

RNS Notice of AGM

Posting of Annual Report & Accounts, Notice of AGM

BIDSTACK GROUP PLC

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31 March 2021

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Bidstack Group Plc

("Bidstack" or "the Company")

Posting of Annual Report & Accounts and Notice of Annual General Meeting

Bidstack Group Plc (LON: BIDS), the native in-game advertising group, is pleased to announce that its Annual Report and Accounts for the year ended 31 December 2020 ("Annual Report") and Notice of Annual General Meeting ("AGM Notice") have been posted to shareholders.

The Annual Report is available for immediate download at <https://www.bidstack.com/2020-annual-report> and www.bidstackgroup.com. The AGM Notice will be available for viewing on the Company's website shortly www.bidstackgroup.com.

The AGM will be held at Plexal, 14 East Bay Lane, The Press Centre, Here East, Queen Elizabeth Olympic Park, Stratford, London, E20 3BS at 11.00 am on 22 April 2021.

In line with UK Government restrictions relating to public gatherings, the AGM will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders are asked instead to vote by proxy on the resolutions contained in the AGM Notice.

-ENDS-

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Bidstack Group Plc (“Bidstack” or the “Company”), please forward this document and 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. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

BIDSTACK GROUP PLC

(Incorporated in England and Wales as a public limited company, number 04466195)

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice of the 2021 Annual General Meeting of the Company to be held at Plexal, 14 East Bay Lane, The Press Centre, Here East, Queen Elizabeth Olympic Park, Stratford, London, E20 3BS at 11.00 am on 22 April 2021 (“AGM”) is enclosed with this document. A form of proxy is also enclosed with this document for use in connection with the AGM. **You are strongly advised to complete, sign and return the form of proxy to the Company’s Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, in accordance with the instructions printed on it as soon as possible and in any event so as to be received by no later than 11.00 am on 20 April 2021. Completion and return of a form of proxy is likely to be the only way your vote will be counted at the Annual General Meeting given that we expect significant restrictions on personal movement to still be in place due to the Covid-19 pandemic.**

THE BOARD REQUESTS THAT NO SHAREHOLDERS ATTEND THE MEETING IN PERSON. ANY SHAREHOLDERS THAT DO ATTEND IN PERSON WILL BE REFUSED ENTRY. ONLY THOSE WHO ARE REQUIRED TO FORM THE QUORUM WILL ATTEND IN PERSON AND THOSE SHAREHOLDERS WILL CONSTITUTE THE MINIMUM QUORUM FOR THE MEETING TO TAKE PLACE.

BIDSTACK GROUP PLC

(Registered in England and Wales with registered number: 04466195)

Directors

D Stewart (Chairman)

J Draper

F Petruzzelli

J McIntosh

M Hayes

Registered Office:

201 Temple Chambers,

3-7 Temple Avenue,

London

EC4Y 0DT

Letter from the Chairman

30 March 2021

Dear Shareholder

Notice of Annual General Meeting

I am writing to you regarding the 2021 Annual General Meeting of the Company which will be held on 22 April 2021. Details of the time and venue of the meeting are set out in the notice convening the Annual General Meeting.

The resolutions to be proposed as the Annual General Meeting are summarised below.

Resolution 1: Report and Accounts

The report and accounts for the year ended 31 December 2020 were sent to shareholders on 30 March 2021. The directors must present their report and the annual accounts to the meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution.

Resolution 2: Election of Director

The Company's articles of association require at the annual general meeting every year one-third of the directors or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, to retire from office. In accordance with the articles, it is proposed that James Draper be re-elected as a director by shareholders.

Resolution 3: Appointment and Remuneration of Auditors

An ordinary resolution will be proposed to re-appoint haysmacintyre LLP as the Company's auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.

Resolution 4: Directors' Authority to Allot Shares

This resolution, which will be proposed as an ordinary resolution, seeks shareholder authority for the directors to allot shares. Under the provisions of section 551 of the Companies Act 2006, the directors are not permitted to allot shares unless authorised to do so by shareholders.

As the authority granted by shareholders at the General Meeting held on 28 May 2020 will expire at the end of the 2021 Annual General Meeting, the directors seek renewed authority to allot shares in the capital of the Company up to a maximum nominal amount of £2,500,000. This is intended to facilitate the raising of further funds to provide additional working capital in pursuit of the Company's strategy and provide the Company with equity securities which it can use to incentivise

employees and others or use as currency with appropriate counterparties. This power will last until the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this resolution is passed.

Resolution 5: Directors' Power to Disapply Pre-emption Rights

This resolution, which will be proposed as a special resolution, supplements the directors' authority to allot shares in the Company proposed by resolution 4.

Section 561 of the Companies Act 2006 requires a company proposing to allot equity securities (which includes selling shares held in treasury) to offer them first to existing shareholders in proportion to their existing shareholdings. The definition of "equity securities" includes ordinary shares but excludes shares issued under employee share schemes. If resolution 4 is passed, the requirement imposed by section 561 will not apply to allotments by the directors:

1. in connection with a rights (or similar) issue, where strict application of the pre-emption principles in section 561 could (for example) result in fractional entitlements to shares or require the issue of shares where this would be impractical or unlawful due to local legal or regulatory requirements applying to shareholders resident in overseas jurisdictions; and
2. allotments of shares for cash up to a total nominal value of £1,125,000 which will give the directors flexibility to take advantage of business opportunities as they arise.

As the authority granted by shareholders at the General Meeting held on 28 May 2020 will expire at the end of the 2021 Annual General Meeting, the directors seek to renew their authority. This authority will expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the date on which this resolution is passed except in so far as commitments to allot shares have been entered into before that date.

It is the present intention of the directors to seek a similar authority annually.

