

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, 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. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Subscription Shares will commence on 27 December 2018. The Subscription Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FCA or any other competent authority.

Trakm8 Holdings PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 05452547)

Proposed allotment of 13,930,748 new Ordinary Shares at a price of 22 pence per share

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 of this document and which contains, amongst other things, the Independent Director's unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

Arden Partners plc, which, in the United Kingdom, is and regulated by the Financial Conduct Authority, is acting as nominated adviser to the Company in connection with the Subscriptions and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Arden Partners plc or for advising any other person in respect of the Subscriptions or any transaction, matter or arrangement referred to in this document. Arden Partners plc's responsibilities as the Company's nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Notice of a General Meeting of Trakm8 Holdings plc, to be held at Double Tree by Hilton Hotel, Newbury North, M4 Junction 13, Oxford Road, Newbury, RG20 8XY at 9.30a.m. on 24th December 2018, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars as soon as possible but, in any event, by not later than 9.30a.m. on 20th December 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD (ID 7RA11) by no later than 9.30a.m. on 20th December 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

A copy of this document is available at the Company's website www.trakm8.com.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Subscription Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the "**US Securities Act**") and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the Subscription Shares are being offered in reliance on Regulation S under the US Securities Act. The Subscription Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of Ireland, the Republic of South Africa or Japan, nor has any prospectus in relation to the Subscription Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Subscription Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, the Republic of Ireland, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a "**Restricted Jurisdiction**") or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The Subscription Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Subscription Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

No incorporation of website information

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading "Definitions".

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document and the Form of proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

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SUBSCRIPTION STATISTICS

Existing Ordinary Shares (excluding treasury shares)	36,044,254
Subscription Shares	13,930,748
Subscription Shares as a percentage of Existing Ordinary Shares	38.6%
Subscription Price	22 pence
Proceeds of Subscription (net of expenses)	£3.0 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	7 th December 2018
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	9.30a.m. on 20 th December 2018
General Meeting	9.30 a.m. on 24 th December 2018
Admission and dealings in the Subscription Shares expected to commence on AIM	8.00 a.m. on 27 th December 2018

DIRECTORS, SECRETARY AND ADVISERS

Directors

John Watkins (*Executive Chairman*)
Keith Evans (*Non-Executive Deputy Chairman*)
Jon Furber (*Group Finance Director*)
Mark Watkins (*Chief Operating Officer*)
Tim Cowley (*Strategy Director*)
Matt Cowley (*Big Data Director*)
Sean Morris (*Automotive Business Unit Director*)
Bill Duffy (*Non-executive Director*)

All of whose business address is at the Company's registered office

Registered Office

4 Roman Park, Roman Way, Coleshill, Birmingham, West Midlands, B46 1HG

Company website

www.trakm8.com

Company Secretary

Jon Furber

Nominated Adviser

Arden Partners

Legal advisers to the Company

Osborne Clarke LLP

Registrars

Neville Registrars Limited

PART 1
LETTER FROM THE CHAIRMAN OF
Trakm8 Holdings PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 05452547)

Directors:

John Watkins	<i>(Executive Chairman)</i>
Keith Evans	<i>(Non-Executive Deputy Chairman)</i>
Jon Furber	<i>(Group Finance Director)</i>
Mark Watkins	<i>(Chief Operating Officer)</i>
Tim Cowley	<i>(Strategy Director)</i>
Matt Cowley	<i>(Big Data Director)</i>
Sean Morris	<i>(Automotive Business Unit Director)</i>
Bill Duffy	<i>(Non-executive Director)</i>

Registered office:

4 Roman Park
Roman Way
Coleshill
Birmingham
B46 1HG

7th December 2018

Dear Shareholder,

**Proposed allotment of 13,930,748 new Ordinary Shares at a price of 22 pence per share
and**

Notice of General Meeting

1. Introduction and summary

The Company announced on 6th December 2018 that it had conditionally raised approximately £3.0 million (net of expenses) by way of a Subscription of 13,930,748 new Ordinary Shares at a price of 22 pence per share. The Subscription is conditional, *inter alia*, upon the Company obtaining approval from its Shareholders to disapply statutory pre-emption rights and to grant the Board authority to allot the Subscription Shares. The Subscription is also conditional upon Admission and has not been underwritten. The Subscription proceeds payable to the Company will be used to fund general working capital requirements and further strengthen the Group's balance sheet; further details of which are set out below.

The purpose of this document is to provide you with information about the background to and the reasons for the Subscription, to explain why the Independent Director considers the Subscription to be in the best interests of the Company and its Shareholders as a whole and why the Independent Director unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Background to and reasons for the Subscription

Following the disappointing set of results for the six months ended 30 September 2018 and resultant significant drop in share price it has become clear of the requirement to strengthen the working capital position of the Group to provide confidence to all stakeholders in the business and support future growth. The Directors believe that the Subscription will lead to stronger growth and increased opportunities for the Group both immediately and in the mid-term, especially due to the strategic nature of the key investor in this Subscription. As part of this subscription Microlise Group Holdings Limited ("**Microlise**"), a UK-based telematics and transport management business, will subscribe alongside Directors as detailed in section 4 at a premium of 22.2% to the closing mid-market price of 18 pence on 5th December 2018 being the last practicable date prior to signing the subscription. The Company has been in discussions with various potential strategic investors and has decided to develop the relationship with Microlise in the firm belief that is the best option to accelerate the Company's future growth.

The Directors see that the strategic investment by Microlise will bring many benefits to the Group. The Group and Microlise are both pure telematics service providers focused on providing customers with market leading solutions of high quality and performance and a focus on customer service. Importantly, the Group and Microlise serve separate markets, resulting in significant cross-sale opportunities for both entities, and are complementary in terms of technology, market focus and geographical footprint. Microlise focuses on delivering solutions to the heavy goods vehicle market, both direct and through Original Equipment Manufacturers relationships, in the UK and overseas, particularly India. The Group focuses on delivering solutions for light commercial vehicles and passenger cars, primarily in the UK but with a growing international presence. Microlise already has a significant international presence with offices in India, Australia, France and UAE which will therefore support the Group's international growth ambitions. There are relatively few times the two

companies compete so this closer working relationship will deliver opportunities to collaborate on product development, regional marketing, purchasing and the resell of each other's solutions.

Yesterday's announcement of the subscription by Directors is a demonstration of our belief in the long term opportunities for the Group.

As part of the Microlise subscription, a non-executive director, nominated by Microlise, will be appointed to the Board of the Company, subject to satisfactory regulatory due diligence.

3. Current trading and prospects

The half year results released on 16 November 2018 detailed revenues for the 6 month period of £8.8m which are 38% down on the prior year and 26% lower on a like-for-like basis. The decline year on year was due to the exit from Contract Electronics Manufacturing, working down of launch stocks by one of the Group's significant customers, modest attrition in one of the Group's significant insurance customers and lower than expected Fleet and Optimisation revenues due to lower pipeline conversion rates than normal. Revenue for the current financial year is now expected to be 20-25% below the FY2018 outcome, and 10-15% below on a like-for-like basis as continuing delays in decisions by customers is preventing the return to the usual levels of success in Fleet and Optimisation, a move to a rental model in the automotive space, and the loss, due to sanctions, of a multi-million-pound contract for the supply of Insurance solutions into Iran. Despite the improved H2 financial performance the directors expect the current year will be loss making. However the market for the Group's solutions will be robust in the longer term and that the Group's strategy will drive the Group's future operational and financial performance driven by contract wins from LexisNexis and an initial two year agreement to supply EE, part of the BT Group, with telematics based services using its Connectedcare product. In addition the strategic investment by Microlise and resultant close relationship will deliver opportunities to collaborate on product development, regional marketing, purchasing and broaden the technology portfolio of both companies by access to each other's solutions and products that can be sold into the separate markets both companies serve.

4. The Subscription

The Company has conditionally raised approximately £3.0 million (net of expenses) through the conditional allotment of the Subscription Shares at the Subscription Price, which represents a premium of 22.2 per cent. to the closing middle market price of 18p per Existing Ordinary Share on 5th December 2018, being the latest Dealing Day prior to the announcement of the proposed Subscription, being 6th December 2018.

