that the resolutions set out in this notice are in the best interests of both Bytes and its shareholders. The directors will be voting all of the ordinary shares which they hold in favour of all of the resolutions and unanimously recommend that you do too.

## Results of AGM

The results of the voting on the AGM resolutions will be announced through a Regulatory Information Service in the UK, the Stock Exchange News Service in SA and published on [bytesplc.com](http://bytesplc.com).

I trust that you and your family and friends stay safe and healthy as we navigate out of these unprecedented times and would like to take this opportunity to thank you for your continued support.

Yours faithfully,



**Patrick De Smedt**

Non-executive chair

15 June 2021

# Explanatory notes to the resolutions

## Resolutions

### Annual Report and Accounts

**Resolution 1:** Annual financial statements and Directors' Report

Under the Companies Act 2006, the directors are required to present the annual accounts, Directors' Report and Auditor's Report to the AGM. These are contained in the company's 2021 Annual Report and Accounts for the year ended 28 February 2021 and are available on the company's website at [bytesplc.com](http://bytesplc.com).

### Remuneration Report and Policy

**Resolution 2:** Directors' Remuneration Report

This resolution deals with the remuneration paid to the directors since our listing on 17 December 2020 until the conclusion of our financial year on 28 February 2021. Shareholders are invited to vote on the Directors' Remuneration Report, which appears on pages 108 to 113 in the Annual Report and Accounts. The Directors' Remuneration Report includes a statement from the Chair of the Remuneration Committee. In accordance with the Companies Act 2006, this resolution is an advisory vote only and the directors' entitlement to receive remuneration is not conditional on it. The resolution and vote are a means of providing shareholder feedback to the Board.

**Resolution 3:** Directors' Remuneration Policy

The Directors' Remuneration Policy (the 'policy') is set out on pages 94 to 107 of the Annual Report and Accounts. It outlines the company's policy on remuneration and potential payments to directors going forward. The policy must be approved by shareholders (by means of a separate resolution) at least once every three years, and accordingly, is included as part of our first AGM resolutions. The policy for which we are seeking shareholder approval has been prepared with advice from our remuneration consultants and in line with general approaches to policies of this kind. If approved by shareholders, the proposed policy will take effect immediately upon conclusion of the Annual General Meeting.

### Directors

**Resolutions 4 to 9:** Election of directors

In accordance with Bytes' Articles of Association, any new director appointed by the Board during the year may hold office only until the next AGM, when that director must retire, but shall be eligible for election as a director by the shareholders at that meeting. In line with the provisions of the UK Corporate Governance Code, all directors will retire at the next AGM and be subject to annual re-election at subsequent AGMs. All directors were appointed during the 12-month period preceding the date of the AGM and their biographies are set out on pages 8 to 9 and also included in the 2021 Annual Report and Accounts.

Following recommendation from the Nomination Committee, the Chair, and in relation to the Chair, the Senior Independent Director, are satisfied that each of the directors standing for election is, and continues to be, effective and demonstrates a commitment to the role and that each of the directors continues to be able to dedicate sufficient time to their duties. The directors believe that the Board includes an appropriate balance of skills and experience and provides effective leadership for the company. The Board has a variety of skills which include significant strategic, financial and commercial experience and extensive knowledge of the information technology industry. The Board therefore recommends the election of all directors.

The Board has assessed whether the independent non-executive directors remain independent in accordance with the criteria in the UK Corporate Governance Code and is content that each of the independent non-executive directors offering themselves for election is independent in character. None of the independent non-executive directors seeking election at the AGM has or had any existing or previous relationship, transaction or arrangement with the company, nor with any of its directors. All the independent non-executive directors are experienced and have a broad knowledge of the sector, and, as a result of their experience, the Board considers that each provides a valuable contribution and an impartial perspective to the Board's discussions.

## Auditors

### **Resolution 10:** Appointment of auditor

At each AGM at which the company's Annual Report and Accounts are presented to its shareholders, the shareholders are required to appoint an auditor to serve until the next such meeting. The Board, following a recommendation to that effect made by the Audit Committee, is proposing the appointment of Ernst & Young LLP ('EY') as auditor of the company. EY has agreed to continue in office as auditor of the company, having previously been appointed by the Board.

