

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, you should consult a professional adviser immediately.

If you have sold or transferred all of your shares in Ludorum plc, please send this document and 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.



Ludorum plc

(Incorporated and registered in England and Wales under number 5595899)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Ludorum plc to be held at the offices of the Company at 2b River Court, 27 Brewhouse Lane, Putney Wharf, London SW15 2JX at 11.00 a.m. on 30 September 2013 is set out on pages 3 to 6 of this document.

Whether or not you are able to attend the meeting, you are requested to complete a proxy form in accordance with the instructions printed on the enclosed form and send it to the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and in any event so as to be received by no later than 11.00 a.m. on 28 September 2013.

Ludorum plc

(incorporated and registered in England and Wales under number 5595899)

Registered office:

2b River Court
27 Brewhouse Lane
Putney Wharf
London SW15 2JX

5 September 2013

Dear Shareholder

Notice of Annual General Meeting 2013

Introduction

I am writing to inform you that the 2013 Annual General Meeting of Ludorum plc (the “Company”) will be held at the offices of the Company at 2b River Court, 27 Brewhouse Lane, Putney Wharf, London SW15 2JX at 11.00 a.m. on 30 September 2013. The formal notice of the Annual General Meeting, which follows this letter, sets out the business to be considered at the meeting.

Action required

A form of proxy for use by shareholders in connection with the Annual General Meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the form and post it to the Company’s Registrars, Computershare Investor Services PLC, in the enclosed prepaid envelope as soon as possible and in any event so as to be received by them no later than 11.00 a.m. on 28 September 2013.

Explanatory Notes, Appendices and Recommendation

Explanatory notes on all the business to be considered at this year’s Annual General Meeting and appendices appear on pages 6 to 9 of this document.

The Directors believe that the adoption of the proposed resolutions set out in the Notice of Annual General Meeting which follows this letter are in the best interests of the Company and the shareholders as a whole and the Directors unanimously recommend that you vote in favour of each resolution.

Yours faithfully

Richard Rothkopf

Chairman

Ludorum plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Ludorum plc (the “Company”) will be held at the offices of the Company at 2b River Court, 27 Brewhouse Lane, Putney Wharf, London SW15 2JX on 30 September 2013 at 11.00 a.m. for the purpose of considering the following resolutions, of which resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolution 9 will be proposed as a special resolution:

Ordinary Resolutions

1. To receive and adopt the Company’s annual accounts for the 15 month period ended 31 March 2013, together with the directors’ report and the auditors’ report thereon.
2. To reappoint Robert Lawes as a director, who retires by rotation in accordance with the Company’s articles of association.
3. To appoint Richard Hall as a director who, having been appointed a director by the directors since the last Annual General Meeting, would in accordance with the Company’s articles of association vacate office at the conclusion of this meeting unless reappointed.
4. To reappoint PricewaterhouseCoopers LLP of 1 Embankment Place, London WC2 6RH as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
5. To authorise the directors to determine the remuneration for the auditors.
6. To approve the directors’ remuneration report for the 15 month period ended 31 March 2013.

7. **THAT:**

7.1 the Ludorum plc Long Term Incentive Plan (“**Plan**”), the main terms of which are summarised in Appendix 1 to this notice and a copy of the rules for which is now produced to the meeting and initialled by the Chairman for the purposes of identification be hereby approved and the directors be authorised to:

- 7.1.1 make such modifications to the draft rules of the Plan as they may consider necessary or desirable to take account of the requirements of the rules of AIM (or any similar body or successor body) and best practice and to adopt the Plan as so modified and to do all acts and things which they consider necessary or expedient for the purposes of implementing and operating the Plan;
- 7.1.2 establish such further plans based on the Plan but modified to take account of local tax, exchange control, securities laws or other laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan; and
- 7.1.3 grant the following two awards under the Plan on the basis further described in Appendix 2 to this notice:
 - an option to acquire 492,500 ordinary shares at an exercise price of £1.25 per share to Robert Lawes; and
 - an option to acquire 492,500 ordinary shares at an exercise price of £1.25 per share to Richard Rothkopf.

8. **THAT:**

8.1 the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company 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 £32,883 (being approximately one-third of the Company’s issued share capital as at 31 August 2013) but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter;

8.2 such authority shall expire (unless previously revoked by the Company) on the conclusion of the next Annual General Meeting of the Company and 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 after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

8.3 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

Special Resolution

9. THAT:

9.1 subject to the passing of resolution 8, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 8 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:

9.1.1 the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of ordinary shareholders in proportion (as nearly as may be) to their existing holdings but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

9.1.2 the allotment of equity securities (otherwise than under paragraph 9.1.1 of this resolution) up to an aggregate nominal amount of £4,925 (being 5% of the Company's issued share capital as at 31 August 2013); and

9.2 this power shall expire when the authority given by resolution 8 is revoked or expires but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired; and

9.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 8" were omitted from the introductory wording to resolution 9.1.

By order of the Board

Malcolm Paget

Company Secretary

5 September 2013

2b River Court

27 Brewhouse Lane

Putney Wharf

London SW15 2JX

Registered in England and Wales No. 5595899

Notes to the Notice of Annual General Meeting

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY in each case no later than 11.00 a.m. on 28 September 2013.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by 11.00 a.m. on 28 September 2013 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00 a.m. on 28 September 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
10. The following documents will be available for inspection at the Company's registered office and at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX from the date of this notice until the close of the meeting and at the location of the meeting from 15 minutes before the meeting until it ends:
 - (a) copy of the Ludorum plc Performance Share Plan rules; and
 - (b) copy of the form of award certificate to be used for the proposed awards to be made to Robert Lawes and Richard Rothkopf.
11. A copy of this notice can be found at www.ludorum.com.

Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that, in order for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 9 is proposed as a special resolution. This means that, in order for the resolution to be passed, at least three-quarters of the votes cast must be in favour of that resolution.

Resolution 1 (annual report and accounts)

The directors of the Company must present to the meeting the audited annual accounts and the directors' and auditors' report for the financial year ended 31 March 2013.

Resolutions 2 and 3 (reappointment of directors)

The Company's articles of association provide that at each annual general meeting one-third of the directors shall retire from office. Robert Lawes will retire by rotation this year and is proposed for reappointment.

In addition, the Company's articles of association provide that a director appointed by the board may only hold office until the dissolution of the next annual general meeting after his appointment unless he is reappointed during that meeting. This applies to Richard Hall who is proposed for reappointment accordingly.

Resolutions 4 and 5 (appointment and remuneration of auditors)

The Company must appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. Resolution 4 seeks shareholder approval to reappoint PricewaterhouseCoopers LLP as the Company's auditors. In accordance with normal practice, Resolution 5 seeks authority for the Company's directors to fix their remuneration.

Resolution 6 (remuneration report)

The Company's shareholders are being asked to approve the remuneration report set out on pages 10 to 12 in the annual report and accounts at the Annual General Meeting and resolution 6 is drafted accordingly.

Resolution 7 (Ludorum plc Long Term Incentive Plan)

The Company's shareholders are being asked to approve the establishment of the proposed Ludorum plc Long Term Incentive Plan for directors of the Company, the principal terms of which are set out in the Appendices to this notice, and resolution 7 is drafted accordingly.

Resolution 8 (authorise directors to allot relevant securities)

Paragraph 8.1 of resolution 8 would give the directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £32,883. This represents approximately one third of the ordinary share capital of the Company in issue at 31 August 2013 (being the last practicable date prior to the publication of this notice).

The directors' authority will expire on the conclusion of the Annual General Meeting of the Company in 2014. As at the date of this notice the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 9 (disapplication of pre-emption rights)

Under company law, when new shares are allotted for cash or treasury shares are sold (otherwise than pursuant to an employee share scheme), they must first be offered to existing shareholders pro rata to their holdings. This special resolution gives, for the period ending on the conclusion of the Annual General Meeting of the Company in 2014, the directors authority to: (a) allot shares of the Company and sell treasury shares for cash in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot shares of the Company, or sell treasury shares, for cash up to an aggregate nominal value of £4,925 (representing in accordance with certain institutional investor guidelines, approximately 5% of the total ordinary share capital in issue as at 31 August 2013) (being the last practicable date prior to the publication of this notice).

Appendix 1

The Ludorum plc Long Term Incentive Plan (“Plan”)

1. *General*

The Plan is a discretionary share plan that will be administered by the remuneration committee (“Committee”).

