

## **ADVFN PLC**

### **NOTICE OF ANNUAL GENERAL MEETING**

#### **Adjournment of meeting to 13<sup>th</sup> January 2023**

On 20<sup>th</sup> December 2022, ADVFN plc (the “**Company**”) announced that, in light of the recent and proposed further disruption to postal services in the UK and a concern that not all shareholders have received notice of the Annual General Meeting which had been called for 29<sup>th</sup> December 2022, the Company will adjourn its Annual General Meeting to 13<sup>th</sup> January 2023. Proxies appointed and Forms of Proxy returned will remain valid for the adjourned Annual General Meeting. Shareholders who would like to attend the Annual General Meeting in person are requested to only attend the reconvened meeting on 13<sup>th</sup> January 2023 as no business will be conducted on 29<sup>th</sup> December 2022.

Notice is hereby given that the adjourned Annual General Meeting of the Company will reconvene and be held at RPC, Tower Bridge House, St Katharine’s Way, London E1W 1AA on the 13<sup>th</sup> January 2023 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following Resolutions (the “**Resolutions**”) of which Resolutions 1 to 4 will be proposed as Ordinary Resolutions and Resolution 5 will be proposed as a Special Resolution:

#### **ORDINARY RESOLUTIONS**

##### ***Annual Report and Accounts***

1. To receive and adopt the financial statements and reports of the directors and auditors for the financial period ended 30 June 2022.

##### ***Re-election of director***

2. To re-elect Mr M Collom as a director of the Company, who will retire by rotation in accordance with the Company’s Articles of Association and offers himself for re-election.

##### ***Auditors***

3. To authorise the directors to appoint auditors for the Company to hold office until the next Annual General Meeting and to authorise the directors to fix their remuneration.

##### ***Authority to allot relevant securities***

4. That the directors of the Company (the “**Directors**”) be and are hereby authorised generally and unconditionally pursuant to and for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) 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 £52,630 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held within 12 months of the date of the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights pursuant thereto as if the authority conferred hereby had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### **SPECIAL RESOLUTION**

##### ***Disapplication of statutory pre-emption rights***

5. That, conditional on the passing of resolution 4 above, the Directors be and are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by resolution 4 above as if Section 561(1) of the Act did not apply to any such allotment, such authority being limited to:
  - a. allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares made in proportion (or as nearly as may be) to their existing holdings of ordinary shares in the Company subject to the Directors having a right to make such exclusions or other arrangements in connection with such offering as they may deem necessary or expedient:

- i. to deal with equity securities representing fractional entitlements; and
  - ii. to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
- b. other allotments (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal amount equal to £26,315 and such authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held within 12 months of the date of the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired.

*Registered Office:*  
*Suite 28, Essex Technology Centre*  
*The Gables, Fyfield Road*  
*Ongar*  
*Essex*  
*CM5 0GA*

By order of the Board

**J Mullins**  
CFO

20<sup>th</sup> December 2022

## **ADVFN PLC NOTES:**

### **Entitlement to attend and vote**

1. Only holders of ordinary shares in the capital of the Company are entitled to attend and vote at the AGM.
2. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6.00 p.m. UK time on 11<sup>th</sup> January 2023 shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, 6.00 p.m. on the day two days prior to the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.

### **Right to ask questions**

3. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question which is put by a member relating to the business being dealt with at the meeting, except: (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Website giving information about the meeting**

4. A copy of this notice, and other information required by s 311A Companies Act 2006, can be found at <https://advfnplc.com/>.

### **Voting by proxy**

5. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company. Please refer to the notes to the Form of Proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
6. 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. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted line. The change should be initialled.
7. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
8. In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. 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 holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
9. To be effective, the enclosed Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power or authority) and lodged at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West

Midlands, B62 8HD no later than 10.00 a.m. on 11<sup>th</sup> January 2023. Please note that the pre-paid address printed on the reverse of the Form of Proxy is only for use if you are posting from within the United Kingdom.

10. Completion and return of the Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting.

#### **Votes withheld**

11. A 'vote withheld' column is included on the proxy form. A 'vote withheld' in respect of any resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it.

