

ANGLING DIRECT PLC (the "Company")

Company Number: 05151321

Minutes of the Annual General Meeting of the Company held at The Homestead, Thurgarton Road, Aldborough, Norfolk NR11 7NY on the 30th day of July 2020 at 10.30am

Present:	Martyn Graham Page	(Chairman)
	Darren Ian Bailey	(Non-exec director)

1. NOTICE AND QUORUM

1.1 Mr Page took the chair and It was noted that notice of the meeting had been issued on 1 July 2020 and due notice of the meeting had accordingly been issued to the Company's members.

1.2 Mr Page noted that a quorum was present in accordance with the Articles to enable the business lawfully to be conducted. Accordingly, Mr Page declared the meeting open.

1.3 Before proceeding to the business of the meeting, Mr Page reminded the members present that, due to the restrictions imposed by UK Government to deal with the Covid-19 pandemic which were in place at the time the notice of the meeting had been issued, the Company had determined that the resolutions to be put to the meeting would be voted on by way of a poll vote and that shareholders, other than the two shareholders attending the meeting in person must have appointed the chairman of the meeting as a proxy to vote on their behalf. It was declared that there were no corporate representatives appointed by any member in respect of the meeting as no notices of such appointments had been received.

1.4 Mr Page informed the members of the votes cast by proxy as follows:

- shareholders together holding 38,601,585 Ordinary Shares, are in favour of resolution 1 set out in the notice of General Meeting;
- shareholders together holding 3,000 Ordinary Shares, are against resolution 1 set out in the notice of General Meeting.
- shareholders together holding 38,600,085 Ordinary Shares, are in favour of resolution 2 set out in the notice of General Meeting;
- shareholders together holding 4,720 Ordinary Shares, are against resolution 2 set out in the notice of General Meeting.

- shareholders together holding 38,604,805 Ordinary Shares, are in favour of resolution 3 set out in the notice of General Meeting;
- no shareholders who have cast votes by proxy are against resolution 3 set out in the notice of General Meeting;
- shareholders together holding 38,601,585 Ordinary Shares, are in favour of resolution 4 set out in the notice of General Meeting;
- shareholders together holding 3,220 Ordinary Shares, are against resolution 4 set out in the notice of General Meeting;
- shareholders together holding 38,601,585 Ordinary Shares, are in favour of resolution 5 set out in the notice of General Meeting;
- shareholders together holding 3,000 Ordinary Shares, are against resolution 5 set out in the notice of General Meeting;
- shareholders together holding 38,601,344 Ordinary Shares, are in favour of resolution 6 set out in the notice of General Meeting;
- no shareholders who have cast votes by proxy are against resolution 6 set out in the notice of General Meeting;
- shareholders together holding 38,601,124 Ordinary Shares, are in favour of resolution 7 set out in the notice of General Meeting;
- no shareholders who have cast votes by proxy are against resolution 7 set out in the notice of General Meeting;
- shareholders together holding 38,600,894 Ordinary Shares, are in favour of resolution 8 set out in the notice of General Meeting;
- shareholders together holding 450 Ordinary Shares, are against resolution 8 set out in the notice of General Meeting.

2. PROPOSED RESOLUTIONS

- 2.1 Mr Page explained that resolution number 1 is to renew the Directors' power to allot shares and rights to subscribe for them. The authority is a general authority to allot new shares and grant rights to subscribe for or convert other securities into shares up to an aggregate nominal value of £252,073.31, which is equivalent to approximately 33 per cent of the total issued Ordinary Share capital of the Company, as at the date of publication of the notice. If this resolution is passed, this authority will expire on the earlier of the conclusion of the annual general meeting in 2021 or on 30 October 2021.
- 2.2 Mr Page invited the members to ask any questions regarding resolution 1. There being no questions, resolution 1 was proposed to the members for voting on a poll. Mr Page and Mr Bailey (together being registered as holders of 13,915,000 Ordinary Shares) each confirmed that they cast their votes in favour of the resolution. Mr Page declared that of

the total votes cast in person and by proxy of 52,519,585, 52,516,585 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.

- 2.3 Mr Page explained that resolution number 2 is for the disapplication of statutory pre-emption rights on the issue of new shares for cash. The purpose of Resolution 2 is to authorise the Directors to allot new shares pursuant to the authority given by Resolution 1 for cash in connection with a pre-emptive offer or otherwise up to a nominal value of £75,622.00 which is equivalent to approximately 10 per cent of the total issued Ordinary Share capital of the Company, as at the date of publication of the notice without the shares first being offered to existing shareholders in proportion to their existing holdings. If this resolution is passed, this authority will expire on the earlier of the conclusion of the annual general meeting in 2021 or on 30 October 2021.
- 2.4 Mr Page invited the members to ask any questions regarding resolution 2. There being no questions, resolution 2 was proposed to the members for voting on a poll. Mr Page and Mr Bailey (together being registered as holders of 13,915,000 Ordinary Shares) each confirmed that they cast their votes in favour of the resolution. Mr Page declared that of the total votes cast in person and by proxy of 52,519,805, 52,515,085 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as a special resolution.
- 2.5 Mr Page and Mr Bailey (together being registered as holders of 13,915,000 Ordinary Shares) each confirmed that they cast their votes in favour of each of the remaining resolutions.
- 2.6 Mr Page explained that resolution number 3 is to receive the report and accounts of the Company for the period ended 31 January 2020. Mr Page invited the members to ask any questions regarding resolution 3. There being no questions, resolution 3 was proposed to the members for voting on a poll. Mr Page declared that of the total votes cast in person and by proxy of 52,519,805, 52,519,805 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.
- 2.7 Mr Page explained that resolution number 4 is to re-appoint Price Bailey LLP as auditors to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid. Mr Page invited the members to ask any questions regarding resolution 4. There being no questions, resolution 4 was proposed to the members for voting on a poll. Mr Page declared that of the total votes cast in person and by proxy of 52,519,805, 52,516,585 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.

- 2.8 Mr Page explained that resolution number 5 is to authorise the Company's audit committee to set the remuneration of the auditors. Mr Page invited the members to ask any questions regarding resolution 5. There being no questions, resolution 5 was proposed to the members for voting on a poll. Mr Page declared that of the total votes cast in person and by proxy of 52,519,585, 52,516,585 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.
- 2.9 Mr Page explained that resolution number 6 is to elect Andrew James Torrance as a director of the Company. Mr Page invited the members to ask any questions regarding resolution 6. There being no questions, resolution 6 was proposed to the members for voting on a poll. Mr Page declared that of the total votes cast in person and by proxy of 52,516,344, 52,516,344 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.
- 2.10 Mr Page explained that resolution number 7 is to elect Steven Crowe as a director of the Company. Mr Page invited the members to ask any questions regarding resolution 7. There being no questions, resolution 7 was proposed to the members for voting on a poll. Mr Page declared that of the total votes cast in person and by proxy of 52,516,124, 52,516,124 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.
- 2.11 Mr Page explained that resolution number 8 is to elect Dilys Lorraine Maltby as a director of the Company. Mr Page invited the members to ask any questions regarding resolution 8. There being no questions, resolution 8 was proposed to the members for voting on a poll. Mr Page declared that of the total votes cast in person and by proxy of 52,516,344, 52,515,894 votes had been cast in favour of the resolution and that accordingly the resolution has been passed on a poll as an ordinary resolution.

3. CLOSING

- 3.1 Mr Page thanked the members for their input and explained that the formal proceeding of the meeting had now been concluded. Mr Page thanked Mr Bailey for attending and declared the meeting closed.


.....
Chairman