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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
Mr G S Marr
Mr T N Davies
Mr M Dyson
Mr G Easton
Mr A C Frepp
Mr M A L Polonsky

Registered Office:

Harbour Court
Lord Street
Box 192
Douglas
IM99 1QL

4 October 2019

Dear Shareholder,

Annual General Meeting – 6 November 2019 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 the items of business summarised below. 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 vote by proxy as per the instructions in this notice, by no later than 11.00am on 4 November 2019.

1. Resolution to 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 (up to a maximum of 5,000,000 shares), until whichever is the earlier of: (i) the conclusion of the Annual General Meeting in 2020 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. Any shares purchased would be cancelled (in which case the number of shares in issue would thereby be reduced) or held in treasury, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time. As at the date of this notice, there are no shares held in treasury. The Company does not have any current intention to purchase any of its own ordinary shares, however, wishes to retain flexibility to do so in the future.

2. Sanction the extension of the Authority to Allot Shares and disapplication of Pre-emption Rights

The Directors' authority to allot shares will expire on 6 November 2019 and it is proposed to renew this authority for the period commencing 7 November 2019 and ending on the date of the Company's next annual general meeting in 2019 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 Articles of Association the Directors will each retire and seek election or re-election at the Annual General Meeting, with the exception of Mr Dyson and Mr Frepp who will not seek re-election. Each of the Directors has undergone a performance evaluation and has demonstrated that he remains committed to the role, has the necessary skills and experience, and continues to be an effective and valuable member of the Board. The Company considers each of the independent Directors to be an effective Director. None of the independent Directors seeking election or re-election have any existing or previous relationship with the Company, or its Board, 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).

Having served 13 years on the Board, Mr Maurice Dyson will be retiring at the AGM and will not be seeking re-election. Due to a change in work commitments elsewhere, Mr Andy Frepp will also be retiring as a Director at the AGM and will not be seeking re-election.

The UK Corporate Governance Code 2018 (the Code) applies to the Company with effect from 1 July 2019. Following the conclusion of the AGM, the Company is aware that only one of its Directors will be deemed an Independent Non-Executive Director under the requirements of the Code.

The recruitment process to fill the two Board vacancies has begun. Due to candidates requiring Isle of Man regulatory approval prior to being appointed to the Board, it will not be possible for shareholders to vote on their appointment at the 2019 AGM. Shareholders will have the opportunity to vote to elect the successful candidates at the 2020 AGM.

The Company is committed to diversity and equality and will only use external search consultants and/or platforms that uphold that message and present candidates that are the most suitable in terms of experience and will be most likely to succeed as a Director. We expect both vacancies to be filled before the end of the calendar year.

Under the Listing Rules, independent Directors are 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 resolution impacted by the dual voting structure at the meeting is Resolution 7.

Availability of Documents

Copies of the Company's Articles of Association and copies of the Letters of Appointment for the non-executive Directors will be available for inspection at the Company's registered office and at the offices of Panmure Gordon (UK) Limited, 3rd Floor, One New Change, London, EC4M 9AF during usual business hours on weekdays (weekends and public holidays excluded) until the conclusion of the Company's Annual General Meeting to be held on 6 November 2019. Alternatively, a copy may be obtained by contacting the Company Secretary at the above address or by telephoning (00 44) 1624 688000.

Relationship Agreement

As required by the Listing Rules the Company confirms that it has in place an agreement with Dr Polonsky CBE, as a controlling shareholder. It is available for inspection in the same way as the Company's Articles of Association and Letters of Appointment.

Proxy voting

Unlike previous years, and in order to reduce the Company's environmental impact you will not receive a hard copy form of proxy for the 2019 AGM in the post. Instead, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Asset Services.

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 11am on Monday 4 November 2019.

You may request a hard copy form of proxy directly from the registrars, Link Asset Services (Isle of Man), on Tel: 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Recommendation

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

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 Wednesday 6 November 2019 in the Board Room, Harbour Court, Lord Street, Douglas, Isle of Man, IM99 1QL at 11 am for the transaction of the following business:

Ordinary Business

- Ordinary Resolution No 1 THAT the Company's financial statements for the year ended 30 June 2019, together with the Directors' report and auditor's report on those financial statements be and are hereby received and adopted.
- Ordinary Resolution No 2 THAT the Remuneration Report of the Board of Directors for the year ended 30 June 2019 be and is hereby approved.
- Ordinary Resolution No 3 THAT a final dividend for the year ended 30 June 2019 of 2.65 pence per ordinary share in the capital of the Company be and is hereby declared payable on 14 November 2019 to Shareholders on the register at the close of business on 4 October 2019.
- Ordinary Resolution No 4 THAT Mr P C Gregory be and is hereby re-elected as a Director of the Company.
- Ordinary Resolution No 5 THAT Mr G S Marr be and is hereby re-elected as a Director of the Company.
- Ordinary Resolution No 6 THAT Mr T N Davies be and is hereby re-elected a Director of the Company.
- Ordinary Resolution No 7 THAT Mr G Easton be and is hereby re-elected as a Director of the Company.
- Ordinary Resolution No 8 THAT Mr M A L Polonsky be and is hereby re-elected as a Director of the Company.
- Ordinary Resolution No 9 THAT PricewaterhouseCoopers LLC, Isle of Man be and are hereby appointed as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
- Ordinary Resolution No 10 THAT the Directors be and are hereby authorised to determine the auditor's remuneration.

Special Business

- Ordinary Resolution No 12 THAT, in substitution for any existing authority, the Company be generally and unconditionally authorised for the purposes of Section 13 of the Companies Act 1992 to make one or more market purchases of any of its own 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 next Annual General Meeting of the Company to be held in 2020; and (2) 15 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 13

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 6 November 2019 and ending on the earlier of the date of the Company's Annual General Meeting to be held in 2020 and (if earlier) 15 months following the Annual General Meeting convened for 2019, all the powers of the Company to allot equity securities up to an aggregate nominal amount equal to £3,000,000 (6,000,000 ordinary shares) and the aggregate nominal amount of shares issued in connection with any employees' share scheme as if article 6 of the Company's Articles of Association did not apply to such allotment.

By order of the Board

A handwritten signature in black ink, appearing to read 'H Stewart', written over a circular stamp or seal.

H Stewart

Company Secretary

Dated: 4 October 2019

Notes:

1. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. A member 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.
2. **Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 11am (UK time) on 6th November 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.**
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company
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.

The total number of issued ordinary shares in the Company on 30 August 2019, which is the latest practicable date before the publication of this document, is 137,557,079. 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 close of business on 4 November 2019 or, if the meeting is adjourned, at close of business two days prior to the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

5. You can vote either:
 - i) by logging on to www.signalshares.com and following the instructions.
 - ii) You may request a hard copy form of proxy directly from the registrars, Link Asset Services (Isle of Man), on:

Tel: 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales
 - iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services (Isle of Man), Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ by 11am on 4th November 2019.

Notes (cont.):

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 or instruction 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 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 RA10) by 11am on 4th November 2019. For this purpose, the time of receipt will be taken to mean 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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(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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

7. Copies of the existing Articles of Association of the Company will be available for inspection at the registered office of the Company and at the offices of Panmure Gordon (UK) Limited, 3rd Floor, One New Change, London, EC4M 9AF 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.

Hansard Global plc
Harbour Court, Lord Street, Box 192, Douglas, Isle of Man IM99 1QL, British Isles
Telephone: +44 1624 688000 Website: hansard.com
Registered Office: as above. Registered Number: 113389C