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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

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SigmaRoc plc

*(incorporated and registered in England and
Wales with registered number 05204176)*

**NOTICE OF ANNUAL GENERAL
MEETING**



This document should be read as a whole. Your attention is drawn to the letter from the Chairman which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company to be held at 56 Queen Anne Street, London, W1G 8LA on Monday, 18 May 2020 at 1:00 p.m. is set out on pages 8 to 10 of this document. A form of proxy is also enclosed at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company's Registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and in any event so as to be received not later than 48 hours (excluding non-business days) before the time fixed for the Meeting.

In light of the UK government's response to the COVID-19 outbreak, which includes banning all non-essential travel and gatherings of more than two people, the Company strongly encourages all Shareholders to submit their form of proxy, rather than attend the Meeting in person. In accordance with the Company's articles of association, whilst completion and return of the form of proxy would not preclude Shareholders from attending and voting in person at the Meeting should they so wish, Shareholders are reminded that to do so would potentially be in breach of the UK government's latest laws in relation to COVID-19. Voting will take place as usual and if the Company is of the view that this does not reflect the proxy votes, the chairperson will direct voting to be by poll. Shareholders may listen to the formal Annual General Meeting proceedings by dialling into +44 20 3655 9680 with pin code 1500872#. Shareholders should be aware that dialling into the Meeting will not enable them to vote by telephone, as the Company's Articles do not permit this. A conference call will take place immediately after the formal business of the Meeting where Shareholders may ask questions.

For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and accompanying form of proxy.

Copies of this document are available from the Company's registered office at 7-9 Swallow Street, London, W1B 4DE from the date of this document until the date of the Meeting. However as advised above it is strongly encouraged that Shareholders do not risk potentially breaching the UK government's latest laws in relation to COVID-19 and therefore the Company recommends that Shareholders instead download the document from the Company's website: www.sigmaroc.com.

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DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"AIM Rules" the AIM Rules for Companies published by London Stock Exchange plc from time to time

"Annual General Meeting", "Meeting" or "AGM" the annual general meeting of the Company to be held at 56 Queen Anne Street, London, W1G 8LA on Monday, 18 May 2020 at 1:00 p.m., notice of which is set out at the end of this document

"Articles" the articles of association of the Company

"Board" or "Directors" the directors of the Company from time to time

"CDH" CDH Développement SA, the wholly owned subsidiary of the Company with operations in Belgium

"Company" or "SigmaRoc" SigmaRoc plc, a company incorporated in England and Wales with registered number 05204176, whose registered address is at 7-9 Swallow Street, London, W1B 4DE

"CREST" the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form

"CREST Regulations" the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force

"Euroclear" Euroclear UK & Ireland Limited, a company incorporated in England & Wales with registration number 02878738, being the operator of CREST

"GDH" GDH (Holdings) Limited, of which the Company currently owns 40% of the share capital

"Group" the Company and its subsidiary undertakings

"Option and Warrant Holders" holders of options and/or warrants over Ordinary Shares

"Ordinary Shares" the ordinary shares of 1 penny each in the capital of the Company

"Regulatory Information Service" any information service authorised from time to time by the Financial Conduct Authority for the purpose of disseminating regulatory announcements

"Resolutions" the resolutions to be proposed at the Annual General Meeting, notice of which is set out at the end of this document

"Shareholders" the holders of Ordinary Shares from time to time



Registered Office
7-9 Swallow Street
London
W1B 4DE

20 April 2020

To the Shareholders and, for information only, to the Option and Warrant Holders
Notice of Annual General Meeting

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting which is to be held at 56 Queen Anne Street, London, W1G 8LA on Monday, 18 May 2020 at 1:00 p.m. The resolutions are set out in the Notice of Annual General Meeting on pages 8 to 10 of this document.

