

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you have sold or otherwise transferred, or you sell or transfer before close of business, on Tuesday 20<sup>th</sup> September 2016, all of your Ordinary Shares, please forward this document (but not the enclosed personalised Form of Proxy) as soon as possible 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. However, such documents should not be distributed, forwarded or transmitted in or into any jurisdiction in which such an act would constitute a breach of the relevant laws of such jurisdiction.



**IMIMOBILE PLC**

*(incorporated in England and Wales under registered number : 08802718)*

### **Notice of Annual General Meeting**

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Notice of the Annual General Meeting of IMImobile, to be held at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR and convened for 11.00 a.m. on Wednesday 21<sup>st</sup> September 2016 is set out at the end of this document. This document should be read as a whole. Your attention is drawn to the letter from the Chairman of IMImobile which recommends that you vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of the Form of Proxy or CREST Proxy Instruction 11.00 a.m. on Monday 19<sup>th</sup> September 2016

Annual General Meeting 11.00 a.m. on Wednesday 21<sup>st</sup> September 2016

### Notes:

1. References to times in this document are to London times. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a Regulatory Information Service.

## LETTER FROM THE CHAIRMAN

IMImobile PLC  
Tempus Court  
Bellfield Road  
High Wycombe  
Buckinghamshire  
HP13 5HA

Directors:  
Charles John Allwood ( Non-Executive Chairman)  
Viswanatha Alluri (Non-Executive Director)  
Shyamprasad Subramanya Bhat  
Simon Blagden (Non-Executive Director)  
Michael Jefferies  
Jayesh Patel

17<sup>th</sup> August 2016

*To Shareholders*

Dear Shareholder

### **Notice of Annual General Meeting**

I am writing to give you details of the proposed resolutions to be considered at the Company's forthcoming Annual General Meeting to be held on Wednesday 21<sup>st</sup> September 2016 at 11.00 a.m. at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR.

The Annual General Meeting has been convened in order to consider and vote on each of the resolutions set out below (Resolutions). Shareholders will find enclosed a Form of Proxy for use in respect of the Annual General Meeting.

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and will be passed if at least 50 per cent. of the votes cast (whether in person or by proxy) are in favour. Resolutions 7 and 8 will be proposed as special resolutions and will be passed if at least 75 per cent. of the votes cast (whether in person or by proxy) are in favour.

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

The Chairman will present the annual report and accounts for the year ended 31 March 2016 ("**Annual Report**") to the meeting. These accounts are available on the Company's website and have been sent along with this notice to Shareholders who have opted out of the electronic communications regime.

#### ***Resolution 2 & 3 – Director appointments***

Resolutions 2 & 3 deals with the reappointment of certain directors, being Jayesh Patel and Shyamprasad Subramanya Bhat. Biographies of each of the Directors' seeking reappointment can be found on the Company's website. The Board has confirmed, following a performance review that all Directors standing for reappointment continue to perform effectively and demonstrate commitment to their role. The existing service agreements and letters of appointment, as applicable, will continue to take effect.

#### ***Resolutions 4 and 5 – Re-appointment of auditors***

Resolution 4 relates to the re-appointment of Deloitte LLP as the Company's auditors to hold office until the next AGM of the Company and Resolution 5 authorises the directors to set their remuneration, which will be on similar terms and rates to those for the previous year.

#### ***Resolution 6 – Allotment of share capital***

The Board considers it appropriate that authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £1,641,679.40 representing approximately 33.3 per cent. of the Company's issued ordinary share capital (excluding B shares ) as at 17<sup>th</sup> August 2016 (the latest practicable date before publication of this document) during the period up to the conclusion of the next AGM in 2017.

### ***Resolution 7 – Disapplication of statutory pre-emption rights***

Resolution 7 will empower the Directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- in connection with a rights issue or other pro-rata offer to existing Shareholders; and
- (otherwise than in connection with a rights issue or other pro rata offer) up to a maximum nominal value of £492,996.80, representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 17<sup>th</sup> August 2016 (the latest practicable date before publication of this document).

The Directors will use this authority in circumstances where they consider it to be in the best interests of the Company to issue shares for cash other than to existing Shareholders.

### ***Resolution 8 – Authority to purchase own shares***

Resolution 8 gives the Company authority to make market purchases of up to 4,929,968 Ordinary Shares, representing 10 per cent of the Company's issued ordinary share capital (excluding B shares) as at 17<sup>th</sup> August 2016 (the latest practicable date before publication of this document). The Resolution sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM in 2017.

