

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 Monday 28th September 2020, 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.



Notice of Annual General Meeting

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 10.00 a.m. on Tuesday 29th September 2020 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.

Impact of COVID-19 on the Annual General Meeting

In consideration of the UK Government's Staying alert and safe (social distancing) guidance and pursuant to the Corporate Insolvency and Governance Act 2020, this year's Annual General Meeting will be a closed meeting and shareholders and their proxies (other than the chair) will not be able to attend.

Attendance will be strictly restricted to specified individuals to ensure that the AGM is quorate and that the legal requirements to hold the AGM can be satisfied. Shareholders are strongly encouraged to use their voting rights and to cast their votes by proxy in advance of the Annual General Meeting. Details on how to submit your proxy vote by post are set out in this document.

Despite holding the AGM behind closed doors, IMImobile is committed to constructive engagement with all of its shareholders and they are invited to submit questions in advance of the AGM by emailing them to imimobile@almapr.co.uk. Questions should be submitted by 10:00a.m. on 25th September 2020 and we will ensure, to the extent practicable, that the answers are directly responded to.

Responses to questions of common interest will also be made available on our website at <https://investors.imimobile.com/> as soon as practical following the meeting.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of the Form of Proxy or CREST Proxy Instruction 10.00 a.m. on Friday 25th September 2020

Annual General Meeting 10.00 a.m. on Tuesday 29th September 2020

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
5 St John's Lane
London
EC1M 4BH

Directors:

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

1st September 2020

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 Tuesday 29th September 2020 at 10.00 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).

In consideration of the UK Government's Staying alert and safe (social distancing) guidance and pursuant to the Corporate Insolvency and Governance Act 2020, this year's Annual General Meeting will be a closed meeting and shareholders and their proxies (other than the chair) will not be able to attend.

Attendance will be strictly restricted to specified individuals to ensure that the AGM is quorate and that the legal requirements to hold the AGM can be satisfied. Shareholders are strongly encouraged to use their voting rights and to cast their votes by proxy in advance of the Annual General Meeting.

Despite holding the AGM behind closed doors, IMImobile is committed to constructive engagement with all of its shareholders and they are invited to submit questions in advance of the AGM by emailing them to imimobile@almapr.co.uk. Questions should be submitted by 10:00a.m. on 25th September 2020 and we will ensure, to the extent practicable, that the answers are directly responded to.

Responses to questions of common interest will also be made available on our website at <https://investors.imimobile.com/> as soon as practical following the 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 financial statements

The Chairman will present the annual report and financial statements for the year ended 31st March 2020 ("**Annual Report**") to the meeting. The Annual Report is available on the Company's website and has been sent along with this notice to Shareholders.

Resolution 2 & 3 – Director appointments

Resolutions 2 & 3 deal with the reappointment of certain directors, being Charles John Allwood and Simon Blagden, CBE. 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 both 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 – Appointment of auditors

Following the resignation of Deloitte LLP as auditors in January 2020, Resolution 4 relates to the formal approval of the appointment of PricewaterhouseCoopers 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.

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 £2,744,272.58 representing approximately 33.3 per cent. of the Company's issued ordinary share capital as at 10.00 am on 1st September 2020 (the latest practicable date before publication of this document) during the period up to the conclusion of the next AGM in 2021.

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 £824,105.88 representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 10.00 am 1st September 2020 (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 8,241,059 Ordinary Shares, representing 10 per cent. of the Company's issued ordinary share capital as at 1st September 2020 (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 2021.

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

Unlike previous years, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2020 Annual General Meeting in the post automatically. Instead, you will be able to appoint a proxy electronically using the link www.signalshares.com. Details of how to appoint a proxy in this way are set out on page 6 of this document. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Asset Services. Details of how to request, and complete, a hard copy form of proxy are set out on pages 6 and 7 of this document. All proxy instructions must be received by the Registrars by no later than 10.00 a.m on Friday 25th September 2020.

Shareholders who hold their Ordinary Shares in CREST may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Link Asset Services (RA10) so that it is received by no later than 10.00a.m. on Friday 25th September 2020.

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 represents approximately 12.7 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 10.00 a.m. on Tuesday 29th September 2020 to consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and Resolutions 7 and 8 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive the annual report of and financial statements for the year ended 31st March 2020;
2. To re-elect Charles John Allwood as a director of the Company,
3. To re-elect Simon Blagden. CBE as a director of the Company,
4. To approve the appointment of Pricewaterhouse Coopers LLP as auditors to the Company, following the resignation of Deloitte LLP as auditors in January 2020. Pricewaterhouse Coopers LLP 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.
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 £2,744,272.58 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 £824,105.88and 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 8,241,059
 - 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

1st September 2020

Registered Office:

IMImobile Plc
5 St John's Lane
Farringdon
London
EC1M 4BH

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 Friday 25th September 2020 (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 <https://investors.imimobile.com/>.
3. 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. Due to the COVID 19 situation and being mindful of the UK Government's Staying alert and safe (social distancing) guidance attendance in person is not permitted. Members are encouraged to appoint the Chairman of the meeting as proxy to exercise their rights to vote on their behalf at the meeting as they will not be permitted to attend in person. You can only appoint a proxy using the procedures set out in these notes. Unlike previous years, and in order to reduce the Company's environmental impact, a hard copy form of proxy for the 2020 Annual General Meeting has not been automatically posted to all members with this AGM notice. Instead, you will be able to appoint a proxy electronically using the link www.signalshares.com. Details of how to appoint a proxy electronically are set out in note 3 below. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Asset Services. Details of how to request, and complete, a hard copy form of proxy are set out in note 4 below. All proxy instructions must be received by the Registrars by no later than 10.00 a.m. on Friday 25th September 2020.
4. **Appointment of a proxy online**
Members may appoint a proxy online at www.signalshares.com (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link, by no later than the deadline set out in note 2 above. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account, or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales
5. **Appointment of a proxy using a form of proxy**
You may request a hard copy form of proxy directly from our Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

To be effective the completed and signed form of proxy must be lodged at the office to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 3 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

To appoint more than one proxy using a hard copy form of proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should

not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all forms should be returned together in the same envelope.

6. 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, Link Asset Services, by calling 0371 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 Link 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. **Appointment of proxy - CREST members.**
 - a. 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.
 - b. 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.
 - c. 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.
 - d. 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 1st September 2020 (the latest practicable date before publication of this document), the Company's issued share capital comprised 82,410,588 Ordinary shares of £0.10 each. The Ordinary Shares carry one vote per share, which means that the total number of voting rights in the Company is 82,410,588 as at 9.00am on 1st September 2020 (the latest practicable date before publication of this document).
10. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands to ensure that proxy votes are counted. As soon as practicable following the meeting, the results of the voting will be announced via regulatory information services and also placed on the Company's website.
11. You may not use any electronic address provided in this notice of AGM or any related documents (including the proxy form) for communication g the Company for any purpose other than those expressly stated.