

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action you should take you should immediately seek your own personal advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you sell or transfer, or have sold or transferred, all of your Ordinary Shares in the Company, this document and the enclosed Form of Proxy should be passed as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent or person through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you sell or transfer, or have sold or transferred, any part of your Ordinary Shares in the Company, you should retain these documents.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out on pages 6 to 12 of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

IMAGINATIK PLC

(incorporated and registered in England and Wales with registered number 03936915)

Proposed disposal of business,

Change of name

and

Notice of General Meeting

The Directors, whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Notice convening a General Meeting of the Company, to be held at the offices of the Company's solicitors, Marriott Harrison LLP, at 9.15 a.m. on Monday 28 January 2019 at 11 Staple Inn, London WC1V 7QH, is set out at the end of this document.

The action to be taken by Shareholders in respect of the General Meeting is set out on pages 11 to 12 of this document. The Form of Proxy for use at the General Meeting accompanies this document. If you hold your Ordinary Shares in certificated form, whether or not you plan to attend the General Meeting, you are encouraged to complete the Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, by no later than 9.15 a.m. on Thursday 24 January 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy will not prevent you from attending and voting at the meeting in person should you wish to do so.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (ID 7RA11) by no later than 9.15 a.m. on Thursday 24 January 2019 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Alternatively, you can submit your proxy appointments electronically at www.sharegateway.co.uk by following the authentication requirements on the website. Electronic proxy appointments must be received by 9.15 a.m. on Thursday 24 January 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) from the Company's registered office from the date of this document until the date of the General Meeting. A copy of this document will also be available from the Company's website, www.imaginatik.com

Cautionary note regarding forward-looking statements

This document contains a number of "forward-looking statements". Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or in each case, their negative, or similar expressions identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Shareholders should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this document. Except as required by the FCA, the London Stock Exchange or applicable law (including as may be required by the AIM Rules), the Company and the Directors expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Circular to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

TABLE OF CONTENTS

	<i>Page</i>
Expected timetable of principal events	3
Definitions	4
Part 1 – Letter from the Chairman	6
Notice of General Meeting	13

Accompanying Document

Form of Proxy

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This Circular and Form of Proxy posted to Shareholders	10 January 2019
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	9.15 a.m. on 24 January 2019
General Meeting	9.15 a.m. on 28 January 2019
Anticipated date of completion of Disposal	28 January 2019

Notes:

Future times and dates are indicative only and are subject to change by the Company, in which event details of the new times and dates will be notified to Shareholders through a regulatory information service. The timetable above assumes that the Resolutions are passed at the General Meeting.

References to times in this document are to London time.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

"AIM"	AIM, a market operated by the London Stock Exchange plc
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange, as amended
"Board" or "Directors"	the directors of the Company, whose names are set out on page 6 of this document
"Change of Name"	the proposed change of name of the Company to Abal Group plc, further details of which are set out in paragraph 9 of Part I (<i>Letter from the Chairman</i>)
"Circular"	this document dated 10 January 2019
"Company"	Imaginatik Plc, a company incorporated in England and Wales (registered number 03936915) having its registered office at 27/28 Eastcastle Street, London W1W 8DH
"Completion"	completion of the Disposal under the Disposal Agreement
"CREST"	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK & Ireland is the operator
"Disposal"	the proposed disposal of the Company's innovation consulting and software business and certain assets to the Purchaser pursuant to the Disposal Agreement
"Disposal Agreement"	the asset purchase agreement among the Company, the Purchaser and Planbox Inc. (as parent guarantor) dated 9 January 2019 relating to the Disposal
"Disposal Assets"	the business and certain assets to be disposed of by the Company under the Disposal Agreement, as more fully described in paragraph 6 of Part 1 of this document
"FCA"	the Financial Conduct Authority
"Form of Proxy"	the form of proxy for use by Shareholders at the General Meeting
"FSMA"	Financial Services and Markets Act 2000, as amended
"General Meeting" or "Meeting"	the General Meeting of the Company convened for 9.15 a.m. on 28 January 2019 to approve the Resolutions, or any adjournment of it
"London Stock Exchange"	London Stock Exchange plc
"Notice"	the notice of the General Meeting set out at the end of this document
"Ordinary Shares"	the ordinary shares of 0.002p each in the capital of the Company

"Purchaser"	Planbox Limited (company number 11725320)
"Resolutions"	the resolutions as set out in the Notice
"Shareholders"	the holders from time to time of Ordinary Shares in the Company
"UK"	the United Kingdom of Great Britain and Northern Ireland
"\$"	currency of the United States of America

