



# MAINTEL HOLDINGS PLC

## NOTICE OF ANNUAL GENERAL MEETING

Maintel Holdings Plc (the 'Company')  
(Registered in England and Wales with no: 03181729)

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

If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Maintel Holdings Plc, please send this document and any accompanying documents as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

**Notice of the Annual General Meeting of the Company to be held at its offices at 160 Blackfriars Road, London, SE1 8EZ, on 8 May 2018 at 10.00am is set out on pages 5 to 8 of this document.**

**A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, any instrument appointing a proxy must be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event so as to arrive by no later than 10.00am on 4 May 2018.**

# MAINTEL HOLDINGS PLC

(Registered in England and Wales with no: 03181729)

## Directors

J D S Booth *Chairman*  
E Buxton *Chief executive*  
S D Legg *Group sales and marketing director*  
A J McCaffery *Director*  
A P Nabavi *Non-executive director*  
K Stevens *Group integration and transformation director*  
N J Taylor *Non-executive director*  
M V Townsend *Chief financial officer*

## Registered Office

160 Blackfriars Road  
London  
SE1 8EZ

11 April 2018

To holders of ordinary shares of 1 pence each in the Company.

Dear Shareholder,

This letter accompanies the annual report for the financial year to 31 December 2017 (the 'Annual Report') and gives details of the business to be transacted at the Annual General Meeting of the Company.

## ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is given on pages 5 to 8. Resolutions 1 to 9 set out in the Notice comprise ordinary business to be transacted at the meeting and Resolutions 10 to 13 comprise special business to be transacted at the meeting.

### Resolution 1 – To approve the adoption of the Annual Report

Company law requires the directors to present their report, the financial statements, the strategic report and the auditor's report on those financial statements, to shareholders for formal adoption. These documents for the financial year to 31 December 2017 are included in the Annual Report which this resolution asks shareholders to approve and adopt.

### Resolution 2 – To approve the report of the Remuneration committee

The report of the Remuneration committee for the year to 31 December 2017 is included in the Annual Report, at page 29, and this resolution asks shareholders to approve it. As the result of the vote is advisory, it does not affect the actual remuneration paid to any individual director.

### Resolution 3 – To approve a final dividend

The purpose of this resolution is to approve the final dividend recommended by the directors of 19.1 pence per ordinary share for the year ended 31 December 2017. The dividend will, subject to shareholder approval, be paid on 11 May 2018 to shareholders registered on 3 April 2018 with the ex-dividend date being 29 March 2018.

### Resolution 4 – To re-elect J D S Booth as a director

It is deemed good corporate governance practice for directors who have more than nine years' service to retire each year and, if relevant, offer themselves for re-election. Mr J D S Booth, the Company's non-executive chairman, joined the board in 1996, and accordingly retires and offers himself for re-election.

### Resolution 5 – To re-elect N J Taylor as a director

Mr N J Taylor joined the board in 2006, and so also retires and offers himself for re-election.

### Resolution 6 – To re-elect E Buxton as a director

The Articles of Association require certain of the directors to retire by rotation. Accordingly, Mr E Buxton is offering himself for re-election and Resolution 6 proposes this.

### Resolution 7 – To re-elect K Stevens as a director

Mr K Stevens is also required to retire by rotation and is offering himself for re-election; Resolution 7 proposes this.

### Resolution 8 – To re-elect A P Nabavi as a director

Mrs A P Nabavi is also required to retire by rotation and is offering herself for re-election; Resolution 8 proposes this.

Brief biographies of the directors are included in the Annual Report on pages 23 and 24 and the board's conclusions in relation to the ongoing independence of Mr Booth and Mr Taylor are recorded on page 25 of the Annual Report.

### **Resolution 9 – To reappoint the Company's auditors**

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Audit Committee, on behalf of the board, has reviewed the effectiveness, independence and objectivity of the external auditors, and proposes the reappointment of BDO LLP as auditors of the Company. The resolution also proposes authorising the directors to agree the remuneration of the auditors.

## **SPECIAL BUSINESS**

### **Resolution 10 (ordinary resolution) – To renew the power of the board to allot shares**

The Companies Act 2006 (the 'Act') provides that the directors may not allot ordinary shares unless authorised to do so by the Company in General Meeting or by its Articles of Association ('Articles'). The directors by the Articles are empowered to allot unissued shares but the power is subject to shareholder renewal. The renewal of this power is sought until the conclusion of the 2019 Annual General Meeting or fifteen months from the date of the passing of this resolution, whichever is the earlier, subject to the limitation specified in this resolution. The directors' current authority expires at the close of the forthcoming Annual General Meeting and so this resolution proposes that the directors are given a new authority to allot ordinary shares and other relevant securities up to an aggregate nominal amount of £47,323 without obtaining the further consent of its shareholders. This is the equivalent of one-third of the issued share capital of the Company as at 11 April 2018 being the last practicable date prior to publication of this document.

