

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR  
IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Heurston Group plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## **Heurston Group PLC**

(Incorporated and registered in England and Wales under number 07501485)

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

Notice of the Annual General Meeting of the Company to be held at 10am on 5<sup>th</sup> July 2018 at 52 Jean-Louis Calderon Str. Bucharest 020038, Romania is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 9.00am (UK time) Tuesday 3rd July 2018.

**NOTE:**

All times referred to in this document are to Bucharest time unless otherwise stated.



# Heurston Group PLC

(Incorporated and registered in England and Wales under number 07501485)

Registered Office:  
5 Fleet Place,  
London EC4M 7RD,  
England ,

30th May 2018

## Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at 10am on 5th July 2018 at 52 Jean-Louis Calderon Str. Bucharest 020033. The formal notice of Annual General Meeting is set out on Page 4 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. Alternatively, you may appoint a proxy electronically, if you hold your shares in CREST, through the CREST system. The registrars must receive your proxy appointment by 10.00am (UK time) Tuesday 3<sup>rd</sup> July 2018.

## Business of the meeting

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 5 to 6 of this document.

## Recommendation – IMPORTANT-

The Board considers that resolutions 1-5 being put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them in respect of their own beneficial holdings and unanimously recommends that you do so as well.

## Capital Raising Initiatives

The Company continues to be actively engaged with a number of external parties to secure further equity funds in order to finance the continued growth of the Company and this is covered under the authority approved at a prior year’s AGM. We may need to raise capital for the purposes of acquisitions being considered and business development that are being rolled out.

## Business Development

Since the last AGM, Heurston has continued the support of its subsidiary company, Streamark Ltd, who have continued their ongoing development enabling it to be in a stronger position for its worldwide launch.

We are pleased to report that the development of a revolutionary, disruptive technology has been completed. It creates a new business model which further enhances our efficiency and uniqueness in the marketplace. This particular new approach is the direct result of the strategy followed throughout all previous development cycles, and creates a unique application of the Streamark’s end-to-end streaming platform which has been tested extensively under real market conditions. It is meant to facilitate a vastly accelerated market share acquisition, efficiently accessing a part of the market that has not been catered for by existing industry participants.

The launch is in advanced stages with the infrastructure and apps having already been prepared and the Marketing, Advertising and Content being readied.

The IP, including the procedural applications, is inventive and highly functional and are currently being lodged which is why we are limited in the amount of information we can provide on this exciting new development at this time.

This project, whilst being at the base a B2C service, also has a very strong B2B component, allowing for the aggregation of all former and existing collaborations. It opens up a huge range of opportunities for our company, providing us with a strong, unchallenged position in the market. We continue to offer our proprietary products which are now fully mature and offer a complete end-to-end technology solution to any streaming services.

Moving forward, Heurston Group's income will come from a number of sources and will include, subscription revenue share, direct payment for content product, consultancy services and advertising and affiliate referral. Proof of concept of several promising opportunities are in the process of being organized at the moment with some large international organisations. We believe that Heurston is well placed to service their needs and expect favorable outcomes.

### **Increased Holding in Streamark Limited**

Heurston group Plc has increased its shareholding in Streamark Limited to 91.07% through the taking up of entitlements offered under rights issues.

### **Directors to retire by rotation**

At the last Annual General Meeting, an amendment to the articles was approved requiring one third of the board to put themselves forward for re-election by rotation. This year, as detailed in resolution 5, Mr. Peter Lombardo has put himself forward to seek re-election.


### **Online access to the Meeting**

For those members, unable to attend the AGM we are rolling out the same facility we trialed at the general meeting in January this year. To hear the proceedings and to send in questions for the board to answer live, please go to the website at [www.heurstongroup.com](http://www.heurstongroup.com) and follow the instructions for registration.

We are looking forward to an exciting year ahead which will see our team's hard work begin to deliver a positive financial performance. There will be forays in to new markets, as well as consolidation in our current markets.

We thank you for your continued support,

Yours sincerely,

  
Marino Sussich  
Chairman

**Heurston Group PLC**  
**(Registered in England and Wales with number 07501485)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Heurston Group PLC (the "Company ") will be held at 10am on 5th July 2018 at 52 Jean-Louis Calderon Str. Bucharest 020033 to consider and, if thought fit, pass the resolutions below.

**Ordinary Resolutions**

1. The Board of Directors proposes to the Annual General Meeting of Shareholders to adopt and approve the minutes of the General Meeting of Shareholders held on 22 June 2017 in London, as presented to the shareholders prior to the Meeting.
2. To receive, approve and adopt the Company's annual accounts for the financial year ended 30 June 2017, together with the directors' report and the auditors' report on those accounts.
3. To appoint Moore Stephens as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to fix the remuneration of the auditors.
5. To re-elect, Mr. Peter Lombardo as Director of the company.

30th May 2018

By order of the Board

  
.....  
Company Secretary  
Heurston Group PLC.

Registered Office: 5 Fleet Place, London EC4M 7RD, England  
Registered in England and Wales No. 07501485

## Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact SLC Registrars 42-50 Hersham Road, Walton-On-Thames, Surrey, England KT12 1RZ on +44 (0)1903 706 150 or by email to slc@davidvenus.com
2. To be valid any proxy form or other instrument appointing a proxy must be received by post SLC Registrars 42-50 Hersham Road, Walton-On-Thames, Surrey, England KT12 1RZ (during normal business hours only) by hand at each case no later than 10.00 a.m. on 5th July 2018.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. 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 6.30 p.m. on 5<sup>th</sup> July 2018 (London Time) (or, in the event of any adjournment, at 6.30pm on the date which is two working days before 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.
5. As at 30th May 2018 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 343,224,696 ordinary shares of £0.10 each, carrying one vote each.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using 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 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.

