

Notice of Annual General Meeting

IDOX PLC ("Company")

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the Company will be held at Idox plc, 2nd floor, 1310 Waterside, Arlington Business Park, Theale, RG7 4SA on Thursday 28 May 2020 at 10.30 am for the purposes of considering and, if thought fit, passing the resolutions below, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 to 9 will be proposed as special resolutions.

IMPORTANT INFORMATION: IMPACT OF THE COVID-19 PANDEMIC ON THE MEETING

The Board is closely monitoring the evolving Coronavirus (COVID-19) situation and public health concerns in the United Kingdom, including the related public health guidance and legislation issued by the UK Government. At the time of publication of this notice, the UK Government has prohibited public gatherings of more than two people and non-essential travel, save in certain limited circumstances.

The Board recognises that the Annual General Meeting represents an opportunity to engage with members, and provides a forum that enables members to ask questions of, and speak directly with, the Board. However, in light of these measures, the Board hopes that members will understand that the Annual General Meeting this year will be run as a closed meeting and members will not be able to attend. The Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of members and the format of the meeting will be purely functional – the meeting will comprise only the formal votes without any business update or Q&A.

Members are therefore strongly encouraged to submit a proxy vote in advance of the meeting. A form of proxy for use at this meeting accompanies this document. To be valid, the form of proxy must be completed and returned to Neville Registrars in accordance with paragraphs 3 to 6 of the Notes appended to this notice. Given the restrictions on attendance, members are strongly encouraged to appoint the 'Chair of the Meeting' as their proxy rather than a named person who will not be permitted to attend the Meeting.

In addition, members are invited to submit any questions they may have by email to agm@idoxgroup.com by 10.30 am on 27 May 2020. Responses to questions will be published on our website (www.idoxgroup.com) following the AGM.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the Annual General Meeting (including any change to its location) will be communicated to members before the meeting through our website (www.idoxgroup.com) and, where appropriate, by RIS announcement.

Ordinary Resolutions

1. To receive and adopt the statement of accounts for the year ended 31 October 2019 together with the reports of the directors and the auditors thereon. The audited statement of accounts are available for viewing on the Company's website: <https://www.idoxgroup.com/investors/financial-reporting>.
2. To approve the report of the board to the members' on directors' remuneration for the year ended 31 October 2019.
3. To elect Philip Kelly, who was appointed after the notice of the last Annual General Meeting, as a director of the Company.
4. To elect Alice Cummings, who was appointed after the last Annual General Meeting, as a director of the Company.
5. To re-appoint Deloitte LLP as auditors to act as such until the conclusion of the next Annual General Meeting of the Company at which the requirements of section 437 and 438 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration.
6. That the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") to allot Relevant Securities (as defined in note 1 below):
 - (a) up to an aggregate nominal amount of £2,954,265.25 (representing approximately 66.67 per cent of the issued share capital of the Company (excluding treasury shares) (including within such limit any shares issued or rights granted under paragraph (c) below) in connection with an offer by way of rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

Notice of Annual General Meeting continued

and subject to such exclusions or other arrangements as the directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter;

- (b) up to an aggregate nominal amount of £443,139.79 (representing approximately 10 per cent of the issued share capital of the Company (excluding treasury shares)) in connection with the grant or exercise of options under any share option scheme of the Company; and
- (c) in any other case up to an aggregate nominal amount of £1,477,132.62 (representing approximately 33.33 per cent of the issued share capital of the Company (excluding treasury shares)),

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2021, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

Special Resolutions

7. That, subject to the passing of resolution 6 above, the directors of the Company be generally empowered pursuant to section 570 of the Companies Act 2006 (the “**2006 Act**”) to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 6 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under resolution 7(c), by way of a rights issue only) to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment of equity securities pursuant to resolution 6(b) above; and
- (c) the allotment (otherwise than pursuant to sub paragraphs (a) or (b) above) of equity securities or sale of treasury shares up to an aggregate nominal amount £221,569.89 being approximately 5 per cent of the issued share capital of the Company (excluding treasury shares);

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the conclusion of the Annual General Meeting of the

Company to be held in 2021 (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, 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 notwithstanding that the power conferred by this resolution has expired.

8. That, subject to the passing of resolution 6, the directors of the Company are authorised in addition to any authority granted under resolution 7 to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the “**2006 Act**”) for cash under the authority given by resolution 6 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities up to a nominal amount of £221,569.89; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire on the conclusion of the Annual General Meeting of the Company to be held in 2021 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the board of directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the “**2006 Act**”) to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its ordinary shares of 1 pence each in the Company PROVIDED THAT:

- (a) the maximum number of ordinary shares authorised to be purchased is 44,313,979 representing approximately 10 per cent of the issued share capital of the Company (excluding treasury shares) at the date of the notice of this Annual General Meeting;
- (b) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is 1 pence;
- (c) the maximum price (exclusive of any expenses) which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle-market prices shown in the quotation for an ordinary share as derived from the Stock Exchange Alternative Trading Service of the Stock Exchange for the 5 business days immediately preceding the day on which the ordinary share is purchased;
- (d) unless previously revoked or varied the authority hereby conferred shall expire on the anniversary of such authority being granted; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such contract.

Registered Office

2nd Floor
1310 Waterside
Arlington Business Park
Theale
RG7 4SA

By Order of the Board

Ruth Paterson
Company Secretary

Company No. 03984070
28 April 2020

Notice of Annual General Meeting continued

Notes:

1. “**Relevant Securities**” means:
 - (a) shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the Companies Act 2006 (the “**2006 Act**”));
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
 - (b) any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at close of business on Tuesday 26 May 2020 shall be entitled to attend and vote at the Meeting. **As explained on page 1 of this notice, as a result of the UK Government guidance and legislation in respect of COVID-19, attendance in person at the Meeting will not be possible this year.**
3. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy 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. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. **As explained on page 1 of this notice, given the restrictions on attendance, members are strongly encouraged to appoint the ‘Chair of the Meeting’ as their proxy rather than a named person who will not be permitted to attend the Meeting.** Details of how to appoint the ‘Chair of the Meeting’ or another person as your proxy using the proxy form are set out in the notes to the proxy form. 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 of the Meeting) and give your instructions directly to them.
5. You may appoint more than one proxy provided that 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, please contact the Company’s registrars at the address set out in note 6.
6. 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:
 - (a) completed and signed;
 - (b) sent or delivered to Neville Registrars Limited by post to Neville House, Steelpark Road, Halesowen, B62 8HD; and
 - (c) received by Neville Registrars Limited no later than 10.30 am on Tuesday 26 May 2020.

In the case of a member that 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.
7. 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. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
8. Except as provided above, members who have general queries about the Meeting should call Neville Registrars on 0121 585 1131.

You may not use any electronic address provided either:

 - (a) in this notice of Annual General Meeting; or
 - (b) any related documents (including the Chairman’s letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

9. As at 6.00 pm on the day immediately prior to the date of posting of this notice, the Company’s share capital comprised 444,631,006 ordinary shares of 1 pence each, out of which 1,491,219 are held in treasury. Each ordinary share which is not held as a treasury 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 6.00 pm on the day immediately prior to the date of posting of this notice is 443,139,787.