PART 1

LETTER FROM THE CHAIRMAN

IMAGINATIK PLC

(incorporated and registered in England and Wales with registered number 03936915)

Directors:

Simon Charles
Angus Forrest
Shawn Taylor
John Treacy

Registered office:

27/28 Eastcastle Street
London
W1W 8DH

To Shareholders and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

PROPOSED DISPOSAL, CHANGE OF NAME AND NOTICE OF GENERAL MEETING

1. Introduction

Earlier today, 10 January 2019, the Company announced that it had entered into an agreement to sell the business and certain assets of Imaginatik, including its name, associated domains and trademarks and its trading assets, (being the whole business of the Company), for an initial cash consideration of \$1.7 million payable on Completion and up to a further \$0.8 million depending on the satisfaction of certain conditions, to the Purchaser. The Disposal is conditional upon, amongst other things, approval by Shareholders and is expected to complete in January 2019. As explained further below, in accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company and is therefore conditional on Shareholders' approval at a General Meeting of the Company being convened for 9.15 a.m. on 28 January 2019.

The purpose of this document is to provide you with information about and background to and reasons for the Disposal and to explain why your Board believes the Disposal is in the best interests of the Company and Shareholders as a whole. In addition, this document contains a notice convening a General Meeting of the Company at which Shareholders' approval of the Resolutions necessary to implement the Disposal will be sought.

You will find set out at the end of this document, a notice of General Meeting which has been convened for 9.15 a.m. on 28 January 2019 at which the Resolutions to approve the Disposal and change the Company's name will be put to Shareholders. **It is important that you complete, sign and return the Form of Proxy for use at the General Meeting enclosed with this document or, if you are a CREST member, you appoint a proxy using the CREST electronic appointment service whether or not you intend to attend the meeting.**

2. Information on the Company and current trading

The Company is a provider of innovation enablement services to a number of large enterprises, offering both consultancy and technology to enable the implementation and systemization of innovation processes within and throughout the business.

For the full year to 31 March 2018, the Company reported revenues of £3.7 million and a loss before tax of £1.4 million. For the half year to 30 September 2018 it reported revenues of £1.4 million and a loss before tax of £0.6 million.

Further to the announcement issued by the Company on 3 December 2018, the Company continues to trade in line with its internal forecasts. The Directors are continuing to implement a programme of reducing the Company's costs of operations whilst increasing revenues.

3. Background to, and reasons for, the Disposal

The Company was admitted to trading on AIM in December 2006 having raised £2.1 million (gross) with a market capitalisation of £8.7 million. Since admission, the Company has not made a profit. The market capitalisation of the Company as at the close of business on 9 January 2019 (being the last practicable date prior to the publication of this document) was £1.7 million.

In February 2018, the Company announced a strategic review of its operations, which the Directors hoped would generate proposals to acquire the Company. Whilst discussions were held with certain interested parties, those discussions came to nothing.

In 2018 the Company required continuing injections of capital in order to enable it to continue to trade. In 2018 it has raised equity capital of over £1.0m and undertook conversions of debt into equity amounting to £0.1m.

In June 2018, new management joined the Company and embarked on an immediate review of the Company's business and operations, which resulted in a cost reduction programme. Steps have been taken to build sales but this takes time and money. Whilst sales are now increasing the Directors believe that a substantive growth in the Company's revenue is likely to take time and is uncertain, so any increase in fundamental shareholder value is likely to be modest for some time. In addition, the Directors cannot be certain that the Company will not require further financial support to continue its operations.

Several expressions of interest were received in the second half of 2018 and the Board concluded that the best and most certain outcome for Shareholders was from Planbox Inc. and that it was in Shareholders' interests to accept the offer from the Purchaser and to sell the Company's core operating business and assets for cash.

Accordingly, the Company has accepted, subject to Shareholders' approval, an offer from the Purchaser to acquire all of the Company's business and assets (except certain cash at bank and other immaterial assets) which do not relate to its ongoing status as a public company on AIM. On 10 January 2019 the Company announced that it had entered into the Disposal Agreement conditional only on the approval of the Disposal by Shareholders and their being no material adverse effect between the date of the Disposal Agreement and Completion.

In addition, the Directors believe that the Disposal provides the following benefits:

- the total consideration of \$2.5 million is in excess of the market capitalisation of the Company as at the close of business on 9 January 2019 (being the last practicable date prior to the publication of this document) being £1.7 million;
- the total consideration of \$2.5 million is in excess of the estimated book value of the assets being disposed of which is approximately £2.0 million;

- the business under new ownership will have greater scale, a larger market presence and access to greater resources which should be to the benefit of its employees, customers and suppliers; and
- for shareholders it eliminates the risks of the business and allows the funds to be redeployed in businesses with stronger growth prospects.

