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# **DART GROUP PLC**

(incorporated in England and Wales with registered number 01295221)

## **NOTICE OF ANNUAL GENERAL MEETING 2019**

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Notice is hereby given that the 2019 Annual General Meeting of Dart Group plc (the "**Company**") will be held at 9:30am on 5 September 2019 at Buchanan Communications, 107 Cheapside, London, EC2V 6DN, to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 9 inclusive will be proposed as ordinary resolutions and Resolutions 10 to 12 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50 per cent of the votes cast are in favour and the proposed special resolutions will be passed if at least 75 per cent of the votes cast are in favour.

### Ordinary Business

To propose and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the reports of the Directors and the audited accounts of the Company for the financial year ended 31 March 2019, together with the report of the Auditors on those accounts;
2. To declare a final dividend for the financial year ended 31 March 2019 of 7.4 pence per ordinary share of 1.25 pence.
3. To elect Richard Green as a Director of the Company.
4. To re-elect Philip Hugh Meeson as a Director of the Company.
5. To re-elect Stephen Paul Heapy as a Director of the Company.
6. To re-elect Mark Aubrey Seymour Laurence as a Director of the Company.
7. To reappoint KPMG LLP as Auditor of the Company.
8. To authorise the Directors to fix the Auditor's remuneration.
9. **That**, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 ("**CA 2006**"), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into such shares in the Company ("**Allotment Rights**") up to an aggregate nominal amount of £619,965.

The authority hereby conferred on the Directors shall expire on 30 September 2020 or, if earlier, at the conclusion of the Company's 2020 Annual General Meeting, save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot such shares or grant such Allotment Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

### Special Business

To propose and, if thought fit, to pass the following resolutions as special resolutions:

10. **That**, subject to the passing of Resolution 9 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 of the Companies Act 2006 ("**CA 2006**"), to allot equity securities (as defined in section 560 CA 2006) for cash either pursuant to the authority conferred on them by Resolution 9 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall be limited to:
  - (a) the allotment of equity securities and sale of treasury shares for cash in connection with any rights issue, open offer or other pre-emptive offer which is open for acceptance for a period determined by the Directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to: (i) fractional entitlements; (ii) the issue, transfer and/or holding of any securities in certificated form or in uncertificated form; (iii) the use of one or more currencies for making payments in respect of such offer; (iv) any such shares or other securities being represented by depositary receipts; (v) treasury shares or (vi) any legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; or
  - (b) the allotment of equity securities for cash or the sale of treasury shares (otherwise than under paragraph (a) of this Resolution 10) up to an aggregate nominal amount of £92,995.

The authority hereby conferred shall expire on 30 September 2020 or, if earlier, at the conclusion of the Company's 2020 Annual General Meeting, save that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

11. That, subject to the passing of Resolution 9 above, the Directors be and they are hereby authorised, in addition to any authority granted under Resolution 10, pursuant to section 570 and section 573 of the Companies Act 2006 (“CA 2006”), to allot equity securities (as defined in section 560 CA 2006) for cash either pursuant to the authority conferred on them by Resolution 9 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £92,995; 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 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

and shall expire on 30 September 2020 or, if earlier, at the conclusion of the Company’s 2020 Annual General Meeting, save that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

12. **That** the Company be and is hereby generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (“CA 2006”), to make market purchases (as defined in section 693(4) CA 2006) of ordinary shares of 1.25 pence each in the capital of the Company (“**Ordinary Shares**”) on such terms and in such manner as the Directors shall determine from time to time, provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 14,879,167;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1.25 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105 per cent of the average of the middle market quotations of the Ordinary Shares (as derived from the AIM Appendix to the London Stock Exchange’s Daily Official List) for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased or, in the case of a tender offer, the terms of the tender offer are announced; and (ii) the amount equal to the higher price of the last independent trade of an Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire on 30 September 2020 or, if earlier, at the conclusion of the Company’s 2020 Annual General Meeting, unless previously revoked, varied, or renewed by the Company in a general meeting prior to such time; and
- (e) the Company may complete or conclude, in whole or in part, a purchase of Ordinary Shares after the expiry of this authority pursuant to a contract entered into before such expiry.

By Order of the Board



Ian Day  
Group Company Secretary

*Registered office:*  
Low Fare Finder House  
Leeds Bradford International Airport  
Leeds  
LS19 7TU  
29 July 2019

**Notes:**

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided on your proxy form. If you sign and return your proxy form with no name inserted in the space, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. 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 must complete a separate Form of Proxy for each proxy. Members can copy their original Form of Proxy.
4. The return of a completed proxy form does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. 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.
6. To be valid, any proxy form, or other instrument appointing a proxy, must be:
  - completed and signed;
  - sent or delivered to Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
  - received by Link Asset Services no later than 9:30am on 3 September 2019 (or, in the case of an adjournment, by the time 48 hours before the time appointed for the adjourned meeting (excluding non-working days)).
7. 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 shall be 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).
8. 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.
9. 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.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

11. You may not use any electronic address provided in your proxy form or this notice of AGM to communicate with the Company for any purposes other than those expressly stated.
12. Only those members entered on the register of members of the Company at the close of business on 3 September 2019 or, in the event that this meeting is adjourned, in the register of members as at the close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend 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 the close of business on 3 September 2019 or, in the event that this meeting is adjourned, in the register of members after the close of business on the day two 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.
13. 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.
14. Copies of the Directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.

## **EXPLANATORY NOTES**

### **ORDINARY BUSINESS**

The ordinary business to be proposed at the 2019 Annual General Meeting (the “AGM”) is set out in Resolutions 1 to 9 inclusive.

#### **Resolution 1 – Annual reports and accounts**

The Directors are required to present to shareholders at the AGM the Annual Report and Accounts for the financial period ended 31 March 2019 together with the Directors’ and Auditor’s reports on such accounts.

