

cloudBuy plc

(Registered in England and Wales with company number 03732253)

Dear Shareholder

Notice of Annual General Meeting of cloudBuy plc (the "Company")

I am writing to you with the notice (the "Notice") for the 2019 Annual General Meeting (the "Meeting") which will be held on 16 April 2019 at 11.00 am at the offices of cloudBuy plc, 5 Jupiter House, Calleva Park, Aldermaston, Reading, Berkshire RG7 8NN. The Notice sets out the business to be considered at the Meeting.

A copy of cloudBuy's Annual Report and Accounts is available via the Company's website, <http://investor.cloudbuy.com/>

The first 6 resolutions relate to the ordinary business of the Meeting.

In addition to the ordinary business, the Notice also sets out the special business to be considered at the Meeting.

Resolution 7, which will be proposed as a special resolution, relates to the dis-application of pre-emption rights. Section 561 of the Companies Act 2006 requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. This resolution excludes that statutory procedure as far as rights issues are concerned. It also enables the directors to allot shares up to an aggregate nominal value of £250,000, which is equal to 19.2% of the nominal value of the issued and 8.1% of the diluted share capital of the Company, subject to resolution 6 being passed. The directors believe that the powers provided by this resolution will maintain a desirable degree of flexibility. Unless previously revoked or varied, the dis-application will expire on the conclusion of the next annual general meeting of the Company or on the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).

The Board considers that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that all shareholders vote in favour of the resolutions as they propose to do in respect of their own shareholdings in the Company.

Environmental Impact

I also attach a form for completion if you are prepared to receive the Annual Report and AGM notice by email. This will both reduce costs and reduce our carbon footprint. To save postage for this election, shareholders can also register to receive documents by email on the cloudBuy Investors website:

<http://investor.cloudbuy.com/shareholders-registration-form.html>

Yours faithfully,



David Gibbon
Company Secretary

19 March 2019

Registered Office:
5 Jupiter House
Calleva Park
Aldermaston
Berks RG7 8NN

cloudBuy plc

(Registered in England and Wales with company number 03732253)

Notice of General Meeting

NOTICE is hereby given that the 2019 Annual General Meeting of the Company will be held on 16 April 2019 at 11.00 am at the offices of cloudBuy plc, 5 Jupiter House, Calleva Park, Aldermaston, Reading, Berkshire RG7 8NN to consider and if thought fit, pass the following resolutions:

Ordinary business

- 1 To receive the audited accounts of the Company for the year ended 31 December 2018 and the reports of the Directors and Auditors thereon.
- 2 To re-elect Lyn Duncan, and, who is retiring by rotation in accordance with article 29.1 of the articles of association of the Company and who, being eligible, offers herself for re-election as a Director of the Company.
- 3 To re-elect David Gibbon, and, who is retiring by rotation in accordance with article 29.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a Director of the Company.
- 4 To re-elect Mike Pasternak, and, who is retiring by rotation in accordance with article 29.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a Director of the Company.
- 5 To re-appoint James Cowper LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
- 6 THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the "Act") to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "Relevant Securities") up to an aggregate nominal value of £500,000 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company) PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special business

7 To consider and if thought fit, pass the following resolution, which will be proposed as a special resolution:

"THAT, subject to and conditional upon the passing of the resolution numbered 3 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 6 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £250,000, representing approximately 19.2% of the current issued and 8.1% of the diluted share capital of the Company; and
- (c) the allotment of equity securities following the exercise of warrants or options.

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity 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."

By order of the Board



Company Secretary

19 March 2019

Registered Office:
5 Jupiter House
Calleva Park
Aldermaston
Berks RG7 8NN

Note as to proxies:

- 1 A person entitled to attend and vote at this meeting is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at the meeting in his/her stead. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company. Appointment of proxies does not preclude members from attending and voting at the meeting should they wish to do so.
- 2 A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the Company's registered office of 5 Jupiter House, Calleva Park, Reading RG7 8NN not less than 48 hours before the time of the meeting. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.
- 3 In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the registered office of the Company before the time appointed for the meeting.
- 4 As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register at 11.00 a.m. on 16 April 2019 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.

cloudBuy plc
FORM OF PROXY

Form of proxy for use at the Annual General Meeting of cloudBuy plc to be held at the offices of cloudBuy plc, 5 Jupiter House, Calleva Park, Aldermaston, Reading, Berkshire RG7 8NN on 16 April 2019 at 11.00 am.

I/We (BLOCK CAPITALS PLEASE)

of
.....

(ADDRESS)

Being (a) Member(s) of cloudBuy hereby appoint the Chairman of the Meeting

or (notes 1 and 2)..... (BLOCK CAPITALS PLEASE)

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 16 April 2019 at 11.00 am and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (note 7):

Ordinary resolutions	FOR	AGAINST	WITHHELD
1. To receive the accounts for the year ended 31 December 2017 and directors' & auditors' reports thereon			
2. To re-elect Lyn Duncan as a director of the Company			
3. To re-elect David Gibbon as a director of the Company			
4. To re-elect Mike Pasternak as a director of the Company			
5. To re-appoint James Cowper LLP as auditors of the Company and to authorise the Directors to fix their remuneration			
6. To grant the Directors authority to allot shares			
Special resolutions			
7. To disapply the statutory pre-emption rights			

Signature: Date: 2019

NOTES:

1. If you wish to appoint someone other than the chairman of the meeting as your proxy, please insert his/her name and address, and strike out and initial the words "the Chairman of the Meeting". A proxy need not be a member of the Company. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the Meeting to act as your proxy.
2. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
3. To be valid, completed and signed form(s) of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited with the Company at its registered office, 5 Jupiter House, Calleva Park, Aldermaston, Berks RG7 8NN not less than 48 hours before the time for holding the meeting.
4. Any alterations made to this form of proxy should be initialled by the person in whose hand it is signed or executed.
5. In the case of a corporation this proxy should be given under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual this proxy should be given by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member.
6. Please indicate how you wish your votes to be cast by placing "X" in the relevant box. On receipt of this form duly signed, but without any specific direction as to how you wish your votes to be cast, you will be deemed to have authorised your proxy to vote, or to abstain from voting, as they think fit.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding (the first named being the most senior).
8. Return of the completed form of proxy will not preclude a member from attending and voting in person at the meeting (in substitution for your proxy vote).
9. If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the meeting.