

BraveBison

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold all of your shares in Brave Bison Group plc, please pass this document and the documents accompanying it to the purchaser or to the agent through whom the sale was effected for onward transmission to the purchaser.

Brave Bison Group plc

(Incorporated in England and Wales with registered number 8754680)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('**AGM**') of Brave Bison Group plc (the '**Company**') will be held on Wednesday 19 June 2019 at 11.00 a.m. at Radisson Blu Edwardian Kenilworth Hotel, 97 Great Russell St, Fitzrovia, London WC1B 3LB, to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

You have not received a hard copy form of proxy for the AGM in the post. Instead, you are able to vote electronically using the link www.signalshares.com or by CREST. 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 on Monday 17 June 2019 at 11.00 a.m.

ORDINARY RESOLUTIONS

1. THAT the accounts for the financial year ended 31 December 2018, together with the reports of the Directors and the auditors thereon be received and adopted.
2. THAT Kate Burns who, having been appointed since the last annual general meeting of the Company by the Board of Directors of the Company, is retiring in accordance with the Company's articles of association and, being eligible, is offering herself for reappointment, be reappointed as a Director of the Company.
3. THAT the resignation of Sir Robin Miller, a Director retiring by rotation in accordance with the Company's articles of association and, being eligible, is offering himself for reappointment, be reappointed as a Director of the Company.
4. THAT Grant Thornton UK LLP be reappointed as auditors of the Company from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid and that authorisation be given for the Directors to determine their remuneration.
5. THAT the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the '**CA 2006**'), which authority shall be in addition to all existing authorities of the Directors to allot relevant securities for the purposes of section 551 of the CA 2006, to exercise all the powers of the Company to:

- (a) allot shares in the Company and grant rights to subscribe for, or convert any security into, such shares (all of which transactions are hereafter referred to as an allotment of 'relevant securities') up to an aggregate nominal amount of £202,115.00; and
- (b) allot further equity securities (within the meaning of Section 560(1) of the CA 2006) up to an aggregate nominal amount of £202,115.00 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of the shareholders are as proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them, on a fixed record date (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or any stock exchange in any territory, in relation to fractional entitlements, or any other matter which the Directors consider merits any such exclusion or other arrangements), provided that, in each case, such authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require relevant securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

SPECIAL RESOLUTION

6. THAT, conditional only on the passing of resolution 5 above, the Directors be and are hereby empowered pursuant to section 570 CA 2006, which power shall be in addition to all existing powers of the Directors to allot equity securities for the purposes of sections 570 or 571 of the CA 2006, to allot equity securities (as defined in section 560 CA 2006) for cash pursuant to the authority conferred by resolution 5 above as if section 561 CA 2006 did not apply to any such allotment, provided that this authority shall:
- (a) be limited to:
 - (i) the allotment of equity securities pursuant to the authority conferred by paragraph 5(b) of resolution 5; and
 - (ii) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph 7(a)(i) above up to an aggregate maximum nominal amount of £60,634.00; and
 - (b) subject to the continuance of the authority conferred by resolution 5 above, expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company by special resolution) but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require equity securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot equity securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

By order of the Board of Directors of the Company

Vishal Jassal
Company Secretary
9 May 2019

Brave Bison Group plc
Third Floor
1 Neal Street
London
WC2H 9QL

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 17 June 2019. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
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 11.00 a.m. (UK time) on 19 June 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 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).
5. 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.
6. You can vote either:
 - By logging on to www.signalshares.com and following the instructions;
 - if you need help with voting online, please contact our Registrar, Link Asset Services (previously called Capita), on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at shareholderenquiries@linkgroup.co.uk.
 - 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 proxy must be completed. In each case the proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 11.00 a.m. on 17 June 2019

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
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 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.
10. 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 11.00 a.m. on 17 June 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.
11. 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

13. As at 9 May 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 9 May 2019 are 606,44,223.
14. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
15. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
16. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, on the day of the Meeting until the conclusion of the Meeting:
 - copies of the Directors' letters of appointment or service contracts.
17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.bravebison.io/investors/documents/

Explanation of the resolutions to be proposed at the Annual General Meeting

For the benefit of shareholders we provide the following notes concerning some of the resolutions to be placed before them at the Annual General Meeting:

(a) Resolution 1: Accounts and reports

For each financial period, the Directors are required to lay the audited accounts, the Directors' report and the auditors' report before the Company in general meeting.

(b) Resolutions 2 and 3: Reappointment of Directors

In accordance with article 30.2 of the Company's articles of association, any Director who has been appointed by the Board must stand for reappointment at the next annual general meeting after his or her appointment and, thereafter, at intervals of no more than three years. Consequently, Kate Burn, who was appointed by the Board since the last annual general meeting, is standing for reappointment. In addition, of the remaining two Directors, one third are required by the articles of association to retire by rotation at the Annual General Meeting. Consequently, Sir Robin Miller is retiring by rotation and standing for reappointment as a Director.

(c) Resolution 4: Reappointment of auditors

At each general meeting at which accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such meeting. Accordingly, resolution 5 seeks the reappointment of Grant Thornton UK LLP as the Company's auditors to serve until the next annual general meeting of the Company and, in accordance with normal practice, authorises the Directors to determine their remuneration.

(d) Resolutions 5 and 6: Directors' authority to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by the shareholders. The Directors also require additional authority from shareholders to allot shares or grant rights over shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. The authorities granted at the Company's Annual General Meeting held on 13 June 2018 are due to expire at the Company's Annual General Meeting in 2019 or on 12 September 2019, whichever is the earlier, and therefore require renewal. Resolutions 5 and 6, if passed, will continue to give the Directors flexibility to act in the best interests of the shareholders, when the opportunity arises, by issuing new shares. Resolution 5 will be proposed as an ordinary resolution to grant a new authority to allot unissued share capital up to an aggregate nominal value of £202,115.00, representing approximately one-third of the issued share capital of the Company as at 9 May 2019, and a further authority to allot an additional one-third of the issued share capital of the Company as at 9 May 2019 provided that such allotment is reserved for rights issues. Resolution 6 will be proposed as a special resolution to allot shares or grant rights over shares for cash and otherwise than to existing shareholders pro rata to their holdings. The authority will be limited to shares issued up to a maximum aggregate nominal value of £60,634.00, being 10% of the issued Ordinary Share capital. These two authorities, if given, will expire on the earlier of the conclusion of the next Annual General Meeting in 2020 or on the date which is 15 months after the relevant resolution is passed.