### **Resolution 11:** Remuneration of auditor

The remuneration of the company's auditor must be fixed by the company in a general meeting or in such manner as the shareholders may determine at a general meeting. The Audit Committee has responsibility for overseeing the relationship with the external auditor. This responsibility includes approving the external auditor's engagement letter and the audit fee. This resolution seeks shareholder approval to authorise the Audit Committee to determine the remuneration of the auditor of the company.

## Authority to allot shares

**Resolution 12:** The authority in paragraph (a) of the resolution will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £798,274, representing approximately one-third of the total issued ordinary share capital of the company as at 15 June 2021, the latest practicable date prior to publication of this notice.

The authority in paragraph (b) of the resolution will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to an aggregate nominal value of £1,596,549, representing approximately two-thirds of the total issued ordinary share capital of the company as at 15 June 2021, the latest practicable date prior to publication of this notice (such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 12).

As at 15 June 2021, being the latest practicable date prior to the publication of this document, the company does not hold any treasury shares.

The Board has no present intention of exercising these authorities under this resolution. However, the Board believes it is in the best interests of the company to have these authorities so that the Board can allot securities at short notice, and without the need to hold a general meeting of the company if the need arises. But, if they do exercise these authorities, the directors intend to take note of relevant corporate governance guidelines on the use of such powers.

The authorities will only be valid until the conclusion of the next AGM of the company in 2022 or on 21 October 2022, whichever occurs first.

## Political donations

**Resolution 13:** The definition of donation or expenditure in this context is very wide and may extend to bodies concerned with policy review, law reform and the representation of the business community. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may also fall within the scope of this definition. It could also include special interest groups, such as those involved with the environment, which the company might wish to support, even though these activities are not designed to support or influence support for a particular political party.

It is not the policy of the company to make political donations or to incur other political expenditure as those expressions are normally understood, and the directors have no intention of changing that policy. However, the directors consider that it is in the best interests of the shareholders for the company to participate in public debate and opinion-forming on matters which affect its business.

The existing authority for these payments expires at the end of the company's 2021 AGM. To avoid inadvertently infringing the Companies Act 2006 through the company's normal business activities, the directors are seeking authority for the company to make political donations and to incur political expenditure during the period from the date of the AGM in 2021 to the end of the AGM in 2022.

## Explanatory notes to the resolutions

### Authority to disapply pre-emption rights

**Resolution 14:** The purpose of resolution 14 is to give the directors the power to allot equity securities or sell treasury shares for cash, other than to existing shareholders, pro rata to their holdings. Accordingly, this resolution will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £119,741, being approximately 5% of the company's issued ordinary share capital as at 15 June 2021, the latest practicable date before publication of this notice.

The directors believe this resolution should be proposed as they consider it prudent to maintain the flexibility in managing the company's capital resources that it provides. The directors do not currently intend to make use of the power and anticipate only making use of it where the specific circumstances of the company require.

The figure of 5% reflects the Pre-Emption Group's most recent Statement of Principles for the disapplication of pre-emption rights ('the Statement of Principles'). The Board will have due regard to the Statement of Principles in relation to any exercise of this power – in particular, it does not intend to allot shares for cash on a non-pre-emptive basis pursuant to this power in excess of an amount equal to 7.5% of the total issued ordinary share capital of the company (excluding any treasury shares) in any rolling three-year period without prior consultation with shareholders. If given, this power will expire at the conclusion of the AGM of the company to be held in 2022 or on 21 October 2022, whichever occurs first.

### Authority to disapply pre-emption rights for purposes of acquisitions or capital investments

**Resolution 15:** The purpose of this resolution is to seek a further power from shareholders to allot equity securities, or sell treasury shares for cash, other than to existing shareholders pro rata to their holdings to reflect the Statement of Principles.

Accordingly, resolution 15 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities up to an aggregate nominal value of £119,741, being approximately 5% of the company's issued ordinary share capital as at 15 June 2021, the latest practicable date prior to publication of this notice. This is in addition to the 5% referred to in resolution 14.

The directors will have due regard to the Statement of Principles in relation to any exercise of this power. In particular, they confirm that they intend to use this power only in connection with an acquisition, or other capital investment (of a kind contemplated by the Statement of Principles from time to time), which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The directors have no present intention of exercising these powers, however, they wish to ensure that the company has maximum flexibility in managing its capital resources and believe that this resolution will assist them in taking advantage of business opportunities as they arise. If given, this power will expire at the conclusion of the AGM of the company to be held in 2022 or on 21 October 2022, whichever occurs first.

