

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in ADVFN plc, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# **ADVFN PLC**

*COMPANY NO: 02374988  
INCORPORATED IN ENGLAND AND WALES UNDER  
THE COMPANIES ACT 2006*

## **NOTICE OF ANNUAL GENERAL MEETING**

**to be held**

**on 16 December 2024 at 10.30 a.m.**

**at the offices of RPC, Tower Bridge House, St Katharine's Way,  
London, E1W 1AA**

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Notice of the annual general meeting of ADVFN plc (the **Company**) is set out on pages 4 to 5 of this document.

You may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting. Full details on how to appoint a proxy are set out in this document and in the enclosed proxy form. The Company must be notified of all proxy appointments by not later than 10.30 a.m. on 14 December 2024.

**LETTER FROM THE NON-EXECUTIVE CHAIR**

**ADVFN PLC**

*(incorporated and registered in England and Wales under number 02374988)*

*Directors:*

Lord David Gold, *Non-Executive Chair*  
Amit Tauman, *Chief Executive Officer*  
Matthew Collom, *Sales Director*  
Anthony Wollenberg, *Non-Executive Director*  
Shalom Berkovitz, *Non-Executive Director*

*Registered Office:*

Suite 28 Ongar Business Centre  
The Gables Fyfield Road  
Ongar, England  
CM5 0GA

22 November 2024

To Shareholders and, for information only, to holders of warrants over ordinary shares in the Company

Dear ADVFN Shareholder,

**Explanation of resolutions to be proposed at the Annual General Meeting**

The following notes provide an explanation of the resolutions proposed in this notice of Annual General Meeting.

Resolutions 1 to 7 are proposed as ordinary resolutions and resolution 8 is proposed as a special resolution. This means that for resolutions 1 to 7 to be passed, more than 50% of the votes cast must be in favour of each resolution and for resolution 8 to be passed, at least 75% of the votes cast must be in favour of the resolution.

Shareholders are encouraged to exercise their voting rights in relation to the resolutions proposed in this notice of Annual General Meeting. A form of proxy is enclosed which outlines details in respect of casting such votes.

**ORDINARY RESOLUTIONS**

**RESOLUTION 1 – ACCOUNTS**

The Company is required to present its Annual Report and Accounts to the shareholders of the Company at an annual general meeting. This provides an opportunity to discuss the performance of the Company during the year, its management and its prospects for the future. In accordance with the Company's articles of association, a copy of the Annual Report and Accounts of the Company for the year ended 30 June 2024 is available to all shareholders on the Company's website.

**RESOLUTION 2 – DIRECTORS' REMUNERATION**

This resolution provides shareholders with the opportunity to cast an advisory vote on the directors' remuneration for the year ended 30 June 2024 as set out in the Company's Directors' Remuneration Report.

**RESOLUTION 3 – APPOINTMENT OF DIRECTOR**

The Company's articles of association require any Director appointed since the last AGM to retire. Shalom Berkovitz was appointed after the last AGM and offers himself for re-election as a director of the Company.

**RESOLUTION 4 – RE-ELECTION OF DIRECTOR**

The Company's articles of association require one-third of the directors to retire by rotation at every AGM. Lord David Gold retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.

## **RESOLUTION 5 – RE-ELECTION OF DIRECTOR**

The Company's articles of association require one-third of the directors to retire by rotation at every AGM. Amit Tauman retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.

## **RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS**

It is a requirement of the Companies Act 2006 that the Company's auditors be appointed at each annual general meeting at which accounts are laid. The Audit Committee keep under review the independence and objectivity of the external auditor. Further information can be found in the Annual Report and Accounts of the Company (in the Directors' Report section). After considering the relevant information, the Audit Committee has recommended to the board the re-appointment of Saffery LLP as auditors. The resolution proposes that the directors be authorised to determine the auditors' remuneration.

## **RESOLUTION 7 – AUTHORITY TO ALLOT**

Under s.551 of the Companies Act 2006, the directors are prevented, subject to certain exceptions, from allotting shares without the authority of the shareholders in a general meeting. This resolution is proposed as an ordinary resolution to authorise the directors to allot relevant securities up to an aggregate nominal amount of £27,771 (representing approximately 30% of the nominal value of the issued share capital of the Company as at the close of business on 21 November 2024, being the last business day before the date of this document). The directors' authority will expire at the conclusion of the next Annual General Meeting, or, if earlier, the date falling 15 months after the date of the passing of this resolution.

## **SPECIAL RESOLUTION**

### **RESOLUTION 8 – DISAPPLICATION OF PRE-EMPTION RIGHTS**

The directors are seeking a disapplication of pre-emption rights in accordance with s.570 of the Companies Act 2006. It is proposed that the disapplication of these statutory pre-emption rights, up to an aggregate nominal amount of £9,257 (representing approximately 10% of the nominal value of the issued share capital of the Company as at the close of business on 21 November 2024, being the last business day before the date of this document), be approved to give the directors the power to allot those shares, and for the same period, authorised under resolution 7.

### **Recommendation**

The Directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that the shareholders vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Lord Gold  
***Non-Executive Chair***  
**ADVFN plc**

## NOTICE OF ANNUAL GENERAL MEETING

### ADVFN PLC

Notice is given that the Annual General Meeting of ADVFN plc (the **Company**) will be held on 16 December 2024 at 10.30 a.m. at the offices of RPC, Tower Bridge House, St Katharine's Way, London E1W 1AA.