#### **Resolution 2 – Declaration of final dividend**

Members are being asked to approve a final dividend of 7.4 pence for each ordinary share of 1.25 pence in the capital of the Company in respect of the financial year ended 31 March 2019. If approved by the shareholders of the Company, the dividend will be paid on 25 October 2019 to all holders of ordinary shares on the register of members at the close of business on 20 September 2019.

#### **Resolutions 3 to 6 – Election and re-election of Directors**

The Company’s Articles of Association require that a Director appointed by the Board since the last Annual General Meeting must retire at the following Annual General Meeting and that other Directors must retire from office at the third Annual General Meeting following their previous re-election. Richard Green was appointed a Director since the last Annual General Meeting and will be retiring and offering himself for election at the 2019 Annual General Meeting. Philip Hugh Meeson, Stephen Paul Heapy and Mark Aubrey Seymour Laurence will be retiring and offering themselves for re-election at the 2019 Annual General Meeting. The Board of Directors consider that each of the Directors brings valuable skills and experience to the Board. Biographical details for each Director can be found on page 42 of the Annual Report.

#### **Resolutions 7 and 8 – Auditors**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting.

KPMG LLP have indicated their willingness to continue in office. Accordingly, Resolution 7 reappoints KPMG LLP as the Auditor of the Company and Resolution 8 authorises the Directors to fix their remuneration.

#### **Resolution 9 – Authority to allot ordinary shares**

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in a general meeting under section 551 Companies Act 2006 (“CA 2006”). Therefore, the Board is proposing to renew the general authority, last given at the Company’s 2018 Annual General Meeting, to allot ordinary shares in the Company representing one-third of the issued share capital of the Company as at 28 June 2019.

The Directors will have authority to allot up to 49,597,224 new ordinary shares, representing approximately one-third of the issued ordinary share capital of the Company as at 28 June 2019.

If given, this authority will expire on the earlier of the conclusion of the Company’s 2020 Annual General Meeting or on 30 September 2020. The Board has no present intention of exercising this authority and intends to seek its renewal at subsequent Annual General Meetings of the Company.

### **SPECIAL BUSINESS**

The special business to be proposed at the 2019 Annual General Meeting is set out in Resolutions 10 to 12.

#### **Resolutions 10 and 11 – Disapplication of statutory pre-emption provisions**

If the Board wishes to exercise the authority under Resolution 9 and offer shares (or sell treasury shares) for cash, the CA 2006 requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 10 would authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash (i) by way of a rights issue or by way of an open offer or other pre-emptive offer of securities otherwise than strictly pro rata (and on the basis that the Directors can make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems, such as fractional entitlements and foreign securities laws), or (ii) otherwise up to an aggregate nominal value of £92,995 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) on 28 June 2019, being the latest practicable date prior to the publication of this Notice. This Resolution 10 is in line with the Pre-Emption Group’s Statement of Principles for the Disapplication of Pre-Emption Rights.

The Directors are seeking further authority under Resolution 11 to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £92,995 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) on 28 June 2019, being the latest practicable date prior to the publication of this Notice. This is in addition to the 5 per cent referred to in Resolution 10.

This extra authority is being sought in accordance with the Pre-Emption Group's 2015 Statement of Principles. The Statement of Principles permits disapplication authorities of up to 10 per cent of issued ordinary share capital in total to be sought provided the extra 5 per cent is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The Directors confirm that they would intend to use the authority sought in Resolution 11 only in connection with such 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.

If given, the authorities given in Resolution 10 and 11 will expire at the conclusion of the next Annual General Meeting in 2020 or on 30 September 2020, if earlier. The Directors intend to renew such powers at successive Annual General Meetings in accordance with current best practice.

### **Resolution 12 – Authority for the Company to purchase its own shares**

Resolution 12 seeks shareholders' authority for the Company to make market purchases of its own ordinary shares. The Directors have no present intention of exercising this authority, but would wish to have the flexibility to do so in the future. Purchases of the Company's own ordinary shares would only be made through AIM. Any ordinary shares purchased would be cancelled (in which case the number of ordinary shares in issue would thereby be reduced) or held in treasury. The Directors will only exercise the authority to make purchases of ordinary shares granted by this resolution if they believe that to do so would result in an improvement in earnings per share and/or is in the best interests of the shareholders generally.

The maximum number of ordinary shares which may be purchased is 14,879,167, representing approximately 10 per cent of the issued ordinary share capital of the Company as at 28 June 2019. If given, the authority will expire on the earlier of the conclusion of the Company's 2020 Annual General Meeting or on 30 September 2020. The minimum price that could be paid for an ordinary share would be 1.25 pence and the maximum price would be equal to 105 per cent of the average of the middle market quotations for an ordinary share, as derived from the AIM Appendix to the London Stock Exchange Daily Official List (as applicable at the time the proposed purchase is to be contracted) for the five business days immediately preceding the day on which the share is contracted to be purchased, in each case excluding expenses. The Directors expect that, if the authority were to be exercised, the consideration for such purchases would be contributed by utilising the distributable reserves of the Company.

The CA 2006 permits the Company to purchase its own shares and, rather than cancel those shares, to hold them as treasury shares, in which case they would carry no voting rights and no entitlement to any dividend for as long as they are held as treasury shares.

The Directors also intend to seek renewal of this authority at future Annual General Meetings.

As at 28 June 2019, options over a total of 450,607 ordinary shares were outstanding and not exercised. That number of ordinary shares represents approximately 0.30 per cent of the Company's issued ordinary share capital as at the same date. It would represent approximately 0.34 per cent of the issued ordinary share capital if the authority to purchase the Company's own ordinary shares conferred by Resolution 12 had been exercised in full at that date.