## Authority for the company to purchase its ordinary shares

**Resolution 16:** This resolution will authorise the company to make market purchases of up to 23,948,233 shares, being just under 10% of the company's issued share capital as at 15 June 2021, being the latest practicable date before the publication of this document, and specifies the minimum and maximum prices at which the shares may be bought. This authority will expire at the conclusion of the AGM of the company in 2022 or on 21 October 2022, whichever occurs first. Renewal of this authority will be sought at the AGM each year.

The directors confirm that they will exercise the buyback authority only when, in light of the prevailing market conditions, they consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, further taking into account other investment opportunities, appropriate gearing levels, the overall benefit for shareholders and the overall financial position of the company.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. Should this authority be exercised, the directors would consider the treatment of any shares as and when purchased under this authority and, if they consider it appropriate to do so, the company may hold in treasury any of its shares that it purchases as an alternative to cancelling them. The directors may subsequently use any purchased treasury shares in connection with the company's share plans. No dividends are paid on shares while held in treasury and no voting rights attach to treasury shares. Any purchases would be by means of market purchases.

The total number of options to subscribe for shares outstanding as at 15 June 2021, being the latest practicable date before publication of this notice, was approximately 4,282,110 which, if exercised, would represent 1.79% of the ordinary issued share capital as at that date. In the event that the company was to buy back the maximum number of shares permitted pursuant to the authority granted in this resolution, the total number of options to subscribe for shares as at 15 June 2021 would represent 1.99% of the reduced ordinary issued share capital. If given, this power will expire at the conclusion of the AGM of the company to be held in 2022 or on 21 October 2022, whichever occurs first.

## Calling of general meetings on 14 clear days' notice

**Resolution 17:** In accordance with the Companies Act 2006 ('the act'), the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the company:

- a) has gained shareholder approval for the holding of general meetings at 14 clear days' notice by passing a special resolution at the most recent AGM; and
- b) offers the facility for all shareholders to vote by electronic means.

The company would like to preserve its ability to call general meetings (other than an AGM) at 14 clear days' notice. This shorter notice period would not be used as a matter of routine, but only where such flexibility is merited by the business of the meeting, the proposals are time sensitive and it is thought to be in the interests of shareholders as a whole. Resolution 17 seeks such approval and, should this resolution be approved, will expire at the conclusion of the AGM of the company to be held in 2022, when it is intended that a similar resolution will be proposed.

# Board of directors

## Biographies

### Patrick De Smedt

*Board Chair*

- Chair of the Nomination Committee
- Member of the Remuneration Committee

**Nationality** Belgian

**Age** 65

**Appointed** 15 October 2020

Patrick joined the Bytes Group as our Chair on 1 September 2020. He also chairs our Nomination Committee and is a member of our Remuneration Committee. Patrick has a very strong track record in international business, including 23 years in senior roles at Microsoft. During his two decades at Microsoft, he founded the company's Benelux subsidiaries, led the development of its Western European business and served as chairman of its Europe, Middle East and Africa region. Since leaving Microsoft in 2006, Patrick has served on the boards of a diverse range of European public and private equity-backed companies. Apart from leading our Board, he is chairman of EMIS Group plc and Nasstar Managed Services Group Ltd, and senior independent director of PageGroup plc. He was previously non-executive director and chairman of the remuneration committee of Victrex plc, senior independent director and chairman of the remuneration committee of Morgan Sindall plc and Anite plc, and interim chairman of KCOM Group plc.

#### External board appointments

- EMIS Group plc
- PageGroup plc
- Nasstar Managed Services Group Ltd

### Neil Murphy

*Chief Executive Officer*

**Nationality** British

**Age** 57

**Appointed** 7 October 2020

Neil became CEO of Bytes Technology Group in 2020, having been MD of the Bytes Group since 2000. Neil has more than 30 years' experience in the IT sector. Before his appointment as Bytes MD, Neil was company sales director for three years, prior to which he was a sales manager with ICL (now part of the Fujitsu group) for seven years. Working closely with Keith Richardson, CFO, Neil has overseen the largely organic growth and development of Bytes, to become a significant value added reseller in the UK. Neil and Keith are the architects of Bytes' distinctive 'can do' culture, with its strong emphasis on customer service, employee engagement and ethical values.

#### External board appointments

None

### Keith Richardson

*Chief Financial Officer*

**Nationality** British

**Age** 62

**Appointed** 7 October 2020

Keith became CFO of the newly-listed business in 2020, having been with the Bytes Group for 26 years. He joined the company as Finance and Operations Director when it had a turnover of £4 million and just 16 staff. Working closely with Neil Murphy, he has played a significant part in helping to grow the business to its current position within the FTSE 250. During Keith's time at Bytes, his responsibilities have included finance, IT, legal, operations and technical service delivery, as well as taking a leading role with acquisitions. Before joining Bytes, Keith worked for Capita Property Services. He trained as a chartered accountant with Deloitte in South Africa.

#### External board appointments

None

### Mike Phillips

*Senior independent non-executive director*

- Chair of the Audit Committee
- Member of the Nomination Committee
- Member of the Remuneration Committee

**Nationality** British

**Age** 58

**Appointed** 6 November 2020

Mike has served as an executive director at UK-listed companies for 17 years, most recently with Micro Focus International plc as CFO from 2010 to 2018, and as M&A director from 2018 to 2019. Before that, Mike was group finance director, then CEO, at Morse plc, which he left in 2010 following its turnaround and successful corporate sale to 2e2. He was previously group finance director at Microgen, playing a lead role in its transformation to a successful international software and services business. His earlier roles include corporate finance work at Smith & Williamson and leading the UK technology team at PricewaterhouseCoopers. Mike qualified as a chartered accountant at Peat Marwick Mitchell & Co (now KPMG). He was a non-executive director of Parity Group plc from 2011 to 2013.

#### External board appointments

None

### **Dr Alison Vincent**

*Independent non-executive director*

- Chair of the Remuneration Committee
- Member of the Audit Committee
- Member of the Nomination Committee

**Nationality** British

**Age** 56

**Appointed** 06 November 2020

Dr Alison Vincent is an accomplished IT industry leader, with experience in cyber security, R&D, product management and business development, and particular expertise in digital strategy, innovation and M&A. Her recent roles include being group chief information security officer at HSBC from 2017 to 2018, and chief technology officer at Cisco from 2015 to 2017. She has also held technical leadership roles at NDS, Micro Focus International plc and IBM. Alison is a non-executive director of SEI Investments (Europe) Ltd, Synectics plc and Connected Places Catapult. She is a lay member of council at Southampton University and a technical advisor to Telesoft Technologies, Arqit and UMotif. Alison has a PhD in cryptography and combinatorics from London University and is a fellow of the Royal Academy of Engineering, the British Computer Society and the Institution of Engineering and Technology.

#### **External board appointments**

- Synectics plc
- SEI Investments (Europe)
- Connected Places Catapult

### **David Maw**

*Non-executive director*

- Member of the Audit Committee

**Nationality** British

**Age** 70

**Appointed** 15 October 2020

David has been a non-executive director of the Bytes Group since 2000. He has extensive experience in international commerce, having held executive positions for a major global company. He started his career as a certified accountant (FCCA) before becoming a senior manager with Peat Marwick Mitchell & Co in Cardiff and Fiji, gaining experience in audit, M&A and receiverships. He then joined Rank Xerox where, in more than 20 years with the business, he was a board member of its holding company and several international subsidiaries. At Rank Xerox, where he was based in both the UK and the US, his roles included being director for tax, treasury and leasing, having responsibility for the company's M&A in EMEA, and being controller of its European manufacturing operations. David's two decades of support for the UK management team accompanied Bytes' growth from a small business to its current position as a FTSE 250 company. His previous non-executive positions in Bytes UK include being chair of the company, chair of the Audit Committee and a member of the Remuneration Committee.

#### **External board appointments**

None

# Notice of Annual General Meeting

Notice is hereby given that the first Annual General Meeting ('AGM' or 'the meeting') of Bytes Technology Group plc ('Bytes' or 'the company') will be held at Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW, UK, on Thursday, 22 July 2021 at 10am (BST)/11am (SAST). You will be asked to consider and, if you think fit, pass the resolutions below. Resolutions 1 to 13 inclusive will be proposed as ordinary resolutions and resolutions 14 to 17 inclusive will be proposed as special resolutions.

## Resolutions

### Annual Report and Accounts

**Resolution 1:** To receive the company's Annual Report and Accounts for the financial year ended 28 February 2021 together with the Directors' Report and the Auditor's Report.

