

**Please note that this document is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser authorised under the Financial Services and Markets Act 2000 immediately.**

If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in Toople plc prior to the record date (as described in Note 4) for the General Meeting of the Company to be held at the offices of Gowling WLG, 4 More London Riverside, London, SE1 2AU on 24<sup>th</sup> May 2017 at 10:00a.m., you should send this document, together with the accompanying Form of Proxy, to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

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# Toople Plc

*(Incorporated and registered in England and Wales under the Companies Act 2006, with registered number 10037980)*

## Notice of General Meeting

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Your attention is drawn to the letter from the Chairman of Toople Plc (the **Company**) which is set out on page 2 of this document and which recommends you to vote in favour of the resolutions to be proposed at the General Meeting. Notice of the General Meeting of the Company to be held at the offices of Gowling WLG, 4 More London Riverside, London, SE1 2AU on 24<sup>th</sup> May 2017 at 10:00 a.m. is set out on pages 4 to 6 of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the General Meeting. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed on it, as soon as possible and, in any event, so as to reach the Registrar of the Company by no later than 10:00 a.m. on 22<sup>nd</sup> May 2017 being not less than 48 hours (ignoring any part of any day that is not a working day) before the start of the General Meeting.

Completion and return of a proxy form will not preclude shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the proxy form are set out in the notes to the Notice of the General Meeting.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in Toople plc nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefore.

This document does not constitute an offer to the public of transferable securities and so is not subject to the requirements or any legislation that implements the EU Prospectus Directive. Certain statements contained in this document are or may constitute "forward looking statements". Such forward looking statements involve risks, uncertainties and other factors which may cause the actual results, performance or achievement of the Company, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such risks, uncertainties and other factors include, among others, changes in the equity capital markets, competition in the industry, consumer preferences, changes in interest rates, legislative and regulatory changes, changes in taxation regimes, and general economic and business conditions, in the United Kingdom.

# Toople Plc

*(Incorporated and registered in England and Wales under the Companies Act 2006, with registered number 10037980)*

## **Registered office:**

PO Box 501  
The Nexus Building  
Broadway  
Letchworth Garden City  
Hertfordshire  
SG6 9BL

04 May 2017

To all Shareholders (and, for information purposes only, to warrant holders)

## **NOTICE OF GENERAL MEETING**

Dear Shareholder

I am pleased to advise you that a General Meeting (**GM**) of the Company will be held at the offices of Gowling WLG, 4 More London Riverside, London, SE1 2AU on 24th May 2017 at 10:00 a.m. The resolutions to be proposed at the meeting are set out in the enclosed Notice of GM. If you would like to vote on the resolutions but are unable to attend the GM, please complete the proxy form sent to you with this notice and return it to our Registrar as soon as possible. They must receive it by 10:00 a.m. on 22nd May 2017, being not less than 48 hours (ignoring any part of any day that is not a working day) before the start of the General Meeting, for your vote to count (being not less than 48 hours prior to the meeting ignoring any part of any day that is not a working day). Completion and return of a proxy form will not preclude you from attending and voting at the General Meeting should you choose to do so.

## **Reasons for the General Meeting**

The Directors are seeking shareholder authorities to provide the Company with the flexibility it needs to raise further funds in the future to support the Company's growth. Funds raised will be used for marketing and advertising campaigns with the expectation of targeting growth in the Company's customer base and in particular its higher margin, retail business and hosted telephony solutions. Funds will also be used for general working capital purposes to support the ongoing needs of the business.

## **Recommendation**

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and will give the Board flexibility as the Company moves to

the next stage of its development. Accordingly, the Board recommend that members vote in favour of each resolution.

**Action to be Taken**

Each shareholder is entitled to appoint one or more proxies to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder. Shareholders should kindly complete and return the enclosed form of proxy as soon as possible, whether or not they expect to be able to attend the General Meeting. Return of a form of proxy will not prevent a shareholder from attending, speaking and voting in person at the meeting if that shareholder so wishes and is so entitled. If you are a CREST member you can submit your proxy electronically, through the CREST system by completing and transmitting a CREST proxy instruction as described in the Notes to this Circular and in the Form of Proxy.

Further instructions relating to the proxy form are set out in the notes to the Notice of General Meeting.

Yours sincerely

**Richard Horsman**  
Non-Executive Chairman

# Toople Plc

*(Incorporated and registered in England and Wales under the Companies Act 2006, with registered number 10037980)*

Notice is hereby given that the General Meeting of Toople Plc (the **Company**) will be held at the offices of Gowling WLG, 4 More London Riverside, London, SE1 2AU on 24th May 2017 at 10:00 a.m. in order to consider and, if thought fit, pass resolution 1 as an Ordinary Resolution and resolution 2 as a Special Resolution.

## **ORDINARY RESOLUTION**

1. That the Directors be generally and unconditionally authorised pursuant to 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 £66,700 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution or (if earlier) 15 months from the date of passing this resolution, but so that the directors may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority hereby conferred had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

## **SPECIAL RESOLUTION**

2. That, subject to the passing of resolution 1, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal amount of £66,700.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, 15 months from the date of passing this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

By Order of the Board

04<sup>th</sup> May 2017

**WKH Company Services Limited**  
Company Secretary

PO Box 501  
The Nexus Building  
Broadway  
Letchworth Garden City  
Hertfordshire  
SG6 9BL

#### Notes

1. Only holders of ordinary shares are entitled to attend and vote at the General Meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. 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 the relevant member. A proxy need not be a member of the Company.
2. A form of proxy is enclosed with this Notice and instructions for completion are shown on the form. To appoint a proxy, the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be completed and deposited with the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by fax on 01252 719 232 or by scan and email to proxies@shareregistrars.uk.com, in each case so as to arrive no later than 10:00a.m. on 22<sup>nd</sup> May 2017, being not less than 48 hours (ignoring any part of any day that is not a working day) before the start of the General Meeting. Completion of a form of proxy (or any CREST Proxy Instruction, as described in paragraphs 4 to 6) will not preclude members attending and voting in person at the General Meeting, should they so wish.
3. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
4. In order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 10:00a.m. on 22<sup>nd</sup> May 2017, being not less than 48 hours (ignoring any part of any day that is not a working day) before the start of the General Meeting, or, in the event of any adjournment, 48 hours before the start of the adjourned meeting (ignoring any part of any day that is not a working day). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA36) by the latest time for the receipt of proxy appointments specified in paragraph 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the

manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the powers as a member provided that no more than one corporate representative exercises powers over the same share.
10. 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 dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
11. As at 03 May 2017 (being the last business day prior to the publication of this Notice), the Company's issued ordinary share capital consisted of 100,000,000 ordinary shares of 0.0667 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 03 May 2017 were 100,000,000.
12. A copy of this Notice, and other information required by section 311A of the Act, can be found at [www.toople.com](http://www.toople.com).
13. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice or in any related documents (including the Chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.
14. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.