

## NOTICE OF ANNUAL GENERAL MEETING

of

### TLA WORLDWIDE PLC

(the "Company")

*(Incorporated and registered in England and Wales with company number 07741649)*

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the Company will be held at the offices of DAC Beachcroft LLP at 100 Fetter Lane, London EC4A 1BN on 13 June 2014 at 11 a.m. for the following purposes:

### ORDINARY BUSINESS

#### Ordinary resolutions

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. to receive the Company's annual report and accounts for the period ended 31 December 2013, including the reports of the directors and auditors;
2. to approve the directors' remuneration report for the period ended 31 December 2013;
3. to elect Donald Malter as a director of the Company;
4. to re-elect Bart Campbell, who retires by rotation in accordance with the Company's articles of association, as a director of the Company.
5. to re-elect Michael Principe, who retires by rotation in accordance with the Company's articles of association, as a director of the Company.
6. to re-appoint Deloitte LLP as auditors to the Company, to hold office from the conclusion of this meeting until the conclusion of the next meeting at which annual report and accounts are laid before the Company;
7. to authorise the directors of the Company to determine the remuneration of the Company's auditors;
8. to declare a final dividend of 0.7 pence per ordinary share in respect of the year ended 31 December 2013;
9. that the directors of the Company be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to:
  - 9.1 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 £1,335,738, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's annual general meeting in 2015, 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; and

- 9.2 allot the Deferred Consideration Shares (as this term is defined in the admission document of the Company dated 2 December 2011);
- 9.3 allot ordinary shares in the capital of the Company in exchange for the PEGA Consideration Shares (as this term is defined in the circular of the Company dated 17 October 2012); and
- 9.4 allot ordinary shares in the capital of the Company in exchange for the PEGA Deferred Consideration Shares (as this term is defined in the circular of the Company dated 17 October 2012).

This authority is (i) subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange and (ii) in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 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.

## **SPECIAL BUSINESS**

### **Special resolution**

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

- 10. that, subject to and conditional upon the passing of resolution 9 set out in this notice, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 9 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
  - 10.1 be limited to:
    - 10.1.1 the allotment of equity securities in connection with an offer of equity securities:
      - (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
      - (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary;
    - 10.1.2 the allotment of equity securities (otherwise than pursuant to paragraph 10.1.1 above) up to an aggregate nominal amount of £200,361; and
    - 10.1.3 the allotment of the Deferred Consideration Shares (as this term is defined in the admission document of the Company dated 2 December 2011);

- 10.1.4 the allotment of ordinary shares in the capital of the Company in exchange for the PEGA Consideration Shares (as this term is defined in the circular of the Company dated 17 October 2012); and
- 10.1.5 the allotment of ordinary shares in the capital of the Company in exchange for the PEGA Deferred Consideration Shares (as this term is defined in the circular of the Company dated 17 October 2012);
- 10.2 be subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 10.3 expire at the end of the Company's annual general meeting in 2015 (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.

**BY ORDER OF THE BOARD**

Dwight Mighty

***Company Secretary***

Registered Office:

c/o Dods Group  
Ground Floor  
21 Dartmouth Street  
London  
SW1H 9BP

[21] May 2014

## Notes to the notice of annual general meeting

### 1. Entitlement to attend and vote

Only those members registered on the Company's register of members at:

- 6.00 pm (London time) on 11 June 2014; or,
- if this meeting is adjourned, at 6.00 pm (London time) on the day two business days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting.

### 2. Appointment of proxies

If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise 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 refer to the notes to the proxy form.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### 3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and
- received by Neville Registrars no later than 11.00 am (London time) two business days prior to the meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

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 included with the proxy form.

### 4. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA11) by 11.00 am (London time) two days prior to the meeting. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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

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.

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.

**5. Appointment of proxy by joint members**

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).

**6. Changing proxy instructions**

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 Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**7. Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA. In the case of a member, which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars no later than 6.00 pm (London time) two days prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

**8. Corporate representatives**

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

**9. Communication**

Except as provided above, members who have general queries about the meeting should contact Neville Registrars Limited on 0121 585 1131 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.