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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately

NAHL Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

Letter from the Chair and notice of Annual General Meeting

Notice of the Annual General Meeting (AGM) of NAHL Group plc (the "Company") to be held on 25 June 2020 at 10:00 am is set out on pages 6 to 8 of this document.

On 23 March 2020 the UK Government introduced measures to limit the spread of Covid-19, including by prohibiting non-essential travel and public gatherings of more than two people subject to very limited exceptions. Whilst some limited restrictions were relaxed in England with effect from 13 May 2020, at the time of writing most restrictions on movement and the prohibition on public gatherings of more than two people remain in place. The safety, wellbeing and health of our shareholders and colleagues is our number one priority. Therefore, provided the restrictions on gatherings and the public health guidance remain unchanged, we will not be running the AGM in the same way as previous years. The AGM will instead be held as a closed meeting and shareholders will not therefore be able to attend in person. NAHL Group plc will facilitate the minimum quorum of two shareholders required to conduct the AGM's business and the AGM will be held in our offices at 1430 Montagu Court, Kettering, Kettering Parkway, NN15 6XR. Please note that any shareholders attempting to attend the AGM will be refused entry. Pending further developments, the Board:

1. strongly recommends shareholders to appoint a proxy and submit your voting instructions electronically in advance of the meeting at www.signalshares.com, or if preferred, appoint a proxy for the meeting using a hard copy form of proxy. Given the current restrictions on attendance, shareholders are encouraged to appoint the Chair of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting;
2. encourages you to submit any question that you would like to be answered on the formal business of the AGM at the meeting by sending it, together with your name as shown on the Company's register of members, to the following email address: investors@nahl.co.uk so that it is received by no later than 10:00 am on 23 June 2020;
3. will be providing a conference call link to enable shareholders to follow proceedings of the meeting. All shareholders are encouraged to use these facilities should they wish to follow the progress of the meeting. Any shareholders who wish to listen to the meeting by such means, should contact the Company Secretary by no later than 10:00 am on 23 June 2020 at investors@nahl.co.uk in order to request conference dial-in details. Please note that shareholders will not be able to use this facility to actively participate in the meeting by voting on the resolutions or asking questions and use of this facility will not constitute formal attendance at the meeting. It is therefore recommended that shareholders vote on

the resolutions by appointing a proxy electronically using Signal Shares and submit any questions prior to the meeting; and

4. will continue to closely monitor the Coronavirus situation and relevant UK Government guidance in the lead up to the meeting. If it becomes necessary or advisable to make changes to the current arrangements for the AGM, the Board will provide further updates and information about the meeting on the Company's website at www.nahl.co.uk/investors. Please ensure that you regularly check this page for updates.

The 2020 Notice of Meeting can be found below.

You will not receive a hard copy form of proxy for the 2020 AGM in the post. Instead, you will be able to appoint a proxy and register your voting instructions 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, which is detailed on your share certificate or available from our Registrars, Link Asset Services.

You may request a hard copy form of proxy directly from the Company's Registrars, Link Asset Services, by emailing shareholderenquiries@linkgroup.co.uk or by calling Tel: 0371 664 0300 (or +44 371 664 0300 if calling from outside the United Kingdom). Calls within the United Kingdom are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 am and 5:30 pm (UK time), Monday to Friday excluding public holidays in England and Wales.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of AGM set out in this document.

Whether made electronically or using a hard copy form of proxy, proxy appointments must be received no later than 10:00 am on Tuesday 23 June 2020.

A copy of this document is available at the Company's website at www.nahlgroupplc.co.uk. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

Letter from the Chair of the Company – NAHL Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

Directors

Caroline Brown (Non-Executive Chair)
John Russell Atkinson (Chief Executive Officer)
James David Saralis (Chief Financial Officer)
Gillian Dawn Celia Kent (Non-Executive Director)
Timothy John Mellor Aspinall (Non-Executive Director and Senior Independent Director)
Sally Ann Patricia Tilleray (Non-Executive Director)

Registered Office

1430 Montagu Court
Kettering Parkway
Kettering
Northamptonshire
NN15 6XR

27 May 2020

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding on 25 June 2020 at 10:00 am. The formal Notice of the AGM is set out on pages 6 to 8 of this document. The meeting will take place at 1430 Montagu Court, Kettering, Kettering Parkway, NN15 6XR at which the resolutions set out in brief below will be proposed.

Resolution 1, which will be proposed as an ordinary resolution, is to receive the annual report and accounts of the Company for the year ended 31 December 2019.

