

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.01 each in the capital of Blockchain Worldwide plc (**Company**) (**Ordinary Shares**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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## **BLOCKCHAIN WORLDWIDE PLC**

*(Incorporated and registered in England and Wales with registered number 10621059)*

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

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**This document should be read as a whole. Your attention is drawn in particular to the letter from the non-executive chairman of the Company which is set out in this document which contains recommendations that you vote in favour of all of the Resolutions set out in the Notice of Annual General Meeting referred to below.**

Notice of an Annual General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 10.00 a.m. on 27 September 2019, is set out at the end of this document. To be valid, the accompanying Form of Proxy should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR by no later than 10.00 a.m. on 25 September 2019. Completion and return of a Form of Proxy will not preclude members of the Company from attending and voting in person at the Annual General Meeting should they so wish.

Copies of this document are available free of charge at the Company's registered office during normal business hours on any Business Day and shall remain available for at least one month after Admission. In addition, a copy of this document will also be available free of charge from the Company's website at <http://www.bloc-worldwide.com/>.

## LETTER FROM THE NON-EXECUTIVE CHAIRMAN

# BLOCKCHAIN WORLDWIDE PLC

*(Incorporated and registered in England and Wales with registered number 10621059)*

*Directors:*

Jonathan Edward Hale *(Non-Executive Chairman)*  
Rodger Sargent *(Chief executive officer)*

*Registered office:*

4th Floor 43-44 Albemarle Street, London,  
England, W1S 4JJ

4 September 2019

*To all Shareholders*

Dear Shareholder

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

#### **1. Annual General Meeting**

I am pleased to report that the Company's Annual General Meeting will be held on 27 September 2019 at 10.00 a.m. at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG. The formal notice of the Annual General Meeting is set out on page 5 of this document and contains the proposed resolutions to be considered and voted on at the meeting.

We enclose a copy of the annual report and accounts for the year ended 30 June 2019 which are the subject of the first proposed resolution. They can also be accessed from the "Documents and Announcements" page of our website (<http://www.bloc-worldwide.com/documents.html>).

#### **2. Action to be taken**

A Form of Proxy is enclosed for use by Shareholders in connection with the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting in person, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR as soon as possible and, in any event, so as to arrive not later than 10.00 a.m. on 25 September 2019. The completion and return of a Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you subsequently wish to do so.

#### **3. Overseas Shareholders**

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

#### **4. Recommendation**

Each member of the Board who holds shares in the Company intends to vote in favour of each resolution in respect of his own beneficial holdings. The Directors unanimously recommend that Shareholders vote in favour of each resolution at the Annual General Meeting.

Yours faithfully

Jonathan Hale  
*Non-executive chairman*

## **Explanatory notes to the business of the AGM**

### **Report and accounts**

The directors of a public company are required to lay before the shareholders in a general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the Company in respect of each financial year. The Company proposes, as an ordinary resolution, resolution 1 to receive its annual report and audited accounts for the year ended 30 June 2019.

### **Directors' remuneration report and policy**

As a company admitted to the Standard segment of the Official List of the UK Listing Authority the Company must prepare a directors' remuneration report and have a forward looking directors' remuneration policy in place, each of which is to be approved by the shareholders. The Company is seeking this approval by proposing, as ordinary resolutions, resolutions 2 and 3. The vote on resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on resolution 2 being passed. The directors' remuneration policy is set out in the Company's audited accounts for the financial year ended 30 June 2019. It will come into effect once resolution 3 is passed and will expire at the next AGM (at which shareholder approval will be sought for a new forward looking directors' remuneration policy).

### **Re-appointment of auditors and remuneration**

For each financial year in respect of which auditors are to be appointed, the Company is required to appoint auditors before the end of the general meeting at which the annual reports and accounts for the previous financial year are laid before members. haysmacintyre LLP has indicated willingness to continue as the Company's auditor. Resolutions 4 and 5 are ordinary resolutions to re-appoint them and give the directors the discretion to determine their remuneration.

### **Notice of general meetings**

The Company, currently being admitted to trading on the Main Market of the London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting held since the last annual general meeting (as the case may be). The effect of this is that the Board will have the ability to call a general meeting on not less than 14 days' notice. Resolution 6 must be passed as a special resolution.

# BLOCKCHAIN WORLDWIDE PLC

*(Incorporated and registered in England and Wales with registered number 10621059)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that an Annual General Meeting of the members of Blockchain Worldwide plc (**Company**) will be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG on 27 September 2019 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and Resolution 6 as a special resolution.

### ORDINARY RESOLUTIONS

#### **Report and accounts**

1. To receive the audited accounts for the financial year ended 30 June 2019 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the year ended 30 June 2019 set out in the audited accounts for the financial year ended 30 June 2019.
3. To approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial year ended 30 June 2019.

#### **Reappointment of Auditors**

4. To reappoint haysmacintyre LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

#### **Auditors' remuneration**

5. To authorise the directors to fix the auditors' remuneration.

### SPECIAL RESOLUTION

#### **Notice of meetings**

6. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Dated: 4 September 2019

By order of the Board

Rodger Sargent  
*Company Secretary*

*Registered office:*

4th Floor 43-44 Albemarle Street,  
London, W1S 4JJ

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:**

### *Appointment of proxies*

1. As a member of the Company, 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 of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman 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 must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. 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, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

### *Appointment of a proxy using the hard copy proxy form*

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, it must be:
  - (a) completed and signed;
  - (b) sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR; and
  - (c) received by the Company's registrars no later than 10.00 a.m. on 25 September 2019.
7. Online voting: alternatively, you may register your votes electronically by visiting the website of the Company's registrar. You will need to register in order to be able to use this service. To register, please visit [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com) and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".
8. In the case of a member which 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. 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.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by 10.00 a.m. on 25 September 2019 or, if the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

*Appointment of proxies through CREST*

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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.
11. 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 Euroclear UK & Ireland Limited's (EUI) specifications and must contain the 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: 7RA36) by 10.00 a.m. on 25 September 2019. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 is 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.
13. 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 (SI 2001/3755).

*Appointment of proxy by joint members*

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

*Changing proxy instructions*

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 6, 7 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

*Termination of proxy appointments*

18. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under

which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

19. The revocation notice must be received by the Company no later than 10.00 a.m. on 25 September 2019.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

*Corporate representatives*

22. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

*Issued shares and total voting rights*

23. As at 6.00 p.m. on 3 September 2019 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 36,500,000 ordinary shares of £0.01 each. Each ordinary 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 p.m. on 3 September 2019 is 36,500,000.

*Communication*

24. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.