#### **Corporate representatives**

12. A member which is a corporation may appoint one or more persons to represent it at the AGM and such persons may exercise, on that member's behalf, all of its powers as a member, provided that, in the case of the appointment of two or more persons, they do not exercise voting rights over the same shares.

#### **Electronic communications**

13. No electronic address set out in this notice, the enclosed proxy form or any other document relating to the meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the meeting, other than those expressly stated.
14. Please note that any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.

#### **Share capital and voting rights**

15. As at 19 December 2022, being the last practicable day prior to publication of the updated AGM notice, the Company's issued share capital comprised 26,315,319 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 19 December 2022 was 26,315,319.

## ADVFN PLC

### EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (“AGM”) OF ADVFN PLC (THE “COMPANY”)

At the AGM, resolutions will be proposed as explained below.

#### Ordinary Resolutions

##### *Resolution 1 – Receiving the accounts*

An ordinary resolution will be proposed that the report of the directors and the accounts for the year ended 30 June 2022 together with the report of the auditors on those accounts be received and adopted.

##### *Resolution 2 – Re-election of Mr M Collom as a director of the Company*

An ordinary resolution will be proposed to re-elect Mr. M Collom, who is retiring and, being eligible, offers himself for re-election as a director of the Company.

##### *Resolution 3 – Re-appointment of auditors*

An ordinary resolution will be proposed that the directors appoint auditors for the Company to hold office until the conclusion of the next annual general meeting of the Company and that their remuneration be fixed by the directors of the Company (the “**Directors**”) from time to time.

##### *Resolution 4 – Authority to allot relevant securities*

An ordinary resolution will be proposed giving the Directors authority pursuant to section 551 of the Companies Act 2006 (the “**2006 Act**”) to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a maximum aggregate nominal amount of £52,630 to such persons at such times and upon such terms and conditions as the Directors may determine (subject always to the articles of association of the Company). Such authority will, unless renewed, varied or revoked, expire at the conclusion of the next Annual General Meeting of the Company to be held within 12 months of the date of the passing of this resolution.

#### Special Resolution

##### *Resolution 5 – Authority to disapply pre-emption rights*

Subject to the passing of resolution 4, a special resolution will be proposed to empower the Directors to allot equity securities pursuant to the authority conferred by resolution 4 as if the pre-emption rights set out in section 561(1) of the 2006 Act did not apply, in respect of the following matters:

- a) the allotment of equity securities in connection with an offer of such securities by way of a rights issue or other issues pro rata to existing entitlements to holders of relevant equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction; and
- b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to a maximum aggregate nominal amount of £26,315. Such authority will, unless renewed, varied or revoked, expire at the conclusion of the next Annual General Meeting of the Company to be held within 12 months of the date of the passing of this resolution.

## NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.advfnplc.com](http://www.advfnplc.com)

## NOTES TO THE FORM OF PROXY

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 10:00 a.m. on 11 January 2023 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

## ADVFN PLC

(Registered and Incorporated in England and Wales No. 02374988)

## FORM OF PROXY

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

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or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 13 January 2023 at RPC, Tower Bridge House, St Katharine's Way, London, E1W 1AA at 10:00 a.m. and at any adjournment thereof.

### Resolutions (\*Special Resolution)

	FOR	AGAINST	WTHHELD
1 To adopt the Report and Accounts for the year ended 30 June 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr M Collom as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To give the directors power to appoint Auditors for the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the directors to allot shares or grant rights pursuant to section 551 of the Companies Act 2006 (the "2006 Act")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* To authorise the Directors to allot equity securities pursuant to the authority conferred by resolution 4 as if the pre-emption rights set out in section 561(1) of the 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

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Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D	D	-	M	M	-	Y	Y
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NEVILLE  
REGISTRARS

ADVFN PLC

Attendance Card

The Annual General Meeting will start at 10:00 a.m. and is being held on 13 January 2023 at RPC, Tower Bridge House, St Katharine's Way, London, E1W 1AA.

**If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

>12340  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RTZE-YRRG-ETSK



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD