

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your ordinary shares in Falanx Group Limited, you should pass this document, together with the accompanying form of proxy and other documents enclosed herein, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

**FALANX GROUP LIMITED  
NOTICE OF ANNUAL GENERAL MEETING**

## **Notice of Annual General Meeting**

Notice of the annual general meeting which has been convened for 9.00am on 7 December 2021 at the offices of the Company, 5<sup>th</sup> Floor, the Blade, Reading, RG1 3BE is set out at page 12 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon, so as to be received by the Company as soon as possible and in any event not later than 9.00am on 3 December 2021. **Forms need to be delivered to Computershare Investor Services (BVI) Limited, The Pavilions, Bridgwater Road BS99 6ZY.**

**FALANX GROUP LIMITED ("Company")**  
**(Incorporated and registered in the British Virgin Islands under company number 1730012)**

**Registered Office:**  
Kingston Chambers  
Road Town  
Tortola  
British Virgin Islands

16 November 2021

To the holders of ordinary shares in Falanx Group Limited

Dear Shareholder,

### **Notice of Annual General Meeting**

I am pleased to be writing to you with details of our annual general meeting ("**AGM**") which we are holding from the offices of the Company, 5<sup>th</sup> Floor, the Blade, Reading, RG1 3BE on 7 December 2021 at 9.00 am. The formal notice of the AGM is set out at page 6 of this document.

Regrettably, it remains the opinion of the Board that, due to the number of Covid-19 cases still being reported in the UK, shareholders should consider carefully whether attending the AGM in person would be necessary under the current circumstances.

Due to the Company's much stronger cash position following the fundraising, asset disposal, resumption of growth in the ongoing cyber division, all of which were detailed in October 2021's announcements, and combined with the easing of the Covid-19 crisis, the board is recommending a major reduction in its authority to issue new shares for any purpose to 5% of issued capital compared to the 20% authority granted in December 2020.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the proxy form accompanying this notice and return it to the Company's registrars, Computershare Investor Services (BVI) Limited, The Pavilions, Bridgwater Road BS99 6ZY, as soon as possible. They must receive it by not later than 9.00am on 3 December 2021.

### **Business of the AGM**

Explanatory notes on all the business to be considered at this year's AGM can be found on pages 6 to 9. Please also read the explanatory notes accompanying the notice carefully.

### **Recommendation**

The board considers that all of the resolutions 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 for the benefit of its shareholders as a whole. Accordingly, the board unanimously recommends that you vote in favour of all resolutions.

## **Share Capital**

As at the date of this notice the Company has 526,421,185 ordinary shares of no par value in issue.

Yours sincerely

**Alex Hambro**  
**Chairman**

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice of AGM published to Shareholders	16 November 2021 <sup>1</sup>
Latest time and date for receipt of Forms of Proxy	9.00am on 3 December 2021
Annual general meeting	9.00am on 7 December 2021

# Notice of the Annual General Meeting

**FALANX GROUP LIMITED**  
**Company Number 1730012**

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting of Falanx Group Limited ("**Company**") will be held at the offices of the Company, 5<sup>th</sup> Floor, the Blade, Reading, RG1 3BE on 7 December 2021 at 9am to consider, and if thought fit, pass the resolutions of members specified below.

## **Resolutions of Members**

That the following resolutions be considered as resolutions of members:

## **Resolutions**

### **1. Resolution 1: Reports and Accounts**

**THAT** the audited financial statements of the Company for the financial year ended 31 March 2021 (the "**Annual Accounts**") together with the reports on the Annual Accounts of (i) the directors of the Company (the "**Directors**") and (ii) the auditors of the Company ("**Auditors**") (the "**Annual Reports**") be received and adopted.

### **2. Resolution 2: Re-appointment of Auditors**

**THAT** BDO LLP be reappointed as Auditors to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.

### **3. Resolution 3: Remuneration of Auditors**

**THAT** the Directors be granted authority to determine the Auditors' remuneration.

### **4. Resolution 4: Approval of Remuneration Committee Report (advisory only)**

**THAT** the report of the remuneration committee is adopted (advisory only).

### **5. Resolution 5: Re-election of Director**

**THAT** Mike Read be re-elected as a Director.

### **6. Resolution 6: Authority of Directors to Allot and Issue Ordinary Shares**

**THAT** the Directors be and are hereby generally and unconditionally authorised (in addition to but not in substitution for all previous authorities conferred upon the Directors and without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot and issue or grant rights to subscribe for ordinary shares of no par value in the Company ("**Shares**") up to an aggregate amount of 26,321,059 Shares to such persons at such times and generally on such

terms and conditions as the Directors may determine (the "**Allotment Shares**") (subject always to the Company's Memorandum and Articles of Association, and to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever), **PROVIDED THAT** the authority and power granted by this resolution shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

7. **Resolution 7: Authority of Directors to Allot and Issue Ordinary Shares (CAPEX)**

**THAT** the Directors be and are hereby generally and unconditionally authorised (in addition to but not in substitution for all previous authorities conferred upon the Directors and without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot and issue or grant rights to subscribe for Shares up to an aggregate amount of 26,321,059 Shares to such persons at such times and generally on such terms and conditions as the Directors may determine (the "**CAPEX Shares**") (subject always to the Company's Memorandum and Articles of Association, and to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever), **PROVIDED THAT:** (a) the authority and power granted by this resolution shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired, and (b) such allotment or issue is made only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period (to the issuance) and is or has been disclosed in the announcement of the relevant acquisition or specified capital investment.

8. **Resolution 8: Disapplication of Pre-emption Rights on Allotment of Ordinary Shares**

**THAT**, subject to and conditional upon the passage of Resolution 6 above, and in addition but not in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby generally and unconditionally authorised to allot and issue Allotment Shares without first offering them to existing

shareholders in proportion to their respective holdings of Shares, **PROVIDED THAT** this authority and power shall be:

- (a) limited to the allotment and issue of up to an aggregate amount of 26,321,059 of the Allotment Shares; and
- (b) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever,

and **PROVIDED FURTHER THAT** the authority and power granted by this resolution shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

9. **Resolution 9: Disapplication of Pre-emption Rights on Allotment of Ordinary Shares (CAPEX)**

**THAT**, subject to and conditional upon the passage of Resolution 7 above, and in addition but not in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby generally and unconditionally authorised to allot and issue CAPEX Shares without first offering them to existing shareholders in proportion to their respective holdings of Shares, **PROVIDED THAT** this authority and power shall be:

- (a) limited to the allotment and issue of up to an aggregate amount of 26,321,059 of the CAPEX Shares; and
- (b) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever

and **PROVIDED FURTHER THAT** such allotment or issue is made only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period (to the issuance) and is or has been disclosed in the announcement of the relevant acquisition or specified capital investment

and **PROVIDED FURTHER THAT** the authority and power granted by this resolution shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot



equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

By Order of the Board

**Alex Hambro**  
**Chairman**  
16 November 2021

Registered Office:  
Kingston Chambers  
Road Town  
Tortola  
British Virgin Islands

# **Notice of the Annual General Meeting (continued)**

## **EXPLANATORY NOTES TO EACH RESOLUTION**

The following notes give an explanation of the proposed resolutions:

### **Resolutions of Members**

The resolutions are proposed as resolutions of members. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

### **Report and Accounts (Resolution 1)**

Resolution 1 proposes the adoption of the financial statements of the Company for the financial year ended 31 March 2021.

Article 15.2(a) of the Company's Articles of Association (the "**Articles**") requires the Directors to present the Annual Accounts and Annual Reports to the AGM.

### **Appointment of Auditors (Resolution 2)**

Resolution 2 proposes the appointment of BDO LLP ("**BDO**") as auditors of the Company. BDO were appointed as auditors of the Company in May 2019.

Article 15.2(d) requires the Directors to present the appointment or re-appointment of auditors to the AGM.

### **Remuneration of Auditors (Resolution 3)**

Resolution 3 proposes the Directors be granted authority to determine the remuneration of BDO.

Article 15.2(e) requires the Directors to present the remuneration of the Company's auditors to the AGM.

### **Approval of Remuneration Committee Report (Resolution 4)**

Resolution 4 proposes that the report of the remuneration committee is adopted. As an AIM listed company this is advisory only.

### **Re-election of Director (Resolution 5)**

Resolution 5 proposes the re-election of Mike Read as a Director.

Articles 20.12 and 15.2(c) require that no Director shall remain in office for longer than three years since their last election or re-election without submitting themselves for re-election.

Article 20.13(b) requires that the Directors to retire by rotation shall be any Director who has been, or who by the time of the next annual general meeting will have been, in office for three (3) years or more.

Article 20.14 provides that a retiring Director shall be eligible for re-election.

#### **Authority of Directors to Allot and Issue Ordinary Shares (Resolution 6)**

Resolution 6 proposes to unconditionally authorise the Directors to allot and issue new ordinary shares of no par value in the Company ("**Shares**") or to grant rights to subscribe for Shares up to an aggregate amount of 26,321,059 Shares (the "**Allotment Shares**") which is approximately equal to five per cent. of the issued share capital of the Company as at 15 November 2021 (being the latest practicable date prior to the publication of this document).

The Directors currently intend only to make use of this authority (a) to issue Shares as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; and/or (b) in connection with an offer for subscription or placing of Shares with investors to raise additional funds for the Company.

Article 4.5 empowers the Directors, if so authorised by a resolution of members of the Company, to allot and issue Shares on such terms as they see fit.

This authority to allot and issue Shares shall last no more than 15 months and shall in any event expire at the conclusion of the next annual general meeting or after 15 months, whichever is the earlier.

The Directors may take any steps they deem necessary or expedient to perfect this issue of Shares.

#### **Authority of Directors to Allot and Issue Ordinary Shares (CAPEX) (Resolution 7)**

Resolution 7 proposes to unconditionally authorise the Directors to allot and issue new ordinary shares of no par value in the Company ("**Shares**") or to grant rights to subscribe for Shares up to an aggregate amount of 26,321,059 Shares (the "**CAPEX Shares**") which is approximately equal to five per cent. of the issued share capital of the Company as at 15 November 2021 (being the latest practicable date prior to the publication of this document), provided that such allotment or issue is made only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period (to the issuance) and is or has been disclosed in the announcement of the relevant acquisition or specified capital investment.

The Directors currently intend only to make use of this authority to issue Shares as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make.

Article 4.5 empowers the Directors, if so authorised by a resolution of members of the Company, to allot and issue Shares on such terms as they see fit.

This authority to allot and issue Shares shall last no more than 15 months and shall in any event expire at the conclusion of the next annual general meeting or after 15 months, whichever is the earlier.

The Directors may take any steps they deem necessary or expedient to perfect this issue of Shares.

#### **Disapplication of Pre-emption Rights on Allotment of Ordinary Shares (Resolution 8)**

Resolution 8 proposes to unconditionally authorise the Directors to allot and issue up to 26,321,059 of the Allotment Shares (which is approximately equal to five per cent. of the issued share capital of the Company as at 15 November 2021) without first being required to offer such securities to existing shareholders in proportion to their respective holdings of Shares as required by Article 4.2.

Article 4.2 provides that the pre-emption requirement contained in Article 4.2 may be disappplied by a resolution of the Company's members.

Article 4.6 provides that any such disapplication of pre-emption rights shall last no more than 15 months and shall in any event expire at the conclusion of the next annual general meeting or after 15 months, whichever is the earlier.

The Directors may take any steps they deem necessary or expedient to perfect this issue of Shares.

#### **Disapplication of Pre-emption Rights on Allotment of Ordinary Shares (CAPEX) (Resolution 9)**

Resolution 9 proposes to unconditionally authorise the Directors to allot and issue up to 26,321,059 of the CAPEX Shares (which is approximately equal to five per cent. of the issued share capital of the Company as at 15 November 2021) without first being required to offer such securities to existing shareholders in proportion to their respective holdings of Shares as required by Article 4.2, provided that such allotment or issue is made only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period (to the issuance) and is or has been disclosed in the announcement of the relevant acquisition or specified capital investment.

Article 4.2 provides that the pre-emption requirement contained in Article 4.2 may be disappplied by a resolution of the Company's members.

Article 4.6 provides that any such disapplication of pre-emption rights shall last no more than 15 months and shall in any event expire at the conclusion of the next annual general meeting or after 15 months, whichever is the earlier.

The Directors may take any steps they deem necessary or expedient to perfect this issue of Shares.

# Notice of the Annual General Meeting (continued)

## Notes:

1. The Company specifies that only those members registered in the register of members of the Company at the close of business two days before the meeting or any adjournment thereof, shall be entitled to attend, speak or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the relevant register of securities later than this shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
2. Information regarding the meeting can be found at the Company's website [www.falanxgroup.com](http://www.falanxgroup.com), including information on the number of shares and voting rights.
3. Any member who is entitled to attend and vote at this meeting is entitled to appoint one or more persons as proxies to attend, speak and vote on their behalf at the meeting or any adjournment of it. A proxy need not be a member of the Company. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.
4. A form of proxy is provided with this notice. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached 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 you may photocopy the proxy form. Please indicate the proxy holders name and number of shares in relation to which they authorised to act as your proxy. Please also indicate if the proxy is one of multiple instructions being given.
5. All forms must be signed and should be returned together in the same envelope. To be valid, a form of proxy together with any power of attorney or other authority under which it is executed or a copy thereof certified notarially or as the Directors shall accept must be lodged at the Company's registrars – Computershare Investor Services (BVI) Limited, The Pavilions, Bridgwater Road BS99 6ZY, so as to arrive not later than 48 hours before the start of the meeting. Completion of the form of proxy will not affect the right of a member to attend, speak and vote at the meeting.
6. The register of Directors' share interests will be available for inspection at the meeting convened by this notice, as will the Directors' service contracts.
7. Any corporate entity which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. In the case of joint holders of shares in the Company, 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 and seniority shall be determined by the order in which their names stand on the register of members of the Company.
9. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.