COVID-19 and AGM proceedings

In light of the UK government's response to the COVID-19 outbreak, which includes banning all non-essential travel and gatherings of more than two people, the Company is adopting the following AGM arrangements in order to ensure that the health and safety of our Shareholders, Directors, employees and other key stakeholders is protected:

- The AGM will be held at the Company's office located at 56 Queen Anne Street, London, W1G 8LA.
- The AGM will only address the formal matters contained in the Notice of Annual General Meeting.
- In accordance with the Company's Articles, the quorum necessary to constitute the AGM is two members in person or proxy, therefore two officers of the Company (who are also Shareholders) will be in attendance to form the quorum and conduct the business of the Meeting.
- Attendance by additional Shareholders is not considered as "essential for work purposes" and so would not be permitted under the Stay at Home Measures. As such, if the Stay at Home Measures remain in force as at the date of the AGM, additional Shareholders must not attend the AGM in person. Anyone who seeks to attend in person will not be admitted to the Meeting.
- In order to maintain communication and engagement, Shareholders are invited to forward questions on the business of the Meeting to the Board in advance of the AGM by sending an email to: agm@sigmaroc.com.
- Shareholders may listen to the formal Annual General Meeting proceedings by dialling into +44 20 3655 9680 with pin code 1500872#. Shareholders should be aware that dialling into the Meeting will not enable them to vote by telephone, as the Company's Articles do not permit this.
- A conference call will take place immediately after the formal business of the Meeting where the officers in attendance will answer questions submitted in advance of the Meeting.
- All Shareholders are urged to appoint the Chairman of the Meeting as their proxy, with voting instructions. Please refer to the Notes to the Notice of Annual General Meeting for more information regarding proxy voting.

The UK government may change current restrictions or implement further measures relating to the holding of general meetings prior to the AGM. Any changes to the AGM (including the arrangements outlined above) will be made available on the Company's website at www.sigmaroc.com and by means of the Regulatory Information Service.

Ordinary business at the AGM

Resolution 1 – Annual Report and Accounts

This is an ordinary resolution to receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2019.

Resolution 2 - Auditors' re-appointment and remuneration

This is an ordinary resolution relating to the auditors' re-appointment and remuneration is usual business for the AGM.

Special business at the AGM

Resolutions 3 to 6 – Section 551 authority

These are ordinary resolutions authorising the directors to allot and issue Ordinary Shares and grant rights to subscribe for shares up to an aggregate nominal value as follows:

- Resolution 3: £250,000, being approximately 10 per cent. of the share capital of the Company, to permit the issue of new Ordinary Shares in connection with prospective share for share acquisitions;
- Resolution 4: £250,000, being approximately 10 per cent. of the share capital of the Company in connection with the acquisition of the remaining 60 per cent. of the share capital of GDH, calculated based on a presumed issue price of 30 pence per share;
- Resolution 5: £482,000, being approximately 19 per cent. of the share capital of the Company in connection with the €16.5 million deferred consideration payment payable to the previous owners of CDH, calculated based on a presumed issue price of 30 pence per share; and
- Resolution 6: £250,000, being approximately 10 per cent. of the share capital of the Company as a general authority upon which further authority will be sought from Shareholders as per Resolution 7 to enable these equity securities to be issued for cash and on a non-pre-emptive basis.

The authorities conveyed by Resolutions 3 to 6 (inclusive) will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2021, whichever is the earlier to occur.

Resolution 7 – Section 570 authority and dis-application of Section 561(1)

This is a special resolution authorising the directors to issue equity securities for cash and on a non-pre-emptive basis pursuant to the authority conferred by resolution number 6 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2021, whichever is the earlier to occur.

Resolution 8 – Section 701 authority

This is a special resolution authorising the Company to purchase up to 25 million of its own shares, which represents approximately 10% of the current issued share capital of the Company. The minimum price permitted is 1 penny and the maximum permitted is 105% of the average market value for the 5 preceding days prior to any purchase. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2021, whichever is the earlier to occur.

This is a new authority being sought by the Directors to provide the Company with the option to efficiently utilise its capital in the face of potentially volatile markets.

Form of proxy

A form of proxy for use at the AGM is enclosed. Please complete and sign the form of proxy and return it to the Company's Registrars so as to arrive no later than 48 hours (excluding non-business days) before the time fixed for the AGM.