In order for a proxy appointment or instruction made using the CREST service 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 instruction, 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, in order to be valid, be transmitted so as to be received by the issuer's agent ID7RA01 by 10.00 a.m. on 3rd July 2018. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the

meeting hall.

8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents (including the chairman's letter and the proxy form) to communicate with the Company for any purposes other than those expressly stated.
10. Except as provided above, shareholders who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted): (i) by calling the Registrar's helpline on +44 (0)1903 706 150; or (ii) by writing to the Registrar, SLC Registrars 42-50 Hersham Road, Walton-On-Thames, Surrey, England KT12 1RZ (iii) by email to [slc@davidvenus.com](mailto:slc@davidvenus.com)

## **EXPLANATORY NOTES TO RESOLUTIONS**

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 to 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Resolution 1 (approve minutes from last GM)**

The directors of the Company must present to the meeting the minutes of the last General Meeting a copy of which is attached

### **Resolution 2 (annual report and accounts)**

The directors of the Company must present to the meeting the audited annual accounts and the directors' and auditors' report for the financial period ended 30 June 2017.

### **Resolutions 3 and 4 (appointment and remuneration of auditors)**

The Directors wish to re-appoint Moore Stephens of London as auditors. The Company must appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting.

### **Resolution 5 (re-elect Mr. Lombardo to the Board)**

One third of the board will put themselves forward for re-election each year at the AGM by rotation. As the second director to seek re-election, Mr Lombardo is a founder of the company and has been tireless in driving the development of your company an advocate for the opportunities open to the group and wishes to be elected to continue to serve the company as Director.

## COPY OF MINUTES FROM GENERAL MEETING HELD 22<sup>nd</sup> June 2017

### Heurston Group PLC

(Incorporated and registered in England and Wales under number 07501485)

#### MINUTES OF GENERAL MEETING

- Meeting:** At the annual general meeting of the Company, duly convened and held in accordance with the Company's articles of association at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, England, Australia on the 22nd June 2017
- Present:** Chairman of the meeting: Nigel Harrison  
Director: Misha Pigulea  
Peter Lombardo and Marino Sussich (via internet)  
Company Secretary: Nigel Harrison
- Shareholders:** Per attached Attendance Register.
- Quorum:** The Chairman confirmed that a quorum was present and the Meeting could proceed.
- Welcome:** The Chairman convened the meeting.  
The Chairman explained that he had been asked by the board to Chair the meeting and he called for any objections. There being non, he proceeded:  
  
The Chairman explained that the voting procedure would be as follows:
- The Notice of Meeting had been sent to Shareholders and will not be read in its entirety;
  - Each Resolution heading per the Agenda would be read;
  - The proxy numbers received in relation to each Resolution will be tabled;
  - Shareholders will be asked if there are any questions in relation to the Resolution; and
  - Each Resolution will be put to the vote by Poll.
- The Chairman advised that with respect to proxies in favour of himself as Chairman, they will be voted in favour of the resolution.
- Notice of Meeting:** The Chairman proposed that, if there were no objections, the Notice of Meeting be taken as read.  
  
There were no objections received.



## The following resolutions were passed by the members:

### Resolution 1 - Adoption of AGM Minutes

1. The Board of Directors proposes to the Annual General Meeting of Shareholders to adopt and approve the minutes of the General Meeting of Shareholders held on 12 January 2017 in Bucharest, as presented to the shareholders prior to the Meeting.

Votes For:	154,037,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,428,858	100%

### Resolution 2 - Approve the Audited Accounts

2. To receive, approve and adopt the Company's annual accounts for the financial year ended 30 June 2016, together with the directors' report and the auditors' report on those accounts.

Votes For:	154,037,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,428,858	100%

### Resolution 3 - Appointment of Auditors

3. To appoint Moore Stephens as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

### Resolution 4 - Fix Auditors Remuneration

4. To authorise the directors to fix the remuneration of the auditors.

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

### Resolution 5 - Re-elect Director

5. To re-elect, Mr. Marino Sussich as Director of the company.

Votes For:	154,037,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,428,858	100%

### Resolution 6 - Elect new Director

6. To appoint Mr. Harry Hatch who has consented to act as a Director of the company

Votes For:	187,228,866	99.9%
Votes Against:	200,000	0.1%
Votes Withheld:	-	0%
Total Cast:	187,428,866	100%

### Special Resolutions

### Special Resolution 7 - Market share purchase

7. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.10 each in the capital of the

Company upon such terms and in such manner as the directors of the Company shall determine, provided that:

7.1 The maximum aggregate number of ordinary shares authorised to be purchased is 32,715,126;

7.2 The minimum price which may be paid for such ordinary shares is £0.10 per share (exclusive of expenses);

7.3 Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be in held 2018, save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such shares after such expiry pursuant to such contract.

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

**Special Resolution 8 -  
Amend Articles**

8. THAT the current Article 26 of the Company's Articles of Association of the company be deleted and replaced with the following Article:

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

At each annual general meeting of the Company, one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but shall be eligible for re-appointment

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**The meeting was thrown open to questions from the floor following which there being no further business the meeting was adjourned.**

**Nigel Harrison**

Chairman of the Meeting.



