

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000, if you are within the United Kingdom, or a person licensed to carry on investment business in accordance with the Financial Services Act 2008, if you are within the Isle of Man and, in either case, who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares, please send this document, together with the other accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## HANSARD GLOBAL plc

(incorporated in the Isle of Man with company number 113389C)

### **Directors:**

Mr P P C Gregory  
Dr L S Polonsky CBE  
Mr G S Marr  
Mr M Dyson  
Mr A C Frepp  
Mr M A L Polonsky (Alternate)

### **Registered Office:**

Harbour Court  
Lord Street  
Box 192  
Douglas  
IM99 1QL

14th October 2015

Dear Shareholder,

### **Annual General Meeting – 12th November 2015 at 11.00 am**

The Directors of Hansard Global plc (the “**Company**”) wish to take the opportunity at the forthcoming annual general meeting (the “**Annual General Meeting**”), notice of which appears in the document accompanying this letter, to propose three items of special business. I set out below reasons why these proposals will be put to Shareholders.

If you would like to vote on the resolutions, but you are unable to attend the Annual General Meeting, please complete the proxy form attached to this notice and return it to the Isle of Man office of the Company’s share registrars, Capita Registrars (Isle of Man) Limited, Clinch’s House, Lord Street, Douglas, Isle of Man, IM99 1RZ by no later than 11.00 am on 10th November 2015.

#### **1. Authorise the Company to Purchase its Own Shares**

The approval of Shareholders is sought for the Company to be authorised to purchase its own shares, within the limits set out in the attached notice, until whichever is the earlier of: (i) the conclusion of the Annual General Meeting in 2016 or (ii) 15 months after the date on which the proposed resolution is passed.

Shares will only be repurchased under the authority granted pursuant to this resolution if the Directors consider such purchases to be in the best interests of Shareholders generally. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, the constitution of the Company’s existing shareholder base, other investment opportunities, appropriate gearing levels and the overall financial position of the Company.

**2. Sanction the extension of the Allotment Period**

The Directors' authority to allot shares will expire on 12th November 2015 and it is proposed to renew this authority for the period commencing 12th November 2015 and ending on the date of the Company's next annual general meeting in 2016 or (if earlier) 15 months following the Annual General Meeting, subject to this authority being limited to 6,000,000 ordinary shares (being approximately 4.4% of the issued share capital of the Company).

**3. Re-election of Directors**

In accordance with the recommendations of the UK Corporate Governance Code the Directors will each retire and seek re-election at the Annual General Meeting. The Board believes that the performance of the Directors continues to be effective and that they continue to demonstrate commitment to their roles. The Company therefore also considers each of the independent Directors to be an effective Director. None of the independent Directors seeking re-election have any existing or previous relationship with the Company, the other directors, nor any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R(2)

As a result of recent changes to the Listing Rules, independent Directors are now required to be elected or re-elected by a majority of votes cast by independent shareholders as well as by a majority of votes cast by all shareholders. Therefore the votes cast by independent shareholders and all shareholders will be calculated separately and the relevant resolution will only be passed if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour. In the event that this formulation results in a resolution not being passed, another vote will be organised after 90 days. The resolutions impacted by the dual voting structure at the meeting are Resolutions 5 and 8.

**4. New Articles of Association**

The Directors consider that the Company's Articles of Association require updating to cater for:-

- No retirement of Directors by rotation
- Deletion of requirements previously built into the Articles in relation to United Kingdom residency of our directors
- Update to acknowledge that Treasury Shares may be acquired as permitted in terms of the Isle of Man Companies Act 1931 – 2004 (Treasury Share) Regulations 2010

The Company Secretary has advised the Board that it is more appropriate to adopt new Articles of Association rather than make piecemeal amendments to the existing Articles. A summary of the proposed amendments is set out in Appendix A.

**5. Relationship Agreement**

As required under the recent revisions to the Listing Rules the Company confirms that it has in place an Agreement with Dr Polonsky CBE, as a controlling shareholder which is available for inspection in the same way as the Company's articles of association.

The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. The Board will be voting in favour of the said resolutions and they unanimously recommend that you do so as well.

Yours faithfully,



**Philip Gregory**  
Chairman

## APPENDIX A

### SUMMARY OF THE PROPOSED AMENDMENTS TO THE ARTICLES

Article	Amendment
6. A Treasury Shares	Additional article catering for Treasury Shares following a change in Isle of Man under the Companies Act 1931 – 2004 (Treasury Share) Regulations 2010
63 Method of Voting	Changes to reflect the fact that treasury shares do not have any voting rights
81 Number of Directors	Deletion of the requirement that a majority of the Directors shall at all times be resident outside the United Kingdom
82 Power of Company to appoint Directors	Deletion of references to retirement by rotation of Directors
83 Power of Board to appoint Directors	Deletion of references to retirement of Directors by rotation
84 Eligibility of new Directors	Deletion of references to retirement of Directors by rotation
88.1 Number of Directors and reappointment	Replacement of existing Article 88.1 to cater for the retirement of all Directors at each annual general meeting
89 Removal by ordinary resolution	Deletion of references to retirement of Directors by rotation
90(k) Vacation of office by Director	Deletion of article (k) “subsequent to his appointment, he becomes resident in the United Kingdom and as a result thereof the majority of the Directors are resident in the United Kingdom” in light of changes to Article 81.
92.1 Identity of appointee	Deletion of references to retirement of Directors by rotation
96 Revocation of appointment	Deletion of references to retirement of Directors by rotation
113 Board Meetings	Deletion of the requirement that a majority of Directors present are resident in the United Kingdom
115 Quorum	The provision has been changed to remove any restriction on a majority of the Directors being resident in the United Kingdom
117 Voting	The provision has been changed to remove any restriction on a majority of the Directors being resident in the United Kingdom
124 (d) Interested Director not to vote or count for quorum	The provision has been changed to make it clear that such treasury shares do not have any voting rights.

