

**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**

## **NOTICE OF ANNUAL GENERAL MEETING**

**to be held**

**on 28 December 2023 at 10.30 a.m.**

**at 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 3 to 4 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 26 December 2023.

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*

*Registered Office:*

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

5 December 2023

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

Dear ADVFN Shareholder,

**Notice of Annual General Meeting**

I am pleased to be writing to you with details of the annual general meeting (**AGM**) of the Company for this financial year, which will be held on 28 December 2023 at 10.30 a.m. at RPC, Tower Bridge House, St Katharine's Way, London E1W 1AA. The formal AGM Notice is set out in pages 3 to 4 of this document.

**Resolutions**

Details of all resolutions to be proposed at the AGM are included in the Explanatory Notes on page 5 of this document. Voting on each resolution will be put to a poll.

**Action to be taken**

If you are unable to attend the meeting in person you may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting by completing and returning the enclosed proxy form. CREST members may appoint proxies by using the CREST electronic proxy appointment service.

Details on how to appoint a proxy are set out on pages 6 to 7 of this document and in the enclosed proxy form.

**Recommendation**

The directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial holdings.

**Results**

The Company's annual report and accounts for the financial year ended 30 June 2023 (the **2023 Accounts**) are expected to be published during the week commencing 18 December 2023. The Company will make a separate announcement through a Regulatory Information Service once the 2023 Accounts have been finalised and will make them available on the Company's website at <https://advfnplc.com>. Whilst the 2023 Accounts are expected to be available to the ADVFN Shareholders prior to the AGM, as the Company will not be in a position to circulate the 2023 Accounts to the ADVFN shareholders at least 21 days prior to the AGM (as required by the Companies Act 2006), the directors intend to convene a separate General Meeting in January 2024 to formally lay the 2023 Accounts before the company in general meeting (the **Accounts Meeting**). A separate notice for the Accounts Meeting, along with a copy of the 2023 Accounts will be circulated to the ADVFN Shareholders in due course.

Yours faithfully,

Lord Gold  
*Non-Executive Chair*

## NOTICE OF ANNUAL GENERAL MEETING

### ADVFN PLC

Notice is given that the Annual General Meeting of ADVFN plc (the **Company**) will be held at RPC, Tower Bridge House, St Katharine's Way, London E1W 1AA on 28 December 2023 at 10.30 a.m. (the **AGM**), or at any adjournment thereof, for the purposes of considering and voting on the resolutions set out below (the **Resolutions**). Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolution 3 will be proposed as a special resolution:

#### ORDINARY RESOLUTIONS

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

1. To re-elect Mr Anthony Wollenberg 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.

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

2. 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 representing approximately 57% of the nominal value of the issued share capital of the Company (as at 4 December 2023, the latest practicable date before the publication of the Notice of AGM) provided that this authority shall expire at the close of business on 28 December 2024 or, if sooner, at the conclusion of the next Annual General Meeting of the Company, 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*

3. That, if Resolution 2 is passed, the Directors be and are hereby authorised 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 2 above as if Section 561 of the Act did not apply to any such allotment, such authority being limited to:
  - 3.1 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
  - 3.2 other allotments (otherwise than pursuant to sub-paragraph 3.1 above) of equity securities for cash up to an aggregate nominal amount equal to £52,630 representing approximately 57% of the nominal value of the issued share capital of the Company (as

at 4 December 2023, the latest practicable date before the publication of the Notice of AGM) provided that this authority shall expire at the close of business on 28 December 2024 or, if sooner, at the conclusion of the next Annual General Meeting of the Company, 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, England  
CM5 0GA*

By order of the Board

Lord Gold  
*Non-Executive Chair*

**ADVFN plc**

5 December 2023

## **EXPLANATORY NOTES**

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

### **Ordinary Resolutions**

#### *Resolution 1 – Re-election of Mr Anthony Wollenberg as a Director of the Company*

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

#### *Resolution 2 – Authority to allot relevant securities*

An ordinary resolution will be proposed giving the Directors authority pursuant to section 551 of the 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 representing approximately 57% of the nominal value of the issued share capital of the Company (as at 4 December 2023), 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 close of business on 28 December 2024 or, if sooner, at the conclusion of the next Annual General Meeting of the Company.

### **Special Resolution**

#### *Resolution 3 – To dis-apply pre-emption rights*

Subject to the passing of Resolution 2, a special resolution will be proposed to authorise the Directors to allot equity securities pursuant to the authority conferred by Resolution 2 as if the pre-emption rights set out in section 561(1) of the 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 £52,630 representing approximately 57% of the nominal value of the issued share capital of the Company (as at 4 December 2023). Such authority conferred by Resolution 3 will expire at the close of business on 28 December 2024 or, if sooner, at the conclusion of the next Annual General Meeting of the Company.

## **MEMBER 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 26 December 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 section 311A of the Act, 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 Chair) and give your instructions directly to them. If you wish to appoint a proxy other than the Chair of the meeting, cross out the words "the Chair of the meeting" on the Form of Proxy and write the full name of your proxy in the box provided. 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 10.30 a.m. on 26 December 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 4 December 2023, being the last practicable day prior to publication of the AGM notice, the Company's issued share capital comprised 46,005,213 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 4 December 2023 is 46,005,213.



ADVFN PLC

Attendance Card

The Annual General Meeting will start at 10:30 a.m. and is being held on 28 December 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



Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD