

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all your ordinary shares of 1p each in Milamber Ventures plc, you should pass 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 transmission to the purchaser or transferee.

The Directors, whose names are set out on page 2 of this Document, accept responsibility for the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.



MILAMBER VENTURES PLC

(Registered in England and Wales with registered number 05667178)
("Milamber" or the "Company").

**Proposed Buy Back of Ordinary Shares
and
Notice of Annual General Meeting**

Notice of an Annual General Meeting of the Company to be held at the Company's registered office, 94-96 Wigmore Street, London, W1U 3RF on Tuesday, 24th July 2018 at 13.00 is set out at the end of this Document.

A Form of Proxy for use at the Annual General Meeting is enclosed with this document. Shareholders are requested to complete and return the Form of Proxy for use at the Annual General Meeting in accordance with the instructions printed thereon whether or not they intend to be present at the meeting. To be valid for use at the meeting the Form of Proxy should be returned either by post to Share Registrars Limited at: Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or by facsimile transmission to 01252 719232, or alternatively by email, as an email attachment, to proxies@shareregistrars.uk.com, as soon as possible, but in any event so as to be received by the Company's Registrars, no later than 13.00 on 23rd July 2018. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting in person.

Copies of this Document will be available free of charge from the Company's registered office, 4th Floor, 94-96 Wigmore Street, London, W1U 3RF during normal business hours and a copy will be available on the Company's website, www.milamber.co.uk.

Directors:

Andy Hasoon (Executive Chairman)
Christian Andrew (Director)
Jason Velody (Director)
Anna Halpern-Lande (Non-Executive Director)

28th June 2018

Dear Shareholder,

Introduction

The Company will hold its Annual General Meeting at 13.00 on 24th July 2018 and the wording of each resolution to be tabled is set out in the attached Notice of Annual General Meeting.

In particular the Company is seeking shareholders' approval to:

- (a) buy back and cancel certain ordinary shares of 1 pence each in the Company ("Ordinary Shares");
- (b) grant a new general authority to the Directors to allow them to issue further equity securities;
- (c) renew the general authority to the Directors to allow them to make market purchases;
- (d) Increase the Authority to allow the Company to increase borrowing to £2million.

Proposed Buy-Back

The Company has agreed to acquire 166,667 Ordinary Shares held by Steve Stovold for a nominal consideration of £1 (the "Buy-Back"). As the Company does not have distributable reserves available to implement the Buy-Back, the consideration due to Steve Stovold will be satisfied from the proceeds of the issue of 5 new Ordinary Shares at a price of 20p per share. The shares will be held in Treasury post acquisition.

The Ordinary Shares held by Steve Stovold represent 1.8 per cent. of the Company's issued share capital and the Directors believe that acquiring these shares via the Buy-Back will enhance the value per share in issue.

Under the Companies Act 2006 (the "Act"), the Company is required to obtain shareholders' approval before undertaking the Buy-Back. Accordingly, Resolution 8, which is to be tabled as a special resolution, is being proposed at the Annual General Meeting to specifically authorise the acquisition of Ordinary Shares from Steve Stovold.

General authority to allot equity and increase borrowing facilities

Resolution 6 grants the Directors a general authority to issue shares and options in the Company up to an aggregate nominal amount of £250,000. This will enable the Company, subject to any applicable pre-emption rights (as referred to below) to have authority to issue shares in connection with staff incentives, potential acquisitions and fundraising.

Resolution 7, in light of the number of recent acquisitions and increase in revenues of the Company, is an ordinary resolution to increase the Company's ability to borrow or to take on debt funding or convertible loan facilities within the Group from £500k to £ 2million .

Resolution 9, which is to be tabled as a special resolution, is to grant the Directors the authority to allot shares on a non pre-emptive basis. The granting of this authority will enable the Directors to issue shares and/or share options to employees of, and consultants to, the Company. This resolution will also grant the Directors a general authority for the allotment of shares on a non pre-emptive basis to enable the Company to have the flexibility to raise additional working capital if required.

The Company anticipates that within the next 12 months:

- (a) certain of the Company's management team will utilise their salary or fees to subscribe for shares in the Company;
- (b) the Company will raise additional working capital by offering equity to new investors; and
- (c) the Company will grow its business and shareholder base by seeking potential strategic acquisition targets and will offer equity and/or cash to acquire such targets.

In light of the above, the Directors consider that the amount of authority sought under Resolutions 7 and 9 are reasonable and in the best interests of the Company.

Authority to make market purchases

Resolution 10, which is to be tabled as a special resolution, is to grant the Company the authority to buy back shares by way of a "market purchase" – this is where the Company purchases its own shares through the stock market instead of approaching existing shareholders directly. The granting of this authority will give the Company additional flexibility if it needs to carry out future share buybacks. The shares will be held in Treasury post acquisition.

Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL, not later than 13.00 on 23rd July 2018. Completion of the Form of Proxy will not preclude you from attending and voting at the Meeting in person if you so wish.

Recommendation

The Directors consider the matters contemplated by the Resolutions to be in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings, amounting in aggregate to 2,020,810 Ordinary Shares representing approximately 14.19 per cent. of the issued share capital of the Company.

Yours faithfully



Andy Hasoon
Chairman, Milamber Ventures plc

MILAMBER VENTURES PLC

Registered Office
at 4th Floor, 94-96 Wigmore Street, London, W1U 3RF

NOTICE OF ANNUAL GENERAL MEETING Company No. 05667178

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Milamber Ventures plc (the “**Company**”) will be held at 13.00 on 24th July 2018 at its registered office, at 4th Floor, 94-96 Wigmore Street, London, W1U 3RF to consider and, if deemed fit, to approve the following resolutions, of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 to 10 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive the accounts of the Company for the year ended 31 March 2017 together with the reports thereon of the directors and the auditors of the Company.
2. To reappoint Jason Velody as a director of the Company.
3. To reappoint Christian Andrew as a director of the Company.
4. To appoint Anna Halpern-Lande as a director of the Company.
5. To reappoint Welbeck Associates as auditors of the Company in accordance with Section 489 of the Companies Act 2006 (‘CA 2006’), until the conclusion of the next general meeting of the Company at which audited accounts are laid before members and to authorise the Directors to determine their remuneration.
6. THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”) the directors of the (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £250,000 provided that this authority shall, unless renewed, varied or revoked by the Company, and expire at the next AGM in 2019, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors pursuant to section 551 of the CA 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

7. That, in accordance with Article 34.2 of the Articles of Association of the Company adopted in May 2014 the Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (as regards subsidiary undertakings so far as by such exercise it can secure) that the aggregate amount owing by members of the group in respect of moneys borrowed by them or any of them (exclusive of moneys owing by one member of the group to another) shall not at any time without the previous sanction of the Company by

ordinary resolution exceed an amount which is the greater of either £2,000,000 or an amount equal to four times the aggregate of:

- a) the nominal amount paid up on the issued share capital of the Company (including any shares held as treasury shares);
- b) and the amounts standing to the credit of the capital and revenue reserves (including any share premium account, capital redemption reserve, revaluation reserve or merger reserve) of members of the group, plus or minus any balance standing to the credit or debit on profit and loss account, whether distributable or undistributable,

as shown in the then latest audited consolidated balance sheet of the group.

Special Resolutions

8. That, the terms made between the Company and Steve Stovold for the purchase by the Company of 166,667 Ordinary Shares of 1p each in the capital of the Company for a total consideration of £1 (to be financed out of a fresh issue of ordinary shares) as set out in the contract produced to the meeting be approved and the Company be authorised to purchase such shares pursuant to that contract.
9. That, subject to the passing of resolution 6 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 6, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to
 - (a) the allotment of equity securities up to an aggregate nominal amount of £50,000 to employees and consultants of the Company pursuant to any share incentive scheme adopted by the Company from time to time; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £200,000.

and this power shall expire at the next AGM in 2019 (unless renewed, varied or revoked by the Company prior to or on that date), 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This authority shall replace all existing authorities conferred on the Directors in respect of the allotment of equity securities to the extent that the same have not previously been utilised.

10. That, the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares of 1p in the capital of the Company on such terms and in such manner as the directors of the Company may decide provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 2,500,000;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 80% of the middle market price for an Ordinary Share (as defined by ISDX);
 - (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 120% of the middle market price for an Ordinary Share (as defined by ISDX);

- (d) the authority hereby conferred shall expire at the next AGM in 2019 (unless renewed, varied or revoked by the Company prior to or on that date); and
- (e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

By order of the Board
A Hasoon
Chairman and Director
28th June 2018

Registered Office:
4th Floor,
94-96 Wigmore Street,
London, W1U 3RF

Notes:

- 1 As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You should have received a proxy form (the "Proxy Form") with this notice of meeting. You can only appoint a proxy using the Proxy Form and the procedures set out in the notes to the Proxy Form.
- 2 You may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy, please follow the instructions set out in the notes to the Proxy Form.
- 3 To be effective, the Proxy Form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited at: **The Courtyard, 17 West St, Farnham GU9 7DR** or by facsimile transmission to 01252 719232;
 - alternatively, the completed Proxy Form can be scanned and emailed to proxies@shareregistrars.uk.com; and
 - received by Share Registrars Limited no later than 48 hours prior to the Meeting, or any adjournment thereof, excluding non-working days, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
- 4 Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- 5 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members no later than 48 hours prior to the Meeting, excluding non-working days, (or if the meeting is adjourned, those members registered on the Register of Members of the Company no later than 48 hours prior to the Meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
- 6 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 7 You may not use any electronic address provided either:
 - 7.1 in this notice of meeting; or
 - 7.2 any related documents (including the Proxy Form and the notes to the Proxy Form);to communicate with the Company for any purposes other than those expressly stated.
- 8 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that 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.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.