You will be asked to consider and vote on the resolutions below, which will be proposed as ordinary and special resolutions as indicated.

### ORDINARY RESOLUTIONS

#### 1. ACCOUNTS

To receive and adopt the Company's annual accounts for the financial year ended 30 June 2024 together with the directors' reports and auditor's report on those accounts.

#### 2. DIRECTORS' REMUNERATION

To approve the directors' remuneration as set out in the Company's Directors' Remuneration Report for the financial year ended 30 June 2024.

#### 3. APPOINTMENT OF DIRECTOR

To appoint Shalom Berkovitz as a director of the Company who was appointed since the last AGM.

#### 4. RE-APPOINTMENT OF DIRECTOR

To re-appoint Lord David Gold as a director of the Company, who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.

#### 5. RE-APPOINTMENT OF DIRECTOR

To re-appoint Amit Tauman as a director of the Company, who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.

#### 6. RE-APPOINTMENT OF AUDITORS

To re-appoint Saffery LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the directors to determine the remuneration of the auditors for the year ended 30 June 2025.

#### 7. AUTHORITY TO ALLOT EQUITY SECURITIES

That, in accordance with s.551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot equity securities up to an aggregate nominal amount of £27,771, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date falling 15 months after the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would, or might, require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired.

## **SPECIAL RESOLUTION**

### **8. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, in accordance with s.570 of the Companies Act 2006 and subject to the passing of resolution 7, the Directors be given the general power to allot equity securities (as defined in s.560 of the Companies Act 2006), pursuant to the authority conferred by resolution 7, as if s.561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be limited to an aggregate nominal amount of £9,257, and provided that this power shall (unless previously revoked, varied or renewed) expire when the authority conferred by resolution 7 above shall expire.

By order of the Board

Lord Gold  
*Non-Executive Chair*

**ADVFN plc**

22 November 2024

## MEMBER NOTES

### 1. Entitlement to attend and vote

Only those shareholders registered in the Company's register of members at:

- close of business on 14 December 2024; or
- if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### 2. Website giving information regarding the meeting

Information regarding the meeting, including the information prescribed by section 311A of the Companies Act 2006, can be found at [ADVFN Investor Relations - Shareholder Information](#)

### 3. Attending in person

If you wish to attend the meeting in person, please contact Sue Scammell (sue.scammell@bkl.co.uk) at least 24 hours before the start of the meeting who will provide you with further instructions. Please also bring your attendance card, which you should have received with this notice of meeting, as proof of your right to attend, speak and vote at the meeting.

### 4. Appointment of proxies

If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies 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. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post.
- Register their proxy appointment electronically.
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service.

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 meeting.

### 5. Appointment of proxy by post

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD; and
- received by Neville Registrars Limited no later than 10.30 a.m. on 14 December 2024.

In the case of a shareholder 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. 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. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars Limited on 0121 585 1131. If you are outside the United Kingdom, please call +44 121 585 1131. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.00 pm, Monday to Friday (excluding public holidays in England and Wales).

## **6. Appointment of proxies electronically**

As an alternative to completing the proxy form, shareholders can appoint proxies electronically with the Company's Registrars via [www.sharegateway.co.uk](http://www.sharegateway.co.uk) using the shareholder's personal proxy registration code as shown on the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 10.30 a.m. on 14 December 2024.

## **7. Appointment of proxies through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Neville Registrars Limited (ID 7RA11) no later than 10.30 a.m. on 14 December 2024, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 procure that his/her 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 service 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.

## **8. Appointment of proxy by joint members**

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

#### **9. Changing proxy instructions**

Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. 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 Neville Registrars Limited. 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.

#### **10. Termination of proxy appointment**

A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice, clearly stating your intention to revoke your proxy appointment, to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. In either case, the revocation notice must be received by Neville Registrars Limited no later than 10.30 a.m. on 14 December 2024. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person. 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.

#### **11. 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 shareholder provided that no more than one corporate representative exercises powers over the same share.

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

The Company's website includes information on the number of shares in issue and voting rights.

#### **13. Communication**

Except as provided above, shareholders who have general queries about the meeting should contact the Company by email at [amitt@advfnplc.com](mailto:amitt@advfnplc.com)



**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 10:30 a.m. on 14 December 2024 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- 5 CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 10:30 a.m. on 14 December 2024. See the notes to the Notice of Meeting for further information on proxy appointment through CREST.
- 6 As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 10:30 a.m. on 14 December 2024.
- 7 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.
- 8 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 9 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 REGISTRARS'. 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)

[Empty box for appointing someone other than the Chairman of the Meeting]

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 16 December 2024 at the offices of RPC, Tower Bridge House, St Katharine's Way, London, E1W 1AA at 10:30 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

	FOR	AGAINST	WTHHELD		FOR	AGAINST	WTHHELD
1 To receive and adopt the Company's annual accounts for the financial year ended 30 June 2024 together with the directors' reports and auditor's report on those accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8* To disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 To appoint Shalom Berkovitz as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To re-appoint Lord David Gold as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 To re-appoint Amit Tauman as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To re-appoint Saffery LLP as the Company's auditors and to authorise the directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 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"/>				

**Your Personal Proxy Registration Code is: ABCD-123-EFG**

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: [Signature box]

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: [DD] - [MM] - [YY]



[Empty box for number of shares]



ADVFN PLC

Attendance Card

The Annual General Meeting will start at 10:30 a.m. and is being held on 16 December 2024 at the offices of 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