### Remuneration Report and Policy

**Resolution 2:** To approve the Directors' Remuneration Report set out on pages 108 to 113 of the Annual Report and Accounts for the financial year ended 28 February 2021.

**Resolution 3:** To approve the Directors' Remuneration Policy set out on pages 94 to 107 of the Annual Report and Accounts for the financial year ended 28 February 2021.

### Directors

**Resolution 4:**  
To elect Patrick De Smedt as a Director of the company.

**Resolution 5:**  
To elect Neil Murphy as a Director of the company.

**Resolution 6:**  
To elect Keith Richardson as a Director of the company.

**Resolution 7:**  
To elect Mike Phillips as a Director of the company.

**Resolution 8:**  
To elect Alison Vincent as a Director of the company.

**Resolution 9:**  
To elect David Maw as a Director of the company.

### Auditors

**Resolution 10:** To appoint Ernst & Young LLP as auditors, to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the company at which accounts are laid.

**Resolution 11:** To authorise the Audit Committee of the company (for and on behalf of the Board) to determine the remuneration of the auditors.

### Authority to allot shares

**Resolution 12:** That the directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 ('the act'), to exercise all the powers of the company to allot shares in the company or grant rights to subscribe for, or to convert any security into, shares:

- a) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the act) of £798,274, which is equivalent to one third of the total issued ordinary share capital of Bytes as at 15 June 2021; and
- b) comprising equity securities (as defined in Sections 560 of the act) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the act) of £1,596,549 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue:
  - (i) in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
  - (ii) to holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities, in each case subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

provided that this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2022, or at close of business on 21 October 2022 (whichever occurs first) save that the company may before such expiry make an offer or enter into an agreement which would, or might, require shares to be allotted, or rights to subscribe for, or to convert securities into, shares to be granted, after such expiry and the directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## Political donations

**Resolution 13:** That, in accordance with section 366 of the Companies Act 2006 ('the act'), the company and any company which is, or becomes, a subsidiary of the company at any time during the period for which this resolution has effect, be authorised to:

- a) make donations to political parties and/or independent election candidates not exceeding £50,000;
- b) make political donations to political organisations, other than political parties, not exceeding £50,000; and
- c) incur political expenditure not exceeding £50,000, as such terms are defined in Part 14 of the act during the period beginning on the date of the passing of this resolution and ending on the date of the company's next annual general meeting, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £50,000 in total.

## Authority to disapply pre-emption rights

**Resolution 14:** That, subject to the passing of resolution 12 above, the directors be generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 ('the act') to allot equity securities (within the meaning of Section 560 of the act) of the company for cash pursuant to the authority conferred by resolution 12 and to sell ordinary shares (as defined in Section 560(1) of the act) held by the company as treasury shares for cash, as if Section 561 and sub-sections (1) to (6) of Section 562 of the act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and sale of treasury shares:

- a) in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authority granted under paragraph (b) of resolution 12, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- b) in the case of the authority granted under paragraph (a) of resolution 12 and/or in the case of any sale of treasury shares, (and otherwise than under paragraph (a) of this resolution) up to an aggregate nominal amount of £119,741,

provided that this power shall expire at the conclusion of the annual general meeting of the company to be held in 2022 or at close of business on 21 October 2022 (whichever occurs first), save that the company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

## Authority to disapply pre-emption rights for purposes of acquisitions and other capital investment

**Resolution 15:** That, subject to the passing of resolutions 12 above and in addition to the power granted under resolution 14, the directors be generally empowered pursuant to Sections 570(1) and 573 of the Companies Act 2006 ('the act') to allot equity securities (within the meaning of Section 560 of the act) of the company for cash pursuant to the authority conferred by paragraph (a) of such resolution 12 and to sell ordinary shares (within the meaning of Section 560(1) of the act) held by the company as treasury shares for cash, as if Section 561 and sub-sections (1) to (6) of section 562 of the act did not apply to any such allotment or sale, provided that this power shall be:

- a) limited to the allotment of equity securities for cash and sale of treasury shares up to an aggregate nominal amount of £119,741; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before the date of this notice, or for any other purposes as the company in general meeting may at any time by special resolution determine,

provided that this power shall expire at the conclusion of the annual general meeting of the company to be held in 2022 or at close of business on 21 October 2022 (whichever occurs first), save that the company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