Resolution 2, which will be proposed as an ordinary resolution, is to approve the Directors’ remuneration report for the financial year ended 31 December 2019. You can find this report on pages 85 to 90 of the annual report and accounts for the year ended 31 December 2019. Please note that such approval is on an advisory basis only and therefore no entitlement to remuneration is conditional on the passing of this resolution.

Under article 90 of the Company’s articles of association, the Board may appoint a person to act as a Director, either to fill a vacancy or as an additional Director, but any Director so appointed is entitled to hold office only until the next following annual general meeting when he or she must retire from office and is eligible for appointment by shareholders.

Resolution 3, which will be proposed as an ordinary resolution, is to approve the appointment of Sally Tilleray as a Director. Sally Tilleray was appointed to the Board by the Directors with effect from 19 July 2019 and, in accordance with article 90 of the Company’s articles of association, having been appointed since the date of the last AGM will retire and offer herself for appointment by shareholders.

Brief biographical details for Sally Tilleray are set out below:

Sally Tilleray became a non-executive director on 19 July 2019 and is Chair of the Group’s Audit & Risk Committee, as well as sitting on the Remuneration and Nomination Committees. Sally founded her own consulting business and is currently chair of Cognito Media, an integrated communications consulting firm. She is also a non-executive director of Mind Gym plc, the AIM quoted behavioural science training and business improvement group.

In her executive career, Sally was previously joint Group Chief Operating Officer and Finance Director at Huntsworth plc, the international healthcare and communications firm, where she was responsible for the Group’s worldwide financial functions and day to day operations. Prior to this, she served as CFO Europe for Predictive Inc., a technology consulting business which listed on Nasdaq in 2000. She is a member of the Chartered Institute of Management Accountants.

With her significant experience, knowledge and expertise of the marketing services space and having served on the boards of a number of publicly listed companies, your Board believes that Sally will be a great asset to the Group as we make further progress with our transformation strategy to take advantage of the opportunities ahead. Accordingly the Board recommends her for appointment by shareholders.

Resolution 4, which will be proposed as an ordinary resolution, is to reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting of the Company.

Letter from the Chair of the Company – NAHL Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

Resolution 5, which will be proposed as an ordinary resolution, is to authorise the Directors of the Company to determine the remuneration of the auditors of the Company.

Resolution 6, which will be proposed as an ordinary resolution, is to renew the Directors' annual authority to allot securities in the Company up to a specified amount. The directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. Accordingly, this resolution will be proposed to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into shares (a) up to an aggregate nominal amount of £38,533.52 (reduced by allotments under part (b) of the resolution in excess of that amount) and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £77,067.04.

These amounts represent approximately 33.3 per cent and approximately 66.6 per cent respectively of the total issued ordinary share capital of the Company as at 26 May 2020, being the latest practicable date prior to publication of this document. If given, these authorities will expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021 (being the date occurring 15 months after the date of the resolution), whichever is the earlier.

As at 26 May 2020, being the latest practicable date prior to publication of this document, the Company does not hold any shares in treasury.

In total, this resolution will allow the directors to allot a maximum aggregate nominal amount equal to approximately two-thirds of the issued share capital of the Company. The Share Capital Management Guidelines published by The Investment Association consider this to be a routine authority. The Directors have no present intention of issuing any shares pursuant to this authority, other than in connection with share option schemes.

Resolution 7, which will be proposed as a special resolution, is to renew the Directors' annual authority to allot securities in the Company for cash without making an offer to shareholders. Under the Companies Act 2006, the directors require a power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their existing holdings. Accordingly, this resolution will be proposed to grant such a power. Apart from offers or invitations to shareholders in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £5,780.03 (being approximately 5 per cent of the Company's issued ordinary share capital as at 26 May 2020, being the latest practicable date prior to publication of this document). If given, this power will expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021 (being the date occurring 15 months after the date of the resolution), whichever is earlier.

Resolution 8, which will be proposed as a special resolution, is a further disapplication of pre-emption rights (in addition to that proposed to be granted by resolution 7) to be used only for the purposes of financing or refinancing transactions which the directors determine in each case to be an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue, and is being sought in line with the Pre-Emption Group's Statement of Principles 2015. The power will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal amount of £5,780.03 (being approximately 5 per cent of the Company's issued ordinary share capital as at 26 May 2020, being the latest practicable date prior to publication of this document). If given, this power will expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021 (being the date occurring 15 months after the date of the resolution), whichever is earlier.