In addition, the proposed authority will allow the directors to allot new shares and other relevant securities in connection with a rights issue up to a further aggregate nominal amount of £47,323 equivalent to approximately a further one-third of the Company's issued ordinary share capital as at 11 April 2018 being the last practicable date prior to publication of this document. This latter authority is being sought in accordance with recent changes in corporate governance guidelines. Once this resolution is passed the directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a nominal amount of £94,646 representing a total amount equal to two-thirds of the Company's issued ordinary share capital as at 11 April 2018. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines in order to respond to market developments and to enable allotments to take place.

The directors have no present intention of allotting, or agreeing to allot, any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted or required by such schemes.

### **Resolution 11 (special resolution) – To disapply rights of pre-emption**

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The directors believe that it is in the best interests of the Company that, as in previous years, the board should have limited authority to allot some shares for cash without first having to offer such shares to existing shareholders. The directors' current authority expires at the close of the forthcoming Annual General Meeting and, accordingly, this resolution seeks to renew the authority on similar terms. The authority, if granted, will relate to allotment in respect of rights issues, and similar offerings (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements and certain other technical matters) and generally to allotments (other than in respect of rights issues) of equity securities having an aggregate nominal value not exceeding £14,197. This authority represents 10% of the issued share capital of the Company as at 11 April 2018. Whilst the board recognises that the 10% figure is outside the accepted Investment Association Share Capital Management Guidelines the board considers that, given the Company's size, market position and general liquidity, 10% is appropriate. The board has no present intention of exercising this authority but wishes to have the flexibility to do so in the future. This authority will expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the passing of this resolution, if earlier.

### **Resolution 12 (special resolution) – Purchase of own shares**

This resolution is to grant the Company authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The authority will expire on the earlier of the conclusion of the 2019 Annual General Meeting and fifteen months after the passing of this resolution. The resolution specifies the maximum number of shares which may be purchased (representing 14.99% of the Company's issued ordinary share capital as at 11 April 2018) and the maximum and minimum prices at which they may be bought, the maximum price not to exceed 5% above the average published market price for the five business days immediately preceding the day on which the shares are contracted to be purchased. The directors would consider whether such shares, if repurchased, would be cancelled or taken into treasury, the decision being taken in the light of prevailing circumstances. The board will only exercise the power to make purchases of shares after considering the effect on earnings per share and the benefit to shareholders generally.

### **Resolution 13 (ordinary resolution) – To permit the issue of scrip dividends**

This resolution is to grant the Company authority to issue new shares in lieu of dividends in accordance with Article 123 of the Company's Articles of Association. This alternative would be at the option of each shareholder, who would elect how to receive each separate dividend payment. This facility would not apply to the dividend payable on 11 May 2018.

### **ACTION TO BE TAKEN**

You are asked to complete the enclosed Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to arrive by no later than 10.00am on 4 May 2018.

Completion of the Form of Proxy does not prevent you from attending and voting in person. Please note that the Annual Report for the period ended 31 December 2017 together with this Notice are also available on the Company's website at [www.maintel.co.uk](http://www.maintel.co.uk).

### **Recommendation**

The board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a body. Accordingly, the directors unanimously recommend that shareholders vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings (with the exception of J D S Booth, N J Taylor, E Buxton, K Stevens and A P Nabavi, who will not vote on the respective resolutions relating to their own proposed re-election as directors of the Company).

Yours sincerely

### **W D Todd**

Company Secretary  
Maintel Holdings Plc

# Notice of Annual General Meeting

## Maintel Holdings Plc

(Registered in England and Wales with no: 03181729)

**NOTICE** is given that the Annual General Meeting of Maintel Holdings Plc (the 'Company') will be held at its offices at 160 Blackfriars Road, London, SE1 8EZ, on 8 May 2018 at 10.00am for the transaction of the following business:

### ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the financial statements of the Company for the year ended 31 December 2017, together with the strategic report, the report of the directors and the independent auditor's report thereon.
2. To approve the report of the remuneration committee for the year ended 31 December 2017.
3. To approve the payment of a final dividend of 19.1p per ordinary share ("Final Dividend") recommended by the directors, payable on 11 May 2018 to holders of ordinary shares registered at the close of business on 3 April 2018.
4. To re-elect Mr J D S Booth as a director of the Company, who is retiring as a non-executive director in accordance with good corporate governance practice, having been a director for more than nine years and who, being eligible, offers himself for re-election.
5. To re-elect Mr N J Taylor as a director of the Company, who is retiring as a non-executive director in accordance with good corporate governance practice, having been a director for more than nine years and who, being eligible, offers himself for re-election.
6. To re-elect Mr E Buxton as a director of the Company, who is retiring as a director in accordance with Article 92.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election.
7. To re-elect Mr K Stevens as a director of the Company, who is retiring as a director in accordance with Article 92.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election.
8. To re-elect Mrs A P Nabavi as a director of the Company, who is retiring as a director in accordance with Article 92.1 of the Company's Articles of Association and who, being eligible, offers herself for re-election.
9. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company, and to authorise the directors to agree their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which resolutions 10 and 13 will be proposed as ordinary resolutions and resolutions 11 and 12 as special resolutions:

10. That, pursuant to Section 551 of the Companies Act 2006 ("the Act"), the directors be generally and unconditionally authorised to allot Relevant Securities:
  - (a) up to a maximum aggregate nominal amount of £47,323; and
  - (b) up to a further maximum aggregate nominal amount of £47,323 in connection with an offer by way of a rights issue comprising equity securities (as defined in Section 560(1) of the Act):
    - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly

as practicable) to the respective numbers of ordinary shares held by them; and

- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that these authorities shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) unless revoked, renewed or extended prior to such time, except that the Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authorities conferred hereby had not expired. This authority is in substitution for all subsisting authorities to the extent unused.

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

11. That, subject to the passing of resolution 10, the directors be and are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities as defined in Section 560 of the Act for cash pursuant to the authority granted by resolution 10 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 10, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):

- (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £14,197.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) unless revoked, renewed or extended prior to such time except that the Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. This power is in substitution for all existing powers under Section 570 of the Act.

12. That the Company is, pursuant to Section 701 of the Act, hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of up to a maximum of 2,128,139 ordinary shares of 1p each in its capital (representing 14.99% of the Company's current issued ordinary share capital), provided that:

- (a) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 1p;
  - (b) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is not more than 5% above the average published market value for an ordinary share as derived from the London Stock Exchange Alternative Investment Market for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) unless revoked, renewed or extended prior to such time, except that the Company may enter into a contract to purchase any of the ordinary shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of any ordinary shares pursuant to any such contract as if this authority had not expired.
13. That the directors be and are hereby authorised, in accordance with Article 123.1 of the Company's Articles of Association, and to the extent and in the manner determined by the directors, to offer the holders of ordinary shares in the capital of the Company (excluding members holding any shares as treasury shares), the right to elect to receive an allotment of new ordinary shares in the capital of the Company (credited as fully paid) instead of any cash, in respect of all or part of any dividend as may be declared by the directors from time to time (other than the Final Dividend), provided that the authority conferred by this resolution shall expire at the beginning of the third Annual General Meeting of the Company after the date on which this resolution is passed.

By order of the Board

**W D Todd**

Company Secretary  
Maintel Holdings Plc

11 April 2018

160 Blackfriars Road, London SE1 8EZ

## Notes

1. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote at the meeting instead of him/her. A proxy need not be a member of the Company. A member of the Company may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to different shares. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the member may result in the proxy appointment being invalid. A member may not appoint more than one proxy to exercise the rights attached to any one share. Appointment of a proxy will not preclude a member from attending and voting at the meeting. A form of proxy is enclosed which you are invited to complete and return. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar on 0370 707 1182 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed. To be effective, it must be completed and be received, by post or (during normal business hours only) by hand at the offices of the Company's Registrar not later than 10.00am on 4 May 2018 (or in the event that the



meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.

2. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00pm on 4 May 2018, shall be entitled to attend or vote at the aforesaid general meeting in respect of the number of shares registered in their name at that time (or in the event that the meeting is adjourned, 6.00pm on the date which is two working days (excluding any part of a day that is not a working day) before the time of the adjourned meeting). Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the meeting.
3. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

#### *Documents available for inspection*

1. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the end of the meeting.
  - 1.1 Copies of the service contracts of the executive directors.
  - 1.2 Copies of the letters of appointment of the non-executive directors.

#### *Biographical details of directors*

2. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on pages 23 and 24 of the Annual Report.