The Subscription Agreements

The Company has entered into subscription agreements with the following investors:

Name	Number of Existing Ordinary Shares	Number of Subscription Shares	% interest in the Company following Admission
John Watkins	6,177,859	1,590,909	15.5%
Keith Evans	153,846	227,273	0.8%
Jon Furber	28,321	568,182	1.2%
Mark Watkins	250,128	68,182	0.6%
Tim Cowley & related parties	1,949,945	318,182	4.5%
Matt Cowley & related parties	1,744,203	250,000	4.0%
Bill Duffy	140,000	235,000	0.8%
Microlise Group Holdings Limited	-	10,000,000	20%
Edric Property & Investment Company and related parties	3,605,616	209,384	7.6%
Others	2,095,535	463,636	5.1%

Each Subscription Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and on Admission becoming effective.

In addition, Microlise Group Holdings Limited and the Directors have agreed that their Subscription Shares may not be sold for 12 months following Admission and are subject to an orderly marketing arrangement for the following 12 month period.

Settlement and dealings

Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on AIM. It is expected that Admission will become effective on 27th December 2018. Following Admission, the Enlarged Share Capital of the Company will comprise 49,975,002 Ordinary Shares (excluding treasury shares).

The Subscription Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared following Admission.

5. **Use of proceeds**

The Directors intend that the net proceeds of the Subscription received by the Company (being approximately £3.0 million) will be used by the Group primarily to fund general working capital requirements.

6. **Related party transaction**

As noted above, each of the Directors other than Sean Morris has agreed to participate in the Subscription. Sean Morris is therefore able to act as the Independent Director. Such Subscriptions are classified as related party transactions for the purposes of the AIM Rules. The Independent Director, having consulted with the Company's nominated adviser, Arden Partners plc, considers that the terms of the transaction are fair and reasonable insofar as the Company's shareholders are concerned.

7. **The General Meeting**

Set out at the end of this document is a notice convening the General Meeting to be held on 24th December 2018 at Double Tree by Hilton Hotel, Newbury North, M4 Junction 13, Oxford Road, Newbury, RG20 8XY at 9.30 a.m., at which the Resolutions will be proposed for the purposes of implementing the Subscriptions.

Resolution 1, which will be proposed as an ordinary resolution and which is conditional upon the passing of Resolution 2, is to authorise the Directors to allot the Subscription Shares in connection with the Subscriptions.

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, disapplies Shareholders' statutory pre-emption rights in relation to the issue of the Subscription Shares pursuant to the Subscriptions.

Both Resolutions are required to be passed in order that the Subscription may take place.

The authorities granted pursuant to Resolutions 1 and 2 is in addition to, and without prejudice to, the existing authorities of the Directors to allot shares pursuant to the resolutions passed at the last annual general meeting of the Company.

Each of the investors participating in the Subscription has irrevocably undertaken to vote their Existing Ordinary Shares in favour of the Resolutions. As at the date of this document, such undertakings are in respect of 44.8% Existing Ordinary Shares.

8. **Action to be taken**

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Neville Registrars Limited, as soon as possible, but in any event so as to be received by no later than 9.30a.m. on 20th December 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD (ID 7RA11) by no later than 9.30 a.m. on 20th December 2018 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

9. **Recommendation**

The Independent Director of the Company consider the Subscriptions to be in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously that the Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

The Independent Director urges you to complete, sign and return your Form of Proxy or vote electronically as soon as possible, and in any event, by no later than such time as necessary to ensure receipt of your votes by the Company's registrars by 9.30am (UK time) on 20th December 2018.

Yours faithfully

*John Watkins
Chairman*

PART 2
DEFINITIONS

"Act"	the Companies Act 2006 (as amended)
"Admission"	admission of the Subscription Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
"AIM"	the AIM Market operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange from time to time
"certificated form" or "in certificated form"	an Ordinary Share recorded on a company's share register as being held in certificated form (namely, not in CREST)
"Company"	Trakm8 Holdings plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05452547
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
"Dealing Day"	a day on which the London Stock Exchange is open for business in London
"Directors" or "Board"	the directors of the Company whose names are set out on page 6 of this document, or any duly authorised committee thereof
"Enlarged Share Capital"	the Ordinary Shares in issue following Admission
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Existing Ordinary Shares"	the 36,044,254 Ordinary Shares in issue at the date of this document (excluding treasury shares), all of which are admitted to trading on AIM
"FCA"	the UK Financial Conduct Authority
"Form of Proxy"	the form of proxy for use in connection with the General Meeting which accompanies this document
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"General Meeting"	the general meeting of the Company to be held at Double Tree by Hilton Hotel, Newbury North, M4 Junction 13, Oxford Road, Newbury, RG20 8XY at 9.30a.m. on 24 th December 2018, notice of which is set out at the end of this document
"Group"	the Company, its subsidiaries and its subsidiary undertakings
"Independent Director"	Sean Morris
"London Stock Exchange"	London Stock Exchange plc
"Nominated Adviser"	Arden Partners plc, the Company's nominated adviser and broker
"Notice of General Meeting"	the notice convening the General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of 1 (one) penny each in the capital of the Company
"Prospectus Rules"	the prospectus rules made by the FCA pursuant to section 73A of the FSMA