Together with resolution 7 (if passed), this would give the directors the power to allot shares and/or sell treasury shares for cash of an aggregate nominal amount equal to up to 10 per cent of the issued share capital of the Company, on a non-pre-emptive basis.

There are no current plans to allot shares pursuant to the power under resolutions 7 or 8. However, the Directors consider this power to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions of the Pre-Emption Group's Statement of Principles 2015 and will not allot shares for cash on a non-pre-emptive basis in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within any rolling three-year period, without prior consultation with shareholders. This excludes any shares issued pursuant to resolution 8 (or any other general disapplication of pre-emption rights in connection with an acquisition or specified capital investment).

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Resolution 9, which will be proposed as a special resolution, is to authorise the Company to buy back its own shares. If passed, the resolution will give authority for the Company to purchase up to 4,624,022 of its ordinary shares representing 10 per cent of the Company's issued ordinary share capital as at 26 May 2020 (being the latest practicable date prior to publication of this document). The minimum price that could be paid for an ordinary share would be £0.0025, being the nominal value of an ordinary share. The maximum price, exclusive of any expenses, that could be paid for an ordinary share would be an amount equal to the higher of (i) 5 per cent over the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased, and (ii) the amount stipulated by regulatory technical standards adopted by the European Commission pursuant to article 5(6) of the Market Abuse Regulation, (EU) No 596/2014 (as amended) (the Market Abuse Regulation). This authority will expire on the earlier of 25 September 2021 and the conclusion of the Company's annual general meeting in 2021.

The Directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effects on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding on this course of action.

The Directors have no present intention of exercising this authority, if granted.

Proxy voting

You will not receive a hard copy form of proxy for the 2020 AGM in the post. Instead, you will be able to appoint a proxy and give your voting instructions 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 Registrars, Link Asset Services.

You may request a hard copy form of proxy directly from the Company's Registrars, Link Asset Services, on Tel: 0371 664 0300 (or +44 371 664 0300 if calling from outside the United Kingdom). Calls within the United Kingdom are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 am and 5:30 pm (UK time), Monday to Friday excluding public holidays in England and Wales.

Alternatively, you can request a hard copy proxy form by emailing shareholderenquiries@linkgroup.co.uk. Hard copy forms of proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's Registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Appointing a proxy in advance does not legally prevent a shareholder from attending and voting at the meeting in person. However, given the current UK Government measures to prevent the spread of Covid-19, we expect shareholders will not be able to attend the AGM and we ask shareholders to adhere to the current instructions to stay at home and instead to vote by proxy on the resolutions set out above as early as possible. As stated earlier, in the interests of safety, shareholders will not be permitted entry to the AGM.

All proxy appointments (whether electronically or in hard copy) must be received by no later than 10:00 am on Tuesday 23 June 2020 in order to be valid.

The Directors consider the matters set out in the resolutions listed above generally to be in the best interests of the Company and its shareholders as a whole and accordingly unanimously recommend shareholders to vote in favour of the resolutions to be proposed at the AGM as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Caroline Brown

Chair
NAHL Group plc

Notice of Annual General Meeting – NAHL Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of NAHL Group plc (the “Company”) will be held at 1430 Montagu Court, Kettering, Kettering Parkway, NN15 6XR at 10:00 am on 25 June 2020 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolutions 7 to 9 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the accounts of the Company for the financial year ended 31 December 2019 together with the report of the Directors, the strategic report, and the auditor’s report for the financial year.
2. To approve the Directors’ remuneration report for the financial year ended 31 December 2019.
3. To appoint Sally Tilleray as a Director of the Company.
4. To reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the next annual general meeting of the Company.
5. To authorise the Directors of the Company to determine the remuneration of the auditors of the Company.
6. That the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”), to exercise all of the powers of the Company to allot shares and to grant rights to subscribe for, or convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £38,533.52 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £77,067.04 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date of such allotment; and
 - (ii) holders of any other class of equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory or stock exchange in any territory or any other matter whatsoever.

Provided that all such authorities shall expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021, whichever is the earlier, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company but is without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

7. That, subject to the passing of resolution 6 set out in the notice of this Annual General Meeting, the Directors be empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment of equity securities and/or sale of treasury shares in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date of such allotment (and to holders of any other class of equity securities as required by the rights of those securities

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or as the Directors otherwise consider necessary), subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, treasury shares, record dates, legal or practical difficulties that may arise under the laws of any territory, the regulations or requirements of any regulatory authority or any stock exchange in any territory or any other matter whatsoever; and

- (b) the allotment of equity securities or sale of treasury shares, otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £5,780.03.