The directors believe that this resolution together with resolution 4 will provide the Company with the flexibility to take advantage of business opportunities as they may arise.

Action to be Taken

With regard to Coronavirus ("COVID-19") and its potential impact on the Annual General Meeting, we are asking Shareholders to comply with certain unprecedented measures. These recommendations are designed to retain participation by Shareholders in the business of the Annual General Meeting, while balancing health and safety considerations.

Due to the current measures imposed by the UK Government, in response to the COVID-19 outbreak, on meetings, you will not be permitted to attend the Annual General Meeting in person. Anyone seeking to attend the meeting in person (beyond the persons designated by the Board as being necessary to form a quorum, the Directors and key advisers) are likely to be refused entry. **Shareholders who wish to vote on the resolutions to be put to the Annual General Meeting should complete and submit a Form of Proxy. Shareholders should appoint the chair of the Annual General Meeting as their proxy (as it is likely that any other proxy will not be allowed to attend the Annual General Meeting unless it is for the purpose of forming the quorum).** In the event that the situation changes, the Board will inform shareholders of any change in these arrangements by way of a regulatory news service announcement.

For the reasons set out above, the vote on each of the resolutions to be put to the Annual General Meeting will be conducted on a poll. A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this letter. Accordingly shareholders are strongly advised to complete, sign and return their Form of Proxy in accordance with the instructions printed thereon

so as to be received by the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, not later than 11.00 a.m. on 20 April 2021. **In the current circumstances completion and return of a Form of Proxy is likely to be the only way your vote will be counted at the Annual General Meeting as, based on current guidance, you will be precluded from attending the Annual General Meeting in person.**

Recommendation

The directors of the Company consider that the proposals to be considered at the Annual General Meeting are in the best interests of the company and its shareholders as a whole and are most likely to promote the success of the Company and (save as aforesaid) the directors recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 12.6% of the issued ordinary shares.

Yours faithfully



Donald Stewart
Chairman

Bidstack Group Plc

(Incorporated in England and Wales with registered number 04466195)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Bidstack Group Plc (“the Company”) will be held at Plexal, 14 East Bay Lane, The Press Centre, Here East, Queen Elizabeth Olympic Park, Stratford, London, E20 3BS on 22 April 2021 at 11:00 a.m.

Due to the impact of COVID-19 related UK governmental guidance as it affects travel to and attendance at the annual general meeting in person, **you are strongly advised to complete, sign and return the enclosed form of proxy to the Company’s Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and, in any event, so as to be received by 11.00 a.m. on 20 April 2021. Completion and return of a form of proxy is likely to be the only way your vote will be counted at the annual General Meeting as, based on current UK government guidance, you will be precluded from travelling to and attending the General Meeting in person.** The vote on each of the resolutions to be put to the annual general meeting will be conducted on a poll. In the event that the situation changes, the Board will inform shareholders of any change in these arrangements by way of a regulatory news service announcement.

At the annual general meeting the following business will be transacted:

Ordinary Business

To consider, and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 31 December 2020.
2. To re-appoint James Draper as a Director of the Company who, pursuant to Article 24.1 of the Company’s Articles of Association, retires by rotation and, being eligible, offers himself for re-election.
3. To re-appoint haysmacintyre LLP as auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

To consider, and, if thought fit, pass the following Resolutions of which, Resolution 4 will be proposed as an Ordinary Resolution and Resolution 5 will be proposed as a Special Resolution:

4. THAT, in accordance with section 551 of the Companies Act 2006 (the “Act”), the Directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £2,500,000 provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the Company’s next annual general meeting, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act to the extent not utilised at the date it is passed.

5. THAT, subject to and conditional upon the passing of Resolution 4, in accordance with sections 570 and 571 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 4, as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) otherwise than in connection with sub-paragraph (a), up to an aggregate nominal amount of £1,125,000,

provided that this authority shall expire at the Company's next annual general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement.

By order of the Board
One Advisory Limited
Company Secretary

Registered office:
201 Temple Chambers,
3-7 Temple Avenue,
London
EC4Y 0DT

Dated: 30 March 2021

Notes

1. A member entitled to vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for your use if desired. To be valid, your proxy form and any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must reach the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours, excluding non-working days, before the time of holding of the meeting.
3. **Shareholders are strongly advised to appoint the chair of the meeting as their proxy as, under current COVID-19 related UK governmental guidance, public gatherings of more than two people are currently not permitted and any proxy (other than the chair of the meeting) will not be allowed to attend the meeting unless it is for the purpose of forming the quorum.**
4. **Shareholders should note that, due to the impact of current COVID-19 related UK governmental guidance as it affects travel to and attendance at the meeting in person, completion and return of a Form of Proxy is likely to be the only way shareholders will be able to exercise their right to vote at the meeting as they will be precluded from travelling to and attending the meeting in person.**
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register of members of the Company at 11.00 a.m. on 20 April 2021 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. 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).

7. You may appoint more than one proxy provided 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 should contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.
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. 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(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 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 the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to 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 Company's agent (ID 7RA11) by 11.00 a.m. on 20 April 2021. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. CREST members and, where applicable, their CREST sponsors or voting services provider(s) should note that EUI does not make available special procedures in EUI 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Except as provided above, members who have general queries about the meeting should contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the chairman's letter, the form of proxy and the Directors' letter and explanatory note in respect of electronic communications) to communicate with the Company for any purposes other than those expressly stated.
13. A copy of the Register of Directors' interests in shares in the Company and copies of the Directors' service contracts will be available for inspection at the registered office of the Company during business hours only on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this notice until the date of the meeting and at the place of the meeting for at least 15 minutes prior to and during the meeting.