

mirada

mirada plc

(Incorporated in England and Wales with registered number 3609752)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of mirada plc (the "Company") will be held at the offices of Howard Kennedy LLP at No.1 London Bridge, London SE1 9BG on 29 October 2015 at 11.00 a.m. for the transaction of the following business:

As Ordinary Business to consider, and if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 31 March 2015.
2. To re-appoint Matthew Peter Earl as a Director of the Company, who retires in accordance with Article 82 of the Company's Articles of Association.
3. To re-appoint Jose Francisco Gozalbo Sidro as a Director of the Company, who retires in accordance with Article 82 of the Company's Articles of Association.
4. To re-appoint Javier Casanueva Gonzalez as a Director of the Company who retires in accordance with Article 87 of the Company's Articles of Association.
5. To re-appoint BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business to consider and if thought fit pass the following resolutions of which Resolution 6 will be proposed as an Ordinary Resolution and Resolution 7 will be proposed as a Special Resolution:

6. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 ("the Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £200,000.00 to such persons and on such terms as they think fit such authority to expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the next Annual General Meeting of the Company save that the Company is hereby authorised to make, prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company shall be permitted to allot shares and to grant Rights pursuant to such offer or agreement as if such authority has not expired.
7. THAT, subject to the passing of Resolution 6 set out above, the Directors of the Company be and hereby are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act pursuant to the authority conferred upon them by Resolution 6 above as if Section 561(1) of the Act) did not apply to such allotment provided that this power shall be limited to:
 - i. in connection with a rights issue, open offer or equivalent offer of equity securities open for acceptance for a period fixed by the Directors of the Company in favour of the holders of equity securities of the Company on the register on a fixed record date in which such holders are offered the right to participate in proportion (as nearly may be) to their respective holdings of such equity securities or in accordance with the rights attached thereto but subject to such exclusion or other arrangements as the Directors of the Company consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any generally recognised regulatory body or stock exchange in any territory or by virtue of shares being represented by depositary receipts or any other matter; and

- ii. the allotment to any person or persons of equity securities (other than pursuant to paragraph (i) above) up to an aggregate nominal amount of £200,000.00 to such persons and on such terms as they think fit,

and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date of the passing of this Resolution if earlier save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Filex Services Limited

Company Secretary

69 Old Street
London
EC1V 9HX

Dated: 6 October 2015

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him.
- (2) A Form of Proxy is enclosed for your use, if desired. The instrument appointing a proxy must reach the Company's Registrars Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time of holding of the meeting.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members of the Company on the register at 6.00pm on 27 October 2015 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (4) 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).
- (5) 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.
- (6) A copy of the register of Directors' interests in shares in the Company and copies of the Directors' service contracts of more than one year's duration will be available for inspection at the registered office of the Company during office hours only of any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
- (7) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 11.00 am on 27 October 2015. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.