As such, the Board considers that the Disposal is in the best interests of the Company and Shareholders as a whole.

4. Risk factors

Shareholders should carefully consider all of the information in this Circular including the risks below. The Board has identified these risks as material risks, but additional risks and uncertainties not presently known to the Board, or that the Board consider immaterial, may also adversely affect the Company. If any or a combination of the following risks materialise, the Company's business, financial condition and/or performance could be materially adversely affected. In any such case the market price of the Ordinary Shares could decline. The following risk factors should not be considered in any order of priority. The Company's future performance might be affected by changes in market conditions and legal, regulatory and tax requirements.

Trading

Should the sale of the business and assets not be approved at the General Meeting the Company will continue to trade. If the Company's sales do not continue to grow, the Company may have to seek additional funding to finance its working capital requirements. There can be no guarantee that such funds would be available to the Company nor that such funds would be available on terms which would not result in a further substantial dilution of Shareholders' interests.

AIM Rule 15 Deadlines

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company would cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets. Following completion of the Disposal therefore, the Company will become an AIM Rule 15 cash shell and as such will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before the date falling six months from completion of the Disposal or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million) failing which, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified. Any failure therefore in completing an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) will result in the cancellation of the Company's Ordinary Shares from trading on AIM.

Identifying a suitable target

The Company will be dependent upon the ability of the Board to identify suitable acquisition targets. As at the date hereof, the Directors have not identified any investment opportunities which they have resolved to pursue. There is no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price, or

at all, as a consequence of which resources might have been expended fruitlessly on investigative work and due diligence.

Market conditions

Market conditions may have a negative impact on the Company's ability to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14. There is no guarantee that the Company will be successful meeting the AIM Rule 15 deadline as described above.

Costs associated with potential acquisition or acquisitions

The Company expects to incur certain third party costs associated with the sourcing of suitable acquisition or acquisitions. The Company can give no assurance as to the level of such costs, and given that there can be no guarantee that negotiations to acquire any given target business will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

5. Information on the Disposal

The business and assets of the Company, with the exception of the ongoing contracts which relate to its status as a public company on AIM and some cash at bank and other immaterial assets, are to be disposed of as part of the Disposal. The Disposal will also involve the transfer of most Imaginatik employees to the Purchaser on the same terms and conditions under which they are currently engaged, save in respect of Mr Forrest and Mr Taylor.

Simon Charles, John Treacy and Angus Forrest will remain as directors of the Company following Completion. Mr Taylor will step down from the Board at Completion.

6. Principal terms of the Disposal

The Company has entered into the Disposal Agreement with the Purchaser under which the Purchaser has agreed to acquire the Company's business and assets (save for certain cash at bank and other immaterial assets) in relation to its operating business of innovation consulting and technology services, including the right to the name "Imaginatik". The principal terms of the Disposal are as follows:

- the Purchaser will purchase the operating business and assets (save for certain cash at bank and other assets mainly required for compliance purposes) of the Company;
- the Disposal is conditional upon the approval of Shareholders and no material adverse effect having occurred prior to Completion. If these conditions are not satisfied on or before 28 January 2019, the agreement may be terminated and the Disposal may not be completed;
- the consideration payable by the Purchaser in respect of the Disposal is a total of \$1.7 million payable in full in cash on Completion and with the release of an additional \$0.25 million if certain customers sign contracts before 31 March 2019; and a maximum holdback amount of \$0.37 million payable in full on 1 August 2019 if not less than 90 per cent. (by value) of the Company's account receivables as at Completion have been paid to the Purchaser by 31 March 2019. If by 30 June 2019, more than 70 per cent. but less than 90 per cent. of the account receivables have been paid then \$0.18 million of the holdback amount will be paid on 1 August 2019 and the holdback amount will be reduced by \$0.18 million. If less than 70 per cent. of the account receivables have been paid to the Purchaser by 30 June 2019 then

no payment will be due and the holdback amount will be reduced by \$0.37 million. An additional earn out payment of \$0.3 million will be paid by 1 August 2019 (or, if earlier, as soon as possible following the satisfaction of the earn out conditions) conditional on the cumulative earnings before interest and taxes of the business transferred for the six months to 30 June 2019 being equal to or exceeding £0.2 million and the Purchaser not having had to finance the business. The post completion consideration is capped at \$0.8 million;

- most Imaginatik employees will have their employment transferred to the Purchaser on the same terms and conditions under which they are currently employed;
- under the terms of the Disposal Agreement, the Company has given certain customary warranties and certain indemnities in favour of the Purchaser. On completion of the Disposal, the Company's total liability for breaches of any warranties and for claims under the indemnities under the Disposal Agreement will be capped at such amount of the purchase price as it shall have received;
- under the terms of the Disposal Agreement, Planbox Inc., acting as guarantor, guarantees performance of the Purchaser's obligations under the Disposal Agreement.