Awards granted under the Plan (“Awards”) may take the form of:

- contingent rights to acquire shares for no consideration;
- options with a nil or nominal exercise price; or
- options with an exercise price determined by the Committee at the Date of Grant.

Such Awards may be satisfied from newly issued shares, treasury shares and/or shares purchased in the market.

No Award can be made after the tenth anniversary of the date on which the Plan is approved by the shareholders.

2. *Eligibility*

Employees (including executive directors) of the Company and its subsidiaries may be granted Awards under the Plan.

3. *Grant of Awards*

The Committee will have absolute discretion to select the persons to whom Awards may be granted and, subject to the limits set out below, in determining the number of shares to be subject to each Award.

Awards may be granted during the period of 42 days commencing on: (a) the date on which the Plan is approved by the shareholders; (b) the date of the preliminary announcement of the Company’s annual results or the announcement of its half-yearly results in any year; (c) in relation to an Award to be made to a new joiner, on the date on which the new joiner’s employment commences; or (d) any other time fixed by the Committee where, in its discretion, circumstances are considered to be exceptional so as to justify the grant of Awards. If the grant of an Award during any such 42 day period would be prohibited by the AIM rules, or by any statute, order, regulation or government directive, such Award may be granted during the 42 day period commencing at the time that such prohibition shall cease to have effect.

4. *Plan limits*

The total number of shares issued or transferred from treasury (or capable of issue or transfer from treasury) in respect of Awards granted under the Plan shall not exceed 10% of the ordinary share capital of the Company in issue at the time any new Awards are to be granted.

Awards that are satisfied, or which are intended to be satisfied, from shares purchased in the market shall not be taken into account for the purposes of applying this limit.

5. *Performance target and vesting*

Vesting of Awards granted under the Plan will ordinarily be made conditional upon the achievement of an objective performance target (or targets) set at the time of grant. Unless the Committee determines otherwise at the time an Award is granted, and depending on the application of the performance target, Awards normally vest on the third anniversary of the date of grant. After an Award has been granted, the Committee may vary a performance target if anything happens which causes the Committee to consider it appropriate to do so.

Details of the performance target and the vesting provisions that are to apply to the Awards to be granted to Robert Lawes and Richard Rothkopf are set out in Appendix 2.

6. *Settlement of Awards*

On vesting, an option shall become exercisable and shares shall be transferred or issued to the holder of a contingent award. Once vested, an option may normally be exercised at any time before the tenth anniversary of its date of grant (or will otherwise lapse).

7. Cessation of employment

An Award will normally lapse upon an Award holder ceasing to be employed by the Company or by one of its subsidiaries. If, however, an Award holder's employment ceases due to death, disability or in any other circumstance determined by the Committee to be relevant for these purposes then:

- (c) in relation to an Award that has been granted as an option, to the extent that the option has already vested it shall be retained and may be exercised at any time within the 12 month period following the cessation of employment (or will otherwise lapse); and
- (d) the Committee may, in its discretion, determine that any part of an Award that has not previously vested may vest in connection with such cessation of employment.

8. Takeover events

In the event of a takeover, scheme of arrangement or winding-up of the Company, Awards will vest early depending on the extent to which the performance targets have been met.

In relation to the Awards to be granted to Robert Lawes and Richard Rothkopf, Appendix 2 sets out details of how the performance target will be applied in the context of a takeover (or similar event) of the Company.

9. Other Award terms

Awards are not capable of transfer or assignment. Benefits obtained under the Plan are not pensionable.

Before vesting (or, in the case of options, before exercise), Award holders have no voting or other rights in relation to the shares subject to those Awards. Shares transferred on the vesting of an Award (or exercise of an option) shall be transferred without the benefit of any rights attaching to the shares by reference to a record date preceding the date of vesting (or exercise).

10. Adjustment of Awards

The number of shares under Award and their nominal value may be adjusted by the Committee in the event of any alteration to the share capital of the Company, a rights issue, a demerger or a special dividend.

11. Administration and amendment

The Committee may amend the provisions of the Plan. The rules of the Plan which relate to:

- (a) the persons to whom Awards may be made;
- (b) the limits on the number of shares which may be issued;
- (c) the maximum entitlement of any Award holder; and
- (d) the basis for determining an Award holder's entitlement to shares or Awards and for the adjustment thereof following any increase or variation in the share capital of the Company

cannot be amended to the advantage of any Award holder or potential Award holder without the prior approval of the Company in general meeting except for minor amendments to benefit the administration of the Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Award holders, the Company or any subsidiary of the Company.