The relevant authority will be exercised only if the Directors believe that to do so would be in the interests of Shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

### **Action to be taken**

**A Form of Proxy for use in connection with the Annual General Meeting is enclosed. Whether or not Shareholders intend to be present at the Annual General Meeting, they are requested to complete and sign the accompanying Form of Proxy and return it, in accordance with the instructions printed on it, by post (during normal business hours only) or by hand to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU to arrive as soon as possible and, in any event, by no later than 11.00 a.m. on Monday 19<sup>th</sup> September 2016. Shareholders who hold their Ordinary Shares in CREST may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Registrars (RA10) so that it is received by no later than 11.00a.m. on Monday 19<sup>th</sup> September 2016. The return of a completed Form of Proxy or the transmission of an electronic proxy or CREST Proxy Instruction will not prevent a Shareholder from attending the Annual General Meeting and voting in person (in substitution for their proxy vote) should they wish to do so and are so entitled.**

### **Recommendation**

**The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting.**

**The Directors intend to vote in favour of all of the Resolutions at the Annual General Meeting in respect of their own beneficial holdings, which including the voting rights that 2 of the directors have by virtue of the B shares held by Tarimela Business Ventures Private Limited, represents approximately 18.65% per cent. of the voting rights in IMImobile at the date of this document.**

Yours faithfully,



**John Allwood**  
Chairman

# Notice of Annual General Meeting

## IMImobile plc

(incorporated in England and Wales with company number 08802718)  
("Company")

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR at 11.00 a.m. on Wednesday 21<sup>st</sup> September 2016 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 and 8 will be proposed as special resolutions:

### Ordinary Resolutions

1. To receive the annual report of and accounts for the year ended 31 March 2016;
2. To re-elect Jayesh Patel as a director of the Company,
3. To re-elect Shyamprasad Subramanya Bhat as a director of the Company ,
4. To re-appoint Deloitte LLP as auditors to the Company, to hold office from the conclusion of this year's AGM until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the directors to determine the auditors' remuneration, on similar terms and rates to those for the previous year.
6. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") in substitution for all existing authorities to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £1,641,679.40 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the annual general meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

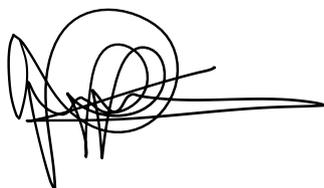
### Special Resolutions

7. THAT the directors be and are empowered, in accordance with section 570 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution 6 above or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
  - 7.1 the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
  - 7.2 the allotment (otherwise than pursuant to paragraph 7.1 above) of equity securities up to an aggregate nominal amount of £492,996.80and shall expire upon the expiry of the general authority conferred by Resolution 6 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.
8. THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the directors may from time to time determine provided that:
  - 8.1 the maximum number of Ordinary Shares authorised to be purchased is 4,929,968;
  - 8.2 the minimum price which may be paid for an Ordinary Share is 10 pence (exclusive of expenses payable by the Company);
  - 8.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
    - 8.3.1 105 per cent. of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
    - 8.3.2 the value of an Ordinary Share calculated on the basis of the higher of:
      - (a) the last independent trade of; or
      - (b) the highest current independent bid for,

any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and

- 8.4 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

By order of the Board



Michael Jefferies  
Company Secretary

17<sup>th</sup> August 2016

*Registered Office:*

Tempus Court  
Bellfield Road  
High Wycombe  
Buckinghamshire  
HP13 5HA

## NOTES

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on Monday 19<sup>th</sup> September 2016 (or, in the event of any adjournment, close of business on the date which is two days before the time of the adjourned meeting). 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. Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from [www.imimobile.com](http://www.imimobile.com).
3. If you wish to attend the meeting in person, please bring your attendance card with you to the office of Bracher Rawlins LLP. Registration will take place between 10.30 a.m. and 11.00 a.m.
4. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
5. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
6. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
  - 6.1 in hard copy form by post, by courier or by hand to the Company's registrars, Capita Asset Services , PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
  - 6.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting (excluding non-working days).
7. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrars, Capita Asset Services , by calling 0871 6640300 Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. The deadline for receipt of proxy appointments also applies in relation to amended instructions. If you wish to terminate a proxy appointment please contact Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Any attempt to terminate or amend a

proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

- 7.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service providers), should refer to their CREST sponsor or voting service providers), who will be able to take the appropriate action on their behalf.
  - 7.2 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’s (“**Euroclear**”) 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 an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of 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.
  - 7.3 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.
  - 7.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.
8. 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.
  9. As at 9.00am on 17<sup>th</sup> August 2016 (the latest practicable date before publication of this document), the Company’s issued share capital comprised 49,299,681 ordinary shares of £0.10 each and 2 B Shares of £0.10 each. The Ordinary Shares carry one vote per share and the provisions in the Articles regarding voting rights shall apply to the B Shares except that on a poll vote at any meeting of the Company, each holder of a B Share present in person or by proxy shall be entitled to cast a number of votes determined by the formula set out in Article 50.2. A holder of a B Share is entitled to cast the same number of votes in a general meeting of the Company that is equal to the total number of Ordinary Shares that would be issued if the B Shareholder and each of his associates exchanged each IMI Mobile India Share owned by them for three Ordinary Shares, which means that the total number of voting rights in the Company are 60,599,280 as at 17<sup>th</sup> August 2016 (the latest practicable date before publication of this document).
  10. The following documents are available for inspection at the registered office of the Company and at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR during normal business hours on each weekday (public holidays excluded) from the date of this document up to and including the date of the annual general meeting and will also be available for inspection at the place of the annual general meeting for 15 minutes prior to and during the meeting:
    - 10.1 the notice of meeting;
    - 10.2 copies of the executive directors’ service contracts with the Company; and
    - 10.3 copies of letters of appointment of non-executive directors.