## Notice of Annual General Meeting

### Authority for the company to purchase its ordinary shares

**Resolution 16:** To authorise the company generally and unconditionally for the purposes of Section 701 of the Companies Act 2006 ('the act') to make market purchases (within the meaning of Section 693(4) of the act) of any of its ordinary shares of £0.01 ('ordinary shares') each on such terms and in such manner as the directors may from time to time determine, provided that:

- a) the maximum number of ordinary shares which may be purchased is 23,948,233;
- b) the minimum price which may be paid for each ordinary share is £0.01 (being the nominal value of an ordinary share) which amount shall be exclusive of expenses, if any;
- c) the maximum price (exclusive of expenses, if any) which may be paid for each ordinary share is an amount equal to the higher of:
  - i) 105% of the average of the middle market quotations of the ordinary shares of the company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
  - ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
- d) if given, this power will expire at the conclusion of the annual general meeting of the company to be held in 2022 or on 21 October 2022, whichever occurs first; and
- e) under the authority the company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

### Calling of general meetings on 14 clear days' notice

**Resolution 17:** That a general meeting other than an annual general meeting may be called on no fewer than 14 clear days' notice.

By order of the Board.



**WK Groenewald FCG**  
Group Company Secretary  
Bytes Technology Group plc

15 June 2021

*Registered office*  
Bytes House  
Randalls Way  
Leatherhead  
Surrey  
KT22 7TW  
UK

# Arrangements before and at the AGM

Bytes Technology Group plc, Bytes House, Randalls Way, Surrey, KT22 7TW, UK

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## The salient dates pertaining to the AGM

Record date to determine which shareholders are entitled to receive the notice of AGM	Friday, 11 June 2021
Posting date of the notice of AGM and forms of proxy	Thursday, 17 June 2021
Last day to trade in order to be eligible to attend and vote at the AGM	Thursday, 15 July 2021
Record date to determine which shareholders are entitled to attend and vote at the AGM	Tuesday, 20 July 2021
Forms of proxy for the AGM to be lodged by 10am (BST)/11am (SAST) on	Tuesday, 20 July 2021

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## Attendance at the AGM

We would prefer to welcome shareholders in person to our AGM. However, given ongoing social distancing requirements in relation to Covid-19 at the time of this notice being finalised, it is likely that the AGM will be held with the minimum attendance required to form a quorum, together with anyone whose attendance is necessary for the conduct of the AGM.

In order to participate at the AGM remotely, you will need to visit [meetnow.global/MGAFDCA](https://meetnow.global/MGAFDCA) on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. Access to the meeting via [meetnow.global/MGAFDCA](https://meetnow.global/MGAFDCA) will be available from Thursday, 22 May 2021 at 9.30am (BST)/10.30am (SAST). During the meeting, you must ensure you are connected to the internet in order to vote when the Chair commences polling on resolutions being put to the meeting.

### *Shareholders registered on the company's UK register:*

To facilitate electronic entry to the AGM, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their Form of Proxy to log in to the meeting on their electronic device (whether by smart phone, tablet or PC).

### *Shareholders registered on the company's SA register:*

To facilitate electronic entry to the AGM, please contact Computershare Investor Services by email on [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) or alternatively call 0370 707 1293 or +44 (0) 370 707 1293 where you will be provided with the necessary information to log in to the meeting. Access credentials will be emailed to you one working day prior to the meeting. Lines are open 8.30am to 5.30pm (BST) Monday to Friday (excluding bank holidays).

Persons who are not shareholders of the company (or their appointed proxy or corporate representative) will not be able to attend the AGM unless prior arrangements have been made with the company.

## Voting ahead of the AGM

Your participation in this annual event is important to us and we encourage you to submit your voting instructions as early as possible. Proxy instructions must be received by 10am (BST)/11am (SAST) on 20 July 2021.

## Arrangements before and at the AGM

### Appointment of Proxies

**A MEMBER IS ENTITLED TO APPOINT ANOTHER PERSON AS THEIR PROXY TO EXERCISE ALL OR ANY OF THEIR RIGHTS TO ATTEND AND TO SPEAK AND VOTE ON THEIR BEHALF AT THE ANNUAL GENERAL MEETING. A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A SHAREHOLDER MAY APPOINT MORE THAN ONE PROXY IN RELATION TO THE ANNUAL GENERAL MEETING PROVIDED THAT EACH PROXY IS APPOINTED TO EXERCISE THE RIGHTS ATTACHED TO A DIFFERENT SHARE OR SHARES HELD BY THAT SHAREHOLDER.**

Where a member is appointing a third party as their proxy to attend the meeting on their behalf or, where a corporate member is appointing someone as their representative, the appointee's contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to Computershare by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

Shareholders holding shares in the company through its secondary listing on the Johannesburg Stock Exchange can vote by submitting proxy forms via email to Computershare at [proxy@computershare.co.za](mailto:proxy@computershare.co.za). If you need guidance on the submission of the proxy form, please contact Computershare on 086 11 00 933 or +27 (0)11 370 5000.