Completion of the Disposal is conditional upon the passing of Resolution 1 at the General Meeting.

7. Information on the Purchaser

The Purchaser is a special purpose vehicle established by Planbox Inc. for the purposes of acquiring the Disposal.

Planbox Inc. provides cloud-based AI-powered agile work innovation software solutions. It seeks to help organisations thrive by transforming the culture of agile work, continuous innovation and creativity across the entire organisation. Its range of products include collaborative innovation management applications. Planbox Inc. sells its innovation services into companies such as Bridgestone, CGI, Nestlé, Sempra Energy, Starbucks, Stanford, Philips, The Salvation Army and Verizon with many internal and external users.

8. Financial effects of the Disposal and use of proceeds

The net cash proceeds arising from the Disposal are expected to be approximately £1.4 million and will primarily be utilised first to extinguish the Company's liabilities. Net of these liabilities the Company is expected to have a free cash balance of approximately £1.0 million on Completion.

It is anticipated that the cash to be received by the Company will be used to acquire another business(es) or company which the Directors believe will deliver greater returns for investors.

9. Change of Name

To reflect the new direction of the Company, the Board is proposing to change the name of the Company. Under the Companies Act 2006, a change of name requires the passing of a special resolution of Shareholders at a general meeting. Therefore a special resolution will be put to the General Meeting to approve the change of the Company's name to:

"Abal Group plc"

The change of name will become effective once the Registrar of Companies has issued a new certificate of incorporation on the change of name. This is expected to occur on or around 29 January 2019. The tradeable instrument display mnemonic ("TIDM") of the Company is expected to change to AIM: ABAL effective from 7.00 a.m. on 30 January 2019.

10. General Meeting

You will find set out at the end of this document a Notice convening the General Meeting at the offices of Marriott Harrison LLP, 11 Staple Inn, London WC1V 7QH at 9.15 a.m. on 28 January 2019 for the purpose of considering and, if thought fit, passing the Resolutions.

Resolution 1:

That the Disposal in accordance with the terms of the Disposal Agreement be approved. The Disposal is conditional upon, amongst other things, the approval of Shareholders and will not proceed without such approval.

Resolution 2:

That, conditional on Completion, the registered name of the Company be changed to Abal Group plc.

Resolution 1 will be proposed as an ordinary resolution and to be passed requires a simple majority of Shareholders voting. Resolution 2, which is conditional on Completion, is a special resolution and to be passed requires a majority of not less than three quarters of Shareholders voting.

11. Action to be taken by Shareholders

A Form of Proxy for use at the General Meeting accompanies this document. To be valid, a Form of Proxy must be completed and signed in accordance with the instructions thereon and returned 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 no later than 9.15 a.m. on 24 January 2019.

If you are a CREST member, you can appoint proxies by using the CREST electronic proxy appointment service by not later than 9.15 a.m. on 24 January 2019.

The completion and return of a Form of Proxy (or the submission of any CREST proxy appointment) will not prevent Shareholders who are entitled to vote from attending and voting in person at the General Meeting if they so wish. Further details relating to voting by proxy are set out in the notes of the Notice and in the Form of Proxy.

12. Documents available

Copies of this document will be available to the public, free of charge, at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until the date of the General Meeting.

This document is also available on the Company's website, www.imaginatik.com. Except to the extent expressly stated in this document, information on that website, any website mentioned in this document or any website directly or indirectly linked to those

websites has not been verified and does not form part of this document and Shareholders should not rely on it.

13. Recommendation

The Board considers that the Disposal and change of name of the Company is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of the Ordinary Shares which they control.

