



Zeta Compliance Group plc

Zeta Compliance Group plc

(the “Company”)

Company Number: 06487730

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT due to COVID-19 restrictions, the Annual General Meeting of Zeta Compliance Group plc will this year be held online via Zoom, Tuesday, 22nd June 2021 from 2pm. The AGM is open to current members of Zeta Compliance Group plc.

Agenda

1. Welcome – Chairman
2. Apologies for absence – Company Secretary
3. Approval of minutes & Matters Arising of 2020 AGM
4. Overview – CEO
5. Q&A – Chairman
6. Any Other Business
7. Formal business of the Annual General Meeting

Copies of all relevant documents will be available on our website at www.zetaservices.co.uk/agm where you will find the AGM notice, Minutes of our 2020 AGM, our 2020-21 Audited Financial Statements & Directors' Report, and information on Board Nominations and Motions.

If you wish to attend the AGM, you must register in advance.

The Zoom link for the AGM will be emailed to members who have registered at least 24 hours before the AGM

The meeting is to consider and, if deemed fit, to approve the following resolutions, of which resolutions 1 to 5 are to be proposed as ordinary resolutions and resolution 5 as a special resolution:

Ordinary Resolutions

1. To receive the accounts of the Company for the year ended to 31 January 2021 together with the reports thereon of the directors and the auditors of the Company.
2. To reappoint Rob Nicoll retiring as director in accordance with the Company's articles of association and, being eligible, offering himself for reappointment as a director of the Company.
3. To appoint James Cowper LLP as auditors of the Company in accordance with Section 489 of the Companies Act 2006 (“2006 Act”), until the conclusion of the next general meeting of the

Company at which audited accounts are laid before members and to authorise the Directors to determine their remuneration.

4. That, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £105,687.71 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day falling fifteen months after the passing of this resolution or at the conclusion of the annual general meeting of the Company to be held in calendar year 2019 (whichever is later) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

Special Resolution

5. That, subject to the passing of the resolution 4 in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 4 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

5.1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £105,687.71; and

5.2 Expire on the day falling fifteen months after the passing of this resolution or at the conclusion of the annual general meeting of the Company to be held in calendar year 2020 (whichever is later) (unless renewed, varied or revoked by the Company prior to or on that date) save 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Date: 24 May 2021

Registered Office:
Zeta House
Avonbury Business Park
Bicester
Oxfordshire
OX26 2UB

BY ORDER OF THE BOARD



GRAHAM BROWN
SECRETARY

Notes:

1. Entitlement to attend and vote

- i. Only those members registered on the Company's register of members at:
 1. 9.00am on 22nd June 2021; or,
 2. if this Meeting is adjourned, at 9.00am on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

2. Appointment of proxies

- ii. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- iii. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
- iv. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- v. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please complete the proxy form enclosed showing all the names of the proxies being appointed with details of the shares that each proxy is appointed to exercise rights over.
- vi. 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 you either select the "Discretionary" option or 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 Meeting.

3. Appointment of proxy using hard copy proxy form

- vii. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
- viii. To appoint a proxy using the proxy form, the form must be:
 1. completed and signed;
 2. received by the Company Secretary no later than 22nd June 2021 at 9am.

- ix. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- x. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

4. Appointment of proxy by joint members

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).

5. Changing proxy instructions

- xi. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- xii. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company Secretary.
- xiii. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

6. Termination of proxy appointments

- xiv. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company Secretary. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- xv. In either case, the revocation notice must be received by the Company Secretary no later than 22nd June 2021 at 9.00am.
- xvi. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- xvii. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

7. Corporate representatives

A corporation which is a member 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.

8. Communication

xviii. Except as provided above, members who have general queries about the Meeting should telephone the Company Secretary on 01869 326008.

xix. You may not use any electronic address provided either:

1. in this notice of general meeting; or
2. any related documents (including the chairman's letter and proxy form),
3. to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes on the resolutions:

Resolution 1

The directors must present to members the accounts and the reports of the directors and auditors in respect of each financial year.

Resolution 2

The Company's articles of association require that at each AGM one-third of directors must resign and offer themselves for re-appointment.

Resolution 3

The auditors of the Company must be appointed by the Company's members before the end of the accounts meeting of the Company at which the annual accounts and reports for the previous year are laid. The directors propose to appoint James Cowper LLP as auditors and be given authority to fix their remuneration.

Resolution 4

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the 2006 Act.

If passed, this resolution will authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £105,687.71 representing an amount equal to the authorised but unissued share capital of the Company. The authority granted by this resolution will expire 15 months from the date of the resolution or, if earlier, the date of the next annual general meeting of the company.

Relevant Securities means:

- Shares in the Company other than shares allotted pursuant to:
 - an employee share scheme (as defined by section 1166 of the 2006 Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Resolution 5

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 4, to allot equity securities (as defined by section 560 of the 2006 Act) without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £105,687.71 representing an amount equal to the authorised but unissued share capital of the Company. The power granted by this resolution will expire 15 months from the date of the resolution or, if earlier, the date of the next annual general meeting of the company.