Provided that the power granted by this resolution shall expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021, whichever is the earlier, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

8. That, subject to the passing of resolution 6 set out in the notice of this Annual General Meeting and in addition to any power granted under resolution 7 set out in the notice of this Annual General Meeting, the Directors be empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 6 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £5,780.03, and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Provided that the power granted by this resolution shall expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021, whichever is the earlier, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

9. That the Company be and is hereby unconditionally and generally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares on such terms as the Directors may from time-to-time determine, provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 4,624,022 in aggregate (such representing 10 per cent of the Company's issued ordinary capital (excluding treasury shares) as at 26 May 2020);
- (b) the minimum price (exclusive of expenses) which may be paid for any such ordinary share is £0.0025 (such representing the nominal value of an ordinary share);
- (c) the maximum price (exclusive of any expenses) which may be paid for an ordinary share shall be an amount equal to the higher of:
- (i) 105 per cent of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List, for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

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(d) this authority shall, unless previously renewed, revoked or varied, expire at the conclusion of the annual general meeting of the Company in 2021 or on 25 September 2021, whichever is the first to occur, but the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry and a purchase of ordinary shares pursuant to any such contract may be made.

Dated: 27 May 2020

Registered Office:
1430 Montagu Court
Kettering Parkway
Kettering
Northamptonshire
NN15 6XR

By order of the Board

James Saralis
Company secretary

1. Only holders of ordinary shares in the capital of the Company are entitled to attend (via conference call only for 2020) and vote at this meeting.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at close of business on 23 June 2020 (being the day that is 2 working days before the time for holding the meeting) or, in the event that this meeting is adjourned, in the register of members as at close of business on the day two working days before the date of any adjourned meeting, shall be entitled to attend (via conference call only for 2020) and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after close of business on 23 June 2020 or, in the event that this meeting is adjourned, in the register of members after close of business on the day two working days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Given the exceptional circumstances with regards to the holding of the AGM this year, all shareholders are advised to nominate the Chair of the meeting as their proxy, rather than a named person who will not be permitted entry to the meeting.
4. Appointing a proxy in advance does not legally prevent a shareholder from attending and voting at the meeting in person. However, given the current UK Government measures to prevent the spread of Covid-19, in the interests of safety, shareholders will not be permitted to attend the AGM in person.
5. You can appoint a proxy and give your voting instructions:
 - by logging on to www.signalshares.com and following the instructions;
 - by requesting a hard copy form of proxy directly from the Company's Registrars, Link Asset Services, on Tel: 0371 664 0300 (or +44 371 664 0300 if calling from outside the United Kingdom), and then completing and returning it in accordance with the instructions printed on the form to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Calls to Link Asset Services from within the United Kingdom are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 am and 5:30 pm (UK time), Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 12 and 13 below.

In order for a proxy appointment to be a valid it must be received by the Company's Registrars by one of the methods described above by no later than 10:00 am on 23 June 2020 (or, in the event that this meeting is adjourned, by no later than 48 hours before the time of the adjourned meeting).
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. 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 Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
7. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Notes continued

8. To appoint a proxy using the hard copy form, your proxy form must be:
 - (i) completed and signed;
 - (ii) sent or delivered to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - (iii) received by Link Asset Services no later than 10:00 am on 23 June 2020 (being 48 hours before the time for the holding of the meeting), or, in the event that this meeting is adjourned, no later than 48 hours before the time of the adjourned meeting.
9. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
10. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
11. If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held at 10:00 am on 25 June 2020 and any adjournment(s) thereof by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. 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 Company's agent, Link Asset Services (CREST participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. CREST members, and where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
15. 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).
16. As at 26 May 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 46,240,222 ordinary shares of £0.0025 each, carrying one vote each. Therefore the total voting rights in the Company as at that date are 46,240,222.

Notes continued

17. You may not use any electronic address provided in this notice (or any related documents) to communicate with the Company for any purposes other than those expressly stated.
18. Despite these exceptional circumstances, the Board is very keen to maintain engagement with shareholders. In order to facilitate this, if you are a shareholder and would like to ask the directors a question in connection with the formal business of the meeting, you can do so by sending a question by email to investors@nahl.co.uk so as to arrive by 10:00 am on Tuesday 23 June 2020. The directors present at the meeting will endeavour to answer questions received as best they can, except where it would be undesirable in the interests of the Company or the good order of the AGM or where to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information.