Yours faithfully

Simon Charles

Non-Executive Chairman

Imaginatik plc

**NOTICE OF GENERAL MEETING
IMAGINATIK PLC**

*(incorporated and registered in England and Wales with registered number 03936915)
(the "Company")*

NOTICE IS HEREBY GIVEN that a general meeting of the Company (the "**General Meeting**") will be held at the offices of the Company's solicitors at Marriott Harrison LLP, 11 Staple Inn, London WC1V 7QH on 28 January 2019 at 9.15 a.m. for the purposes of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTION

1. **THAT**, for the purposes of Rule 15 of the AIM Rules for Companies published by the London Stock Exchange plc, the Disposal (as defined in the circular to the Company's members dated 10 January 2019 of which the notice convening this meeting forms part (the "**Circular**")), on the terms and subject to the conditions of the Disposal Agreement (as defined in the Circular), be and is hereby approved and that the board of directors of the Company (or a duly constituted committee of the board) be and is hereby authorised to take such steps as they in their absolute discretion, consider necessary or desirable to effect the same and agree such variations and amendments to the Disposal Agreement (as defined in the Circular) as the Directors (or a duly constituted committee of the board) may in their absolute discretion consider necessary or desirable provided that such variations or amendments are not material and the Directors (or a duly constituted committee of the board) be and they are hereby authorised to do all things which they, in their absolute discretion, consider to be necessary or desirable to implement and give effect to or otherwise in connection with the Disposal (as defined in the Circular) and any matter incidental to the Disposal.

SPECIAL RESOLUTION

2. **THAT**, conditional on the completion of the Disposal (as defined in the Circular), the registered name of the Company be changed to Abal Group plc.

By order of the Board

Shawn Taylor
Director

10 January 2019

Registered Office
27/28 Eastcastle Street
London W1W 8DH

Notes:

1. A member entitled to attend and vote at the General Meeting convened by the above Notice of General Meeting is entitled to appoint a proxy or proxies to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy enclosed with this Notice of General Meeting. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
2. 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. If a voting indication is given, your proxy will be legally obliged to vote in accordance with that indication. 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.
3. If you wish to attend the Meeting in person, please arrive at the venue for the Meeting by 9.00 a.m. Please bring the attendance card attached to the Form of Proxy which accompanies this Notice of Meeting with you to the Meeting, to enable the Company to register your attendance. Shareholders who have queries regarding special access or other requirements should contact the Company Secretary by post at the Company's registered office noted above or by phone on +44 (0)1329 243 257.
4. To appoint a proxy or proxies you may:
 - 4.1 use the Form of Proxy enclosed with this Notice of General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the same, must be received by post or (during normal business hours only) by hand at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, in each case no later than 9.15 a.m. on 24 January 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting); or
 - 4.2 submit your proxy electronically at www.sharegateway.co.uk by completing the authentication requirements on the website so as to be received by 9.15 a.m. on 24 January 2019 (or, in the case of an adjourned meeting, not less than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of a day which is not a business day). Holders of ordinary shares will need to use their personal proxy registration code, which is printed on the Form of Proxy, to validate the submission of their proxy online. Should the Form of Proxy be completed electronically and a hard copy then posted, the Form of Proxy that arrives last will be counted to the exclusion of instructions received earlier, whether electronically or posted; or
 - 4.3 if you hold your Ordinary Shares in uncertificated form, use the CREST electronic proxy appointment service as described in note 9 below.

5. A Form of Proxy which may be used to make such an appointment and give proxy instructions accompanies this Notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars +44 (0)121 585 1131 (lines are open 9.00 a.m. to 5.00 p.m. (UK time) Monday to Friday). Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of Ordinary Shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions that are proposed. You should send all pages to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.
6. 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.
7. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") you may, under an agreement between you and the member of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the Meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may have a right to give instructions to the member who has appointed you as to the exercise of voting rights. Nominated Persons are advised to contact the member who nominated them for further information on this.
8. If you are a Nominated Person, the statements of the rights of members in relation to the appointment of proxies in notes 1 to 6 above do not apply. The rights described in these notes can only be exercised by registered members of the Company.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the General Meeting 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(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 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, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID 7RA11), by 9.15 a.m. on 24 January 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
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 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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 (as amended).
13. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
14. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
15. Any member or his proxy attending the General Meeting has the right to ask any question at the General Meeting relating to the business of the General Meeting. The Company must cause to be answered any such question relating to the business 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. Pursuant to section 360B of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.00 p.m. on 24 January 2019 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned General Meeting is 9.15 a.m. on the day falling two days prior to the date fixed for the adjourned General Meeting (excluding any part of a day that is not a business day). Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
17. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
18. As at close of business on 9 January 2019 (being the last business day prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 92,783,006 Ordinary Shares, carrying one vote each. Therefore, the total

voting rights in the Company as at 9 January 2019 are 92,783,006. The Company does not currently hold any Ordinary Shares as treasury shares.

19. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.imaginatik.com.
20. **You may not use any electronic address provided in this Notice or in any related documents (including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.**
21. Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the Shareholder rights you exercise.