Appendix 2

Proposed Awards under the Plan for Robert Lawes and Richard Rothkopf

Following the adoption of the Plan, the Committee plans to grant the following Awards:

- to Robert Lawes, an option to acquire 492,500 ordinary shares at an exercise price of £1.25; and
- to Richard Rothkopf, an option to acquire 492,500 ordinary shares at an exercise price of £1.25.

No further Awards under the Plan are envisaged before the proposed new Awards have vested.

A summary of the performance target and vesting provisions that are to apply to the proposed Awards is set out below. In all other respects, the rules of the Plan (summarised in Appendix 1) will apply to the proposed Awards.

1. *Performance Conditions*

Each Award will vest as follows:

- (a) one-third will vest on the third anniversary of the date of grant if the Company's share price is £3.25 or more and the Company's post-tax profit for the financial year ending immediately prior to the third anniversary of the date of grant is £700,000 or more;
- (b) one-third will vest on the fourth anniversary of the date of grant if the Company's share price is £4.15 or more and the Company's post-tax profit for the financial year ending immediately prior to the fourth anniversary of the date of grant is £1.7m or more; and
- (c) the remainder will vest on the fifth anniversary of the date of grant if the Company's share price is £5.00 or more and the Company's post-tax profit for the financial year ending immediately prior to the fifth anniversary of the date of grant is £2.9m or more.

To apply a share price target, the Company's share price will be measured throughout the period ("**Measurement Period**") commencing on the announcement date arising immediately before the applicable anniversary of the date of grant (where an "announcement date" is a date on which the Company announces its interim or final results) and ending on the applicable anniversary of the date of grant. A share price target will be achieved if, at any time during the Measurement Period, the Company's average closing share price on each dealing day during a relevant 30 day period is equal to or exceeds the target. For these purposes, a "relevant 30 day period" shall be a period of 30 consecutive days that occurs completely within the Measurement Period. In the event that the Measurement Period is less than 30 days, a share price target will be achieved if the Company's average closing share price on each dealing day during the Measurement Period is equal to or exceeds the target.

In the event that any of the above targets are not met, the relevant proportion of the Award will not lapse but will be rolled forward to the next target. In the event that a subsequent target is met, all previous targets will be deemed to have been met too and the Award shall vest accordingly. If the targets for the fifth anniversary are not met then, unless the Committee determines that there are exceptional circumstances that would justify rolling forward the Award and retesting the performance targets for one more year, there shall be no further retesting and any unvested proportion of the Award will lapse with immediate effect. If the Committee does determine that the Award should be rolled forward, any unvested proportion of the Award will not lapse and will be rolled forward for one more year. If, on the sixth anniversary of the date of grant, the Company's share price is £5.00 or more and the Company's post-tax profit for the financial year ending immediately prior to the sixth anniversary of the date of grant is £2.9m or more, the remainder of the Award will vest in full. If not, there shall be no further retesting and any unvested proportion of the Award will lapse with immediate effect.

2. *Takeover*

In the event that the Company is subject to a takeover (or similar event) at any time on or before the second anniversary of the date of grant of an Award, the Award will vest in full if the takeover price per share is £4.00 or greater. If the takeover price per share is £3.25 or greater (but less than £4.00), the Award will vest as to one-third of the shares under the Award and will lapse as to the remainder. If the takeover price per share is less than £3.25, the Award will lapse in full.

In the event that the Company is subject to a takeover at any time after the second anniversary, and on or before the sixth anniversary, of the date of grant of an Award, the Award will vest as follows:

- (a) if the takeover price per share is £5.00 or greater, the Award will vest in full;
- (b) if the takeover price is £4.15 or greater (but less than £5.00), the Award will vest to such further extent (if any) as will bring the total vesting under the Award to two-thirds of the shares under the Award; and
- (c) if the takeover price is £3.25 or greater (but less than £4.15), the Award will vest to such further extent (if any) as will bring the total vesting under the Award to one-third of the shares under the Award.

To the extent that an Award has not vested at the time of a takeover (whether pursuant to these provisions or the application of the performance conditions), it shall lapse.