"Regulatory Information Service"	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
"Resolutions"	the resolutions set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares
"Subscribers"	those parties who have entered into subscription agreements with the Company in relation to the Subscription Shares, including Microlise Group Holdings Limited, Directors and others
"Subscription"	the subscription of the Subscription Shares pursuant to the Subscription Agreements, further details of which are set out in this document
"Subscription Agreements"	the subscription agreements dated 5 th December 2018 and made between the Company and the Subscribers in relation to the Subscription, further details of which are set out in this document
"Subscription Price"	22 pence per Subscription Share
"Subscription Shares"	the 13,930,748 new Ordinary Shares to be issued pursuant to the Subscription
"uncertificated" or "in uncertificated form"	an Ordinary Share recorded on a company's share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

PART 3
NOTICE OF GENERAL MEETING
Trakm8 Holdings PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 05452547)

NOTICE IS HEREBY GIVEN THAT the general meeting of Trakm8 Holdings plc (the "**Company**") will be held at Double Tree by Hilton Hotel, Newbury North, M4 Junction 13, Oxford Road, Newbury, RG20 8XY ~~at 9.30~~ at 9.30 a.m. on 24th December 2018 to consider and, if thought fit, to pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution of the Company and resolution 2 will be proposed as a special resolution of the Company:

ORDINARY RESOLUTION

1. **THAT**, conditional upon the passing of Resolution 2 and in addition to and without prejudice to any existing authorities and powers granted to the directors pursuant to section 551 of the Companies Act 2006 (the "**Act**") prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") provided that this authority shall be limited to the allotment of up to 13,930,748 new ordinary shares of 1 (one) penny each in the capital of the Company in connection with the Subscriptions (as defined in the circular to shareholders of the Company dated 7th December 2018 (the "**Circular**")), and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, conditional upon the passing of Resolution 1 and in addition to and without prejudice to any existing authorities and powers given to the directors pursuant to section 570 of the Act prior to the passing of this resolution, the directors be and they are empowered pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Dated: 7th December 2018

Registered Office:

4 Roman Park
Roman Way
Coleshill
Birmingham
B46 1HG

By order of the Board:

Jon Furber
Company Secretary

Notes:

1. A member entitled to attend and vote at the above General Meeting is entitled to appoint another person(s) to attend, speak and vote instead of him or her. You may not appoint more than one person to exercise rights attached to any one share. A proxy need not be a member of the Company.
2. For the convenience of members who may be unable to attend the General Meeting, a form of proxy is enclosed which should be completed and returned to Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD not less than 48 hours before the time fixed for the General Meeting.

3. A member may change proxy instructions by submitting a new proxy appointment using the method set out above. The cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
4. If more than one valid proxy appointment is submitted by a member, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed notice clearly stating the intention to revoke the proxy appointment to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 48 hours before the time fixed for the General Meeting.
6. If a member revokes a proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, the proxy appointment will remain valid.
7. Appointment of a proxy does not preclude a member from attending the General Meeting and voting in person. If a member appoints a proxy and attends the General Meeting in person, the proxy appointment will automatically be terminated.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the General Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
9. Copies of service contracts between the Directors and the Company or any subsidiary of the Company, the register of Directors' shareholdings and transactions and the Company's articles of association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the General Meeting and at the place of the General Meeting for at least 15 minutes prior to and until the conclusion of the General Meeting.
10. This Notice of General Meeting is available on the Company's website at www.trakm8.com. Hard copy documents are available by contacting the company: email info@trakm8.com, telephone 0330 311 5157 or post Trakm8 Holdings PLC, 4, Roman Park, Roman Way, Coleshill, West Midlands B46 1HG.