Please contact Computershare Investor Services plc by email on [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) or alternatively call 0370 707 1293 or +44 370 707 1293, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm Monday to Friday (excluding bank holidays).

### Corporate Representatives

**A CORPORATION WHICH IS A SHAREHOLDER CAN APPOINT ONE OR MORE CORPORATE REPRESENTATIVES WHO MAY EXERCISE, ON ITS BEHALF, ALL ITS POWERS AS A MEMBER PROVIDED THAT NO MORE THAN ONE CORPORATE REPRESENTATIVE EXERCISES POWERS OVER THE SAME SHARE.**

Please contact Computershare Investor Services plc by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (48 hours prior to the meeting), issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

If you are an appointed proxy or a corporate representative you will have had to be provided with a unique control number to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than one hour before the start of the meeting. Further details on how to attend the AGM, ask questions and vote at the AGM are set out in this document.

## Broadcast

Once logged in, and at the commencement of the meeting, you will be able to see and hear your directors and will be able to ask questions and vote in real time at the AGM.

## Voting

Once the Chair has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the notice of the meeting, resolutions will not be put forward separately. Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. If you make a mistake or wish to change your vote, select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the meeting.

## Asking a question

The Board values ongoing engagement with shareholders. To facilitate this at the AGM, shareholders are invited to submit questions in writing in advance of the AGM to [IR@bytes.co.uk](mailto:IR@bytes.co.uk) by 10am (BST)/11am (SAST) on Tuesday, 20 July 2021. If you want to ask your question live at the meeting please confirm and Computershare will contact you to invite you to do so.

Shareholders attending the AGM electronically may also ask questions via the website by typing and submitting their question in writing. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen, once finished, press the 'send' icon to submit your question. To be able to speak or ask a question verbally at the meeting, you must join the meeting and use the access code which will be available once you are logged into the meeting.

Any shareholder who has the right to attend the AGM has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if:

- to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the company or the good order of the AGM that the question be answered.

## Technical Issues

If you experience any technical issues with the site you may either call our registrar on the telephone number provided on the site or, once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helplines.

# Additional notes

In light of Covid-19, for this year's AGM, the notes below are subject to the arrangements set out in the notice of Annual General Meeting and in the Chair's letter and shareholders should refer to these instructions.

The following notes explain your general rights as a shareholder and your right to vote at this 2021 AGM or to appoint someone else to vote on your behalf.

1. To vote at the AGM (and for the purpose of the determination by the company of the number of votes they may cast), shareholders must be registered in the Register of Members of the company at close of trading on 20 July 2021. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to vote on their behalf at the AGM. A Form of Proxy which may be used to make such appointment is enclosed. Owing to the likely restrictions on physical attendance at the AGM, shareholders are strongly encouraged to appoint the Chair of the AGM as their proxy. A shareholder may appoint more than one proxy in relation to the AGM provided, that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the company.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's Register of Members in respect of the joint holding (the first named being the most senior).
4. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'nominated person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2, 3, 7 and 9 do not apply to nominated persons. The rights described in these paragraphs can only be exercised by shareholders of the company.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

6. Voting process:

Shareholders on the company's UK register may appoint a proxy electronically by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, Shareholder Reference Number (SRN), and PIN shown on your Form of Proxy and agree to certain terms and conditions. To be valid, your proxy appointment and instructions should reach Computershare no later than 10am (BST) on Tuesday 20 July.

