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**ANNUAL GENERAL MEETING**

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

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred your holding of Ordinary Shares of 1p each in the capital of MathEngine Limited, please direct or pass a copy of this Notice of Meeting, the accompanying Form of Proxy and the downloadable and printable Attendance Card as soon as possible, to the purchaser or transferee, or to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Thank you.

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## ANNUAL GENERAL MEETING

# MathEngine Limited

## NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of MathEngine Limited (“Company”), (which will also be the Twenty-third Annual General Meeting of the Company formerly registered as MathEngine PLC) will be held at the offices of the Company’s Chartered Accountants, Haines Watts Oxford, at Sterling House, 19/23 High Street, Kidlington, Oxford OX5 2DH at Noon on Monday 20<sup>th</sup> September 2021.

This year, shareholders will be asked to approve five (5) ordinary resolutions, meaning that, for each of these resolutions to be passed, more than fifty per cent (50%) of the votes cast must be in favour of the resolution.

### ORDINARY RESOLUTIONS

Ordinary Resolutions	FOR	AGAINST
1. TO receive and adopt the Report of the Directors and the Financial Statements for the year ended 31 <sup>st</sup> December 2020 together with the Auditors’ report thereon.		
2. To re-elect David J. N. Nabarro as a Director of the Company.		
3. To re-elect C. Robin Woodbine Parish as a Director of the Company.		
4. To reappoint Messrs Haines Watts Chartered Accountants as Accountants to the Company from the conclusion of this meeting until conclusion of the next general meeting at which accounts are laid before the Company’s shareholders.		
5. To authorise the Directors to determine the remuneration of the Auditors.		

### Recommendation

The Directors believe the five resolutions set out in this Notice are in the best interests of the Company and its shareholders as a whole, and unanimously recommend that shareholders vote in favour of the resolutions, as they themselves intend to do in respect of their own beneficial shareholdings.

### By Order of the Board

Gillian Hedger  
Secretary  
MathEngine Limited  
Lower Holt Farm  
Melbury Osmond  
Dorset DT2 0LX

16<sup>th</sup> August 2021

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**ANNUAL GENERAL MEETING**

**MathEngine Limited**

**Notes**

- 1 A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. Such proxy or proxies need not be a member or members of the Company. A Form of Proxy is attached.
- 2 To be effective, the Form of Proxy, duly completed, must be lodged with the Company's Transfer Agent, Link Asset Services at: PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to be received no later than close of business on Friday 17<sup>th</sup> September 2021. The completion and return of a Form of Proxy will not preclude members entitled to attend and vote at the Meeting from doing so in person if they so wish.

Only those Shareholders registered in the register of members of the Company as at the close of business on Friday 17<sup>th</sup> September 2021 shall be entitled to attend or vote at the Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after the close of business on Friday 17<sup>th</sup> September 2021 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

**-End-**

MathEngine Limited
AGM in respect of the year ended 31st December 2020

FORM OF PROXY

I/We .....

Please insert full name(s) and address(es) (Block Letters)

of.....

being (a) shareholder(s) of.....

Ordinary Shares of MathEngine Limited, hereby appoint the Chairman of the Meeting

or .....

of .....

as my/our proxy to vote for me/us and on my/our behalf at the First and Twenty-third (1st and 23rd) Annual General Meeting of the Company to be held on Monday 20th September 2021 and at any adjournment thereof.

Please indicate with an "X" in the spaces below how you wish your votes to be cast on a poll. Unless otherwise instructed the proxy will vote or abstain from voting as he thinks fit.

Table with 3 columns: Ordinary Resolutions, FOR, AGAINST. Rows include: 1. To receive the Directors' Report and audited Financial Statements, 2. To re-elect David J. N. Nabarro as a Director, 3. To re-elect C. Robin Woodbine Parish as a Director, 4. To reappoint Messrs Haines Watts Chartered Accountants Oxford as Auditors to the Company, 5. To authorise the Directors to determine the remuneration of the Auditors.

Signature or Common Seal:.....

Name in Full:.....

Address:.....

Date:.....2021 (Block letters please)

Notes

- 1. This proxy must reach the office of the Company's Registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 48 hours before the time appointed for the meeting, i.e. on Friday 17th September 2021. A proxy need not be a member of the Company.
2. If the appointor is a corporation, this proxy must be under its Common Seal or under the hand of an officer, attorney or other person duly authorised in that behalf.
3. In the case of joint-holders the vote of the senior (according to the order in which the names stand in the register) who tenders a vote in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s).
4. If it is desired to appoint a person other than the Chairman as proxy, delete "the Chairman of the Meeting" and insert the name of the proxy in the space provided.

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**ANNUAL GENERAL MEETING**

**ATTENDANCE CARD**

**MathEngine Limited – ANNUAL GENERAL MEETING 2021**

To be held at the offices of Haines Watts Oxford:

Sterling House  
19-23 High Street  
Kidlington  
Oxfordshire OX5 2DH

on **Monday 17<sup>th</sup> September 2021 at Noon (12.00)**

If you wish to attend this Meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Secretary. This will facilitate entry to the meeting.

Signature of person attending:.....

Name of person attending:.....

If you wish to receive a paper copy of the Annual Report please contact:

The Secretary  
MathEngine Limited  
Lower Holt Farm  
Melbury Osmond  
Dorset DT2 0LX