# NOTICE OF ANNUAL GENERAL MEETING

OF

## HANSARD GLOBAL plc

(the “Company”)

Notice is hereby given that the Annual General Meeting of the Company will be held on 12th November 2015 in the Board Room, Harbour Court, Lord Street, Douglas, Isle of Man, IM99 1QL at 11.00 am for the transaction of the following business:

### Ordinary Business

- |                                  |  |
|----------------------------------|--|
| <b>Ordinary Resolution No 1</b>  | that the Company’s financial statements for the year ended 30th June 2015, together with the Directors’ report and auditor’s report on those financial statements be and they are hereby adopted.  |
| <b>Ordinary Resolution No 2</b>  | that the Remuneration Report of the Board of Directors for the year ended 30th June 2015 be and it is hereby adopted.  |
| <b>Ordinary Resolution No 3</b>  | that a final dividend for the year ended 30th June 2015 of 5.25 pence per ordinary share in the capital of the Company be and is hereby declared payable on 19th November 2015 to shareholders registered in the books of the Company on 2nd October 2015.   |
| <b>Ordinary Resolution No 4</b>  | that Dr L S Polonsky CBE be and is hereby re-appointed as a Director of the Company.   |
| <b>Ordinary Resolution No 5</b>  | that Mr M Dyson be and is hereby re-appointed as a Director of the Company.  |
| <b>Ordinary Resolution No 6</b>  | that Mr P C Gregory be and is hereby re-appointed as a Director of the Company.  |
| <b>Ordinary Resolution No 7</b>  | that Mr G S Marr be and is hereby re-appointed as a Director of the Company.   |
| <b>Ordinary Resolution No 8</b>  | that Mr A C Frepp be and is hereby re-appointed as a Director of the Company.  |
| <b>Ordinary Resolution No 9</b>  | that Mr M A L Polonsky be and is hereby re-appointed as an Alternate Director of the Company (being an alternate for Dr L S Polonsky CBE).   |
| <b>Ordinary Resolution No 10</b> | that PricewaterhouseCoopers LLC, Isle of Man be and they are hereby appointed as auditor of the Company from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company and that the Directors be and they are hereby authorised to determine their remuneration. |

## Special Business

### Special Resolution No 11

that the Company be generally and unconditionally authorised for the purposes of Section 13 of the Companies Act 1992 to make market purchases of ordinary shares of the Company provided that:

- (i) the maximum aggregate number of ordinary shares which may be purchased is 5,000,000;
- (ii) the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed the higher of: (1) 5% above the average closing price of such shares for the five business days on the London Stock Exchange prior to the date of purchase and (2) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange;
- (iii) the minimum price (excluding expenses) which may be paid for any ordinary share is 50 pence per share; and
- (iv) this authority shall expire upon the earlier of: (1) the conclusion of the Annual General Meeting of the Company to be held in 2016; and (2) fifteen months from the date upon which this resolution is passed, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

### Special Resolution No 12

that the Directors be and are hereby generally and unconditionally authorised to exercise in respect of the Allotment Period (as defined in the Company's articles of association) commencing on the day following the Company's Annual General Meeting convened for 12th November 2015 and ending on the earlier of the date of the Company's Annual General Meeting to be held in 2016 and (if earlier) fifteen months following the Annual General Meeting convened for 2015, all the powers of the Company to allot for cash equity securities up to an aggregate nominal amount equal to £3,000,000 (6,000,000 ordinary shares) as if article 6 of the Company's articles of association did not apply to such allotment.

### Special Resolution No 13

to delete the Company's Articles of Association in their entirety and adopt in their place the Articles of Association produced to the meeting and, for the purposes of identification, initialled by the Chairman [see note 7].

By order of the Board  
**M B Patel**



Company Secretary  
Dated: 14h October 2015

## Notes:

1. A member of Hansard Global plc (the "Company") entitled to attend and vote at the above mentioned meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in their stead. A proxy need not be a member of the Company. A form of proxy is enclosed with this Notice for use at the Annual General Meeting.
2. **To be valid, forms of proxy duly completed, signed or sealed (as appropriate) and dated, together with any power of attorney or other authority (if any) under which it is signed or any notarially certified copy thereof must be lodged by 11.00 am on 10th November 2015 at the Isle of Man office of the Company's share registrars, Capita Registrars (Isle of Man) Limited, Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ or not less than 48 hours before the time of any adjourned meeting. Lodgement of a form of proxy will not prevent a member from attending and voting in person.**
3. The form of proxy must be executed by the member or their attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or their attorney duly authorised in writing or (in the case of a corporation) either executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. To appoint more than one proxy you may photocopy 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. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
4. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 10 October 2015, which is the latest practicable date before the publication of this document, is 137,388,669. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.

Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00 pm on 10th November 2015 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

5. A member may appoint a proxy electronically either via the website run by Capita at [www.capitashareportal.com](http://www.capitashareportal.com) or, if a member is a CREST member, by using the procedure described in paragraph 6 below.

Members may vote electronically, by no later than 11.00 am on 10th November 2015, by visiting [www.capitashareportal.com](http://www.capitashareportal.com). They will be asked to enter the Investor Code shown on their share certificate or dividend tax voucher and to agree to certain terms and conditions.

6. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCO's specifications and must contain information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCO does not make available special procedures in CREST for any particular messages. 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(s), 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.

7. Copies of the existing and the proposed new Articles of Association of the Company will be available for inspection at the registered office of the Company during usual business hours from the date of this Notice until the date of the Annual General Meeting and will also be available for inspection 15 minutes prior to, and during, the Annual General Meeting. Alternatively, a copy may be obtained by contacting the Company Secretary at Harbour Court, Lord Street, P.O. Box 192, Douglas, Isle of Man, IM99 1QL; by telephoning (00 44) 1624 688000. An explanation of the amendments to the Articles of Association of the Company Resolution 13) is set out in the attached letter to shareholders.

# Form of Proxy for Annual General Meeting

Hansard Global plc (the "Company")

I/We

of

being (a) member(s) of the Company hereby appoint:

whom failing the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held in the Board Room, Harbour Court, Lord Street, Douglas, Isle of Man, IM99 1QL on 12 November 2015 at 11.00 am and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

(Please mark with an "X" how you wish to vote)

Please tick here if this proxy appointment is one of multiple appointments being made

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## ORDINARY BUSINESS

		For	Against	Vote Withheld
Ordinary Resolution 1	to receive the 2015 Annual Report and Accounts and the auditor's report thereon.			
Ordinary Resolution 2	to approve the Remuneration Report for the year ended 30th June 2015.			
Ordinary Resolution 3	to declare the final dividend of 5.25 pence per ordinary share for the year ended 30th June 2015.			
Ordinary Resolution 4	to re-appoint Dr L S Polonsky CBE as a Director.			
Ordinary Resolution 5	to re-appoint Mr M Dyson as a Director.			
Ordinary Resolution 6	to re-appoint Mr P P C Gregory as a Director.			
Ordinary Resolution 7	to re-appoint Mr G S Marr as a Director.			
Ordinary Resolution 8	to re-appoint Mr A C Frepp as a Director.			
Ordinary Resolution 9	to re-appoint Mr M A L Polonsky as an Alternate Director (alternate to Dr L S Polonsky CBE).			
Ordinary Resolution 10	to re-appoint PricewaterhouseCoopers LLC, Isle of Man as auditor and to authorise the Directors to determine their remuneration.			



## SPECIAL BUSINESS

		For	Against	Vote Withheld
Special Resolution 11	to renew the Company's authority to purchase its own shares.			
Special Resolution 12	to renew the Directors' authority to allot shares.			
Special Resolution 13	to adopt the new Articles of Association			

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_

Joint Holders (if any): \_\_\_\_\_

**To assist with arrangements, if you intend to be present at the meeting in person please mark an "X" in the box .**

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### Notes:

1. Please indicate with an X in the appropriate space how you wish the proxy to vote.
2. The "Vote Withheld" option is included to enable you to abstain on any of the meeting's resolutions. Please note that a "Vote Withheld" has no legal effect and will not be counted in the votes "For" and "Against" such resolution.
3. A proxy need not be a member of the Company.
4. If you do not indicate how you wish your proxy to use your vote on any resolution, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting on such resolution.
5. Where the member is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing by the corporation.
6. This form of proxy has been sent to you by post. To be valid it must be returned by either of the following methods: in hard copy form by post or courier or by hand to the Company's share registrars, Capita Registrars (Isle of Man) Limited, Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ. The form of proxy must be received by no later than 11.00 am on 10 November 2015 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). Alternatively, a member of the Company may appoint a proxy electronically via the website run by Capita at [www.capitashareportal.com](http://www.capitashareportal.com) or, if a member is a CREST member, by using the procedures described in the CREST Manual and outlined in paragraph 6 of the notes to the Notice of Annual General Meeting.
7. In the case of joint holders, the signature of any one holder will be accepted, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
8. Any alteration to this form must be initialled.
9. Completion and return of this form of proxy does not preclude a member from subsequently attending and voting in person at the Annual General Meeting.
10. Members may vote electronically, by no later than 11.00 am on 10 November 2015, by visiting [www.capitashareportal.com](http://www.capitashareportal.com). They will be asked to enter the Investor Code shown on their share certificate or dividend tax voucher and to agree to certain terms and conditions.