- a) To appoint a proxy or proxies shareholders must complete:
  - (i) the Form of Proxy and return it, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of the same to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by using the reply-paid envelope provided; or

- (ii) a CREST proxy instruction as detailed below; or
- (iii) an online proxy appointment at [www.eproxyappointment.com](http://www.eproxyappointment.com) (you will need your unique PIN and Shareholder Reference Number, together with the Control number, printed on the Form of Proxy), in each case so that it is received no later than 10am (BST) on 20 July 2021. The appointment of a proxy will not preclude a member from attending and voting in person. If a member attends the meeting in person, his proxy appointment will automatically be terminated.
- b) In conjunction with its Registrars, the company has in place a facility to allow each shareholder to register proxy votes electronically. A member can register proxy votes electronically by either logging on to the Registrars' website, [www.eproxyappointment.com](http://www.eproxyappointment.com) and following the instructions, or CREST members may register proxy votes following the procedures set out in the CREST Manual.
- c) In order to participate and vote at the AGM remotely, you will need to visit [meetnow.global/MGAFDCA](http://meetnow.global/MGAFDCA) on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. Access to the meeting via [meetnow.global/MGAFDCA](http://meetnow.global/MGAFDCA) will be available from Thursday, 22 July 2021 at 9.30am (BST)/10.30am (SAST). During the meeting, you must ensure you are connected to the internet in order to vote when the Chair commences polling on resolutions being put to the meeting.

***Shareholders registered on the company's UK register:***

To facilitate electronic entry to the AGM, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their Form of Proxy to log in to the meeting on their electronic device (whether by smart phone, tablet or PC).

***Shareholders registered on the company's SA register:***

To facilitate electronic entry to the AGM, please contact Computershare Investor Services by email on [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) or alternatively call 0370 707 1293 or +44 370 707 1293 where you will be provided with the necessary information to log in to the meeting. Access credentials will be emailed to you one working day prior to the meeting. Lines are open 8.30am to 5.30pm (BST) Monday to Friday (excluding bank holidays).

If you need help with voting online, please contact Computershare on 0370 889 3163 if calling from the UK, or alternatively on +44 (0) 370 889 3163 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider;

- d) Shareholders holding shares in the company through its secondary listing on the Johannesburg Stock Exchange can vote by submitting proxy forms via email to Computershare SA at [proxy@computershare.co.za](mailto:proxy@computershare.co.za). If you need guidance on the submission of the proxy form, please contact Computershare SA on 086 11 00 933 or +27 (0)11 370 5000. Calls are charged at the standard national rates;
- e) In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- f) You are able to request a hard copy voting form directly from Computershare on 0370 889 3163 if calling from the UK, or on +44 (0) 370 889 3163 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Alternatively, shareholders holding shares in the company through its secondary listing on the Johannesburg Stock Exchange can request a hard copy voting form from Computershare SA via email [proxy@computershare.co.za](mailto:proxy@computershare.co.za) or on 086 11 00 933 or +27 (0)11 370 5000. Calls are charged at the standard national or geographic rate and will vary by provider.

If submitted in hard copy, in order for a proxy appointment to be valid, it must be received by no later than 10am (BST) /11am (SAST) on Tuesday, 20 July 2021.

## Additional notes

7. If you return more than one proxy appointment, the appointment received last by the registrar, before the latest time for the receipt of proxies, will take precedence.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST manual (available from [euroclear.com/site/public/EUI](http://euroclear.com/site/public/EUI)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 10am (BST) on Tuesday, 20 July 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the time stamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 ensure 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 means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at 15 June 2021 (being the latest practicable business day before the publication of this notice), the company's ordinary issued share capital consists of 239,482,333 ordinary shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the company as at 15 June 2021 are 239,482,333.

13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to:
  - a) The audit of the company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or
  - b) Any circumstances connected with an auditor of the company ceasing to hold office since the previous general meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the company has been required under Section 527 of the Companies Act 2006 to publish on a website.
  
14. Any shareholder who has the right to attend the AGM has the right to ask questions and this notice explains how such questions may be submitted before or at the AGM. The company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if:
  - a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
  - b) the answer has already been given on a website in the form of an answer to a question; or
  - c) it is undesirable in the interests of the company or the good order of the AGM that the question be answered.
  
15. Subject to the UK Government's guidance on the easing of restrictions on social gatherings at the time, copies of the directors' letters of appointment or service contracts are available for inspection, by appointment, during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the company's registered office, Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW from the date of this notice until the conclusion of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM. To make arrangements for said inspection shareholders may email the Group Company Secretary at [wk.groenewald@bytes.co.uk](mailto:wk.groenewald@bytes.co.uk).
  
16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this notice or any related documents to communicate with the company for any purposes other than those expressly stated.
  
17. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found on our website at [bytesplc.com](http://bytesplc.com).

