MathEngine PLC

NOTICE OF ANNUAL GENERAL MEETING FOR 2019

NOTICE IS HEREBY GIVEN that the Twenty-second Annual General Meeting of MathEngine PLC will be held at the Company's registered office at Sterling House, 19/23 High Street, Kidlington, Oxford OX5 2DH at Noon (12.00) on Monday 29th June 2020.

At the AGM, Shareholders will be asked to approve eight (8) resolutions.

Resolutions 1 to 6 will be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than fifty per cent (50%) of the votes cast must be in favour of that resolution.

Resolutions 7 and 8 will be proposed as special resolutions. This means that, for each of these resolutions to be passed, at least seventy-five per cent (75%) of the votes cast must be in favour of these resolutions.

Ordinary Resolutions	FOR	AGAINST
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 William G. Wells as a Director.		
4. To reappoint Messrs Haines Watts Oxford LLP, Chartered Accountants, as Auditors to the Company.		
5. To authorise the Directors to determine the remuneration of the Auditors.		

6. To authorise the Directors to a limited extent to allot relevant securities under section 551 of the Companies Act 2006.		
Special Resolutions		
7. That the proposed new Articles of Association ("New Articles") posted on the Company's web-site at www.mathengineplc.com, printed copies of which will also be available at the Annual General Meeting, be and hereby are approved and adopted in substitution for and to the entire exclusion of the Company's existing articles of association, which were adopted on 1st November 1999.		
8. To grant the directors authority to repurchase shares for cancellation by the Company.		

MathEngine PLC – ANNUAL GENERAL MEETING FOR 2019

IMPORTANT – PLEASE READ THE INFORMATION BELOW CAREFULLY

2019 AGM - ATTENDANCE CARD

NOTICE OF AVAILABILITY

Notice of the AGM, a Form of Proxy, the Strategic Report, the Report of the Directors and the Financial Statements for the year ended 31st December 2019.

All of the above documents are available to shareholders and can be accessed by visiting the Company's web-site at:

www.mathengineplc.com

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

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

This year's AGM will be held at the Company's registered office at:

> Sterling House
> 19/23 High Street
> Kidlington
> Oxford OX5 2DH

on **Monday 29th June 2020 at Noon (12.00)**

If you wish to attend this Annual General Meeting in your capacity as a holder of MathEngine PLC Ordinary Shares, please down-load and print out a copy of this card, sign it, and on arrival at the Meeting, hand it to the Secretary. This will facilitate entry to the Meeting.

Signature of person attending:…………………………………………………………….

Name of person attending:…………………………………………………………………….

MathEngine PLC – ANNUAL GENERAL MEETING 2019

2019 AGM - FORM OF PROXY

If you wish to appoint a proxy to represent you at the meeting, please down-load and print out a copy of this Form of Proxy, complete and sign it, and ensure it is delivered to The Secretary, MathEngine PLC, c/o Sterling House, 19/23 High Street, Kidlington, Oxford OX5 2DH.

I/We being (a) holder(s) of Ordinary Shares of 1p each in MathEngine PLC, hereby appoint the Chairman of the Meeting, (see Note 1) or:

Name of
Proxy:………………………………………………………………..…………………………..

Number of MathEngine PLC Ordinary shares proxy appointed
over:……………………………………………

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Sterling House, 19/23 High Street, Kidlington, Oxford OX5 2DH at Noon on Monday 29th June 2020, or at any adjournment thereof as directed below.

Please mark 'X' to indicate how you wish to vote:

Ordinary Resolutions	FOR	AGAINST
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 William G. Wells as a Director.		
4. To reappoint Messrs Haines Watts Oxford LLP, Chartered Accountants, as Auditors to the Company.		
5. To authorise the Directors to determine the remuneration of the Auditors.		
6. To authorise the Directors to a limited extent to allot relevant securities under section 551 of the Companies Act 2006.		
Special Resolutions		

7. That the proposed new articles of association ("New Articles") posted on the Company's web-site at www.mathengineplc.com, printed copies of which will also be available at the Annual General Meeting, be and hereby are approved and adopted in substitution for and to the entire exclusion of the Company's existing articles of association, which were adopted on 1st November 1999.		
8. To grant the directors authority to repurchase shares for cancellation by the Company.		

Signature:…………...   Date:.........................June.2020

N.B. If the form is duly signed but with no direction as to how the proxy is to vote, the proxy will vote or abstain from voting at his/her discretion.

Notes to the Form of Proxy

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint as a proxy a person other than the Chairman of the meeting, the name and address of the other person should be inserted in block capitals in the space provided and the words "the Chairman of the Meeting" deleted and initialled. Completion and return of the proxy will not preclude you from attending and voting in person at the meeting if you wish.

     If you do attend the meeting, your proxy appointments will be automatically terminated.

2. You 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(s) held by you. To appoint more than one proxy you may print out more than one copy of this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

3. Please tick the appropriate box as to how you wish to vote. If you do not do so, and unless otherwise instructed, the proxy will vote or abstain as he or she thinks fit. The proxy will act at his/her discretion in relation to any other business arising at the meeting (including any Resolution to amend a Resolution or to adjourn the meeting).

4. In the case of a corporation, this proxy form should be executed as a deed or under the hand of a duly authorised officer or attorney. In all other cases, this proxy form should be signed by the appointer or his attorney duly authorised in writing. The directors of MathEngine PLC may, but shall not be bound to, require evidence of authority of such attorney or such officer. In the case of joint holders, the signature of any one of them shall suffice, but 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 joint holders or their proxies and for this purpose seniority shall be determined by the order in which the names stand in the register of members. The name of all joint holders should be shown.

    To be valid, this proxy form must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the Company's registered office addressed to: The Secretary, MathEngine PLC, c/o Sterling House, 19/23 High Street, Kidlington, Oxford OX5 2DH not later than close of business (17.00) on Friday 26th June 2020.

5. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

MathEngine PLC

SHAREHOLDER COMMUNICATIONS

MathEngine continues to try to build a comprehensive list of our shareholders' e-mail addresses in order to improve the efficiency of our shareholder communication and save time and the expense of traditional postage.

We will therefore, as previously stated, be grateful if MathEngine shareholders will let us have their preferred e-mail address(es) via which they will be pleased from time-to-time to receive electronic communications from MathEngine.

Please therefore either send your-e-mail address electronically to gillian.hedger@catostrategic.com or by post to:

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

Thank you.