The return of the form of proxy does not normally prevent you from attending the AGM and voting in person, however given the unprecedented circumstances resulting from the COVID-19 outbreak, and as noted above, unless the UK government relaxes the current Stay at Home measures Shareholders who attempt to attend the meeting in person will not be admitted to the Meeting.

Board Recommendation

The Board considers that each of the ordinary resolutions and the special resolutions is in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them.

Yours faithfully

David Barrett
Chairman

SIGMAROC PLC

(incorporated and registered in England and Wales no. 05204176)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 56 Queen Anne Street, London, W1G 8LA on Monday, 18 May 2020 at 1:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolutions 7 and 8 as special resolutions:

ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Report and Accounts for the period ended 31 December 2019 together with the Directors' Report and Auditors' Report thereon.
- Resolution 2: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

- Resolution 3: THAT, in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the "Rights") provided that such authority shall be limited to the allotment up to an aggregate nominal amount of £250,000 (being approximately 10 per cent. of the share capital of the Company) in connection with prospective share for share acquisitions; and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
- Resolution 4: THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant Rights provided that such authority shall be limited to the allotment up to an aggregate nominal amount of £250,000 (being approximately 10 per cent. of the share capital of the Company) in connection with the proposed acquisition of the remaining 60 per cent. of the share capital of GDH (Holdings) Limited pursuant to the agreement dated 18 April 2019; and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
- Resolution 5: THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant Rights provided that such authority shall be limited to the allotment up to an aggregate nominal amount of

£482,000 (being approximately 19 per cent. of the share capital of the Company) in connection with the deferred consideration payable to the previous owners of CDH Development SA pursuant to the agreement dated 15 October 2019; and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Resolution 6: THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant Rights provided that such authority shall be limited to the allotment up to an aggregate nominal amount of £250,000 (being approximately 10 per cent. of the share capital of the Company); and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTION

Resolution 7: THAT, conditional on the passing of Resolution 6 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £250,000;

and provided that this power shall expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.

Resolution 8: THAT the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares on such terms and in such manner as the directors of the Company may from time to time determine, but subject to the following provisions:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,000,000;
- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is 1 penny; and
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of (i) 105 per cent of the average market value of the Company's ordinary shares for the five business days prior to the day on which that ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade of and the highest current independent bid for the Company's ordinary shares on the AIM market of the London Stock Exchange at the time that ordinary share is contracted to be purchased,

and this authority shall unless, previously revoked by resolution of the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date). The Company may, at any time before such expiry, conclude contracts for the purchase of its own ordinary shares which would or might be executed wholly or partly after such expiry and the Company may purchase its own ordinary shares pursuant to any such contract as if this authority had not expired.

By Order of the Board

Heytesbury Corporate LLP
Company Secretary

Dated: 20 April 2020
Registered office:
7-9 Swallow Street
London, W1B 4DE

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 1:00 p.m. on 14 May 2020 (or in the event that this meeting is adjourned, on the register of members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder 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 that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy through CREST

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
7. In order for a proxy appointment 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 ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Share Registrars Limited (ID 7RA36) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Share Registrars Limited 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.

8. *CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.*
9. *The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.*

Changing proxy instructions

10. *To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.*

Termination of proxy appointments

11. *In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.*

Joint shareholders

12. *In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.*

Corporate representatives

13. *A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.*

Issued shares and total voting rights

14. *As at the date of this notice of general meeting, the Company's issued share capital comprised 253,739,186 ordinary shares of 1 penny each fully paid. The Company does not hold any shares in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice of general meeting is 253,739,186.*

Communication

15. *Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):*
 - a. *calling Share Registrars Limited's shareholder helpline on 01252 821 390 (calls to this number are charged at applicable domestic rates) or from overseas on +44 1252 821 390 (charged at the applicable international rates). Lines are open from 9.00 a.m. to 5.00 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or*

b. in writing to the Company by fax to +44 20 7681 3861.

16. *You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.*