

The following is a Company Announcement issued by 6PM HOLDINGS P.L.C., a company registered under the laws of Malta with company registration number C 41492 and having its registered office at Idox Business Centre, Triq it-Torri, Swatar, Birkirkara BKR 4012, Malta (hereinafter the “Company”), pursuant to the Listing Rules issued by the Listing Authority.

Quote

Annual General Meeting and Change of Directors

The Company is pleased to announce that the following resolutions were adopted by its shareholders during the Annual General Meeting held on 7th March 2019 at 40, Furnival Street, London EC41 1JQ, United Kingdom:

(i) Ordinary business

1. The Company’s shareholders have approved the Audited Financial Statements, the Auditors’ Report and the Directors’ Report for the financial year ended 31st October 2018;
2. The Company’s shareholders have approved the re-appointment of Grant Thornton, Malta as the Company’s auditors and authorised the Board of Directors to fix their remuneration; and
3. The Company’s shareholders have taken note of the resignation of the current Directors from the Board of Directors of the Company and have approved the appointment of Mr Robert Grubb, Mr David Meaden, Mr Oliver Scott, Mr Jeremy Millard and Mr Christopher Stone as Directors of the Company up to the next Annual General Meeting in accordance with the Company’s articles of association. Further details relative to said changes to the composition of the Board of Directors of the Company are set out below.

The shareholders took note of the Board of Directors’ resolution dated 20th February 2019 that no dividend be declared.

(ii) Changes to the composition of the Board of Directors of the Company

The Company announces that Mr Dean Bennett, Mr Michael A. Hakiel, Mr Anthony Marshall and Ms Lucienne Vassallo (collectively, the “Resigning Directors”) have tendered their resignation from the Board of Directors of the Company. All of the said resignations are effective from the 7th March 2019. The Company thanks the Resigning Directors for their loyal service.

Pursuant to the aforesaid resignations, the Company announces the following appointments to the Board of Directors with effect from 7th March 2019. For the purposes of Listing Rule 5.16.5, the following information is hereby being reported in respect of the above-mentioned newly appointed Directors of the Company:

- Appointment of Mr Robert Grubb - Executive Director

Mr Robert Grubb, holder of British passport number 543790408 and resident at 5, York Drove, Southampton, SO18 5SA, UK, was appointed as an executive Director of the Company with effect from the 7th March 2019.

Robert has strong experience in finance roles in the technology industry, most recently as CFO at Gresham Technologies plc from 2009 to March 2018 where he also served as Company Secretary for part of that period. Prior to this he held the role of Group Accountant at Lucite International after qualifying as a Chartered Accountant with Ernst & Young, with roles in the UK and New Zealand, specialising in financial services and technology. Robert is a member of the Institute of Chartered Accountants of Scotland.

Mr Robert Grubb does not presently hold, and has not held at any time in the past five (5) years, a directorship in any other local issuer.

There is no matter concerning Mr Robert Grubb which requires disclosure in terms of Listing Rules 5.20.5 to 5.20.9 (both included).

- Appointment of Mr David Meaden - Executive Director

Mr David Meaden, holder of British passport number 537069338 and resident at 3, Grosvenor Road, Marple, Stockport, Cheshire, SK6 6PR, UK, was appointed as an executive Director of the Company with effect from the 7th March 2019.

Following an early career in product management and sales at Burroughs and Group Bull, David enjoyed a 22-year career with Northgate Information Solutions, a FTSE 250 company. He was CEO of Northgate Public Services for 12 years and led the business through the successful sale to Cinven in 2014. David has substantial experience of working with the UK Public Sector and during his tenure with Northgate Public Services grew the business four-fold to become a leading provider to UK Government, Police, Healthcare and Central Government agencies. David has significant experience of business transformation, software development, outsourcing and M&A, successfully integrating nine acquisitions during his time at the helm. He has a degree in Business Studies from the University of Huddersfield.

Mr David Meaden does not presently hold, and has not held at any time in the past five (5) years, a directorship in any other local issuer.

There is no matter concerning Mr David Meaden which requires disclosure in terms of Listing Rules 5.20.5 to 5.20.9 (both included).

- Appointment of Mr Oliver Scott – Non-Executive Director

Mr Oliver Scott, holder of British passport number 528335331 and resident at 11, Northbourne Road, London, SW4 7DW, UK, was appointed as a non-executive Director of the Company with effect from the 7th March 2019.

Oliver is a partner of Kestrel Partners LLP, which he co-founded in 2009. Prior to this, Oliver spent 20 years advising smaller quoted and unquoted companies, latterly as a director of KBC Peel Hunt Corporate Finance. He is currently a non-executive director of IQGeo Group plc and was previously a non-executive director of KBC Advanced Technologies plc prior to its takeover by Yokogawa in 2016.

Mr Oliver Scott does not presently hold, and has not held at any time in the past five (5) years, a directorship in any other local issuer.

There is no matter concerning Mr Oliver Scott which requires disclosure in terms of Listing Rules 5.20.5 to 5.20.9 (both included).

- Appointment of Mr Jeremy Millard – Independent, Non-Executive Director

Mr Jeremy Millard, holder of British passport number 528987773 and resident at 7, Hill View Road, Twickenham, Middlesex, TW1 1EB, UK, was appointed as an independent, non-executive Director of the Company with effect from the 7th March 2019.

Jeremy provides corporate finance advice to companies primarily in the Technology sector. Prior to this, he spent five years at Rothschild, based in their London office, advising clients on all aspects of corporate finance, including a number of major cross-border transactions encompassing Europe, North America and the Middle East. Between 2001 and 2007, Jeremy worked at Hawkpoint Partners where he had a strong focus on advising mid-market UK listed companies. He has also worked for the UK Ministry of Defence and Mars Snack Foods, qualified as a

chartered accountant in 1999, and holds an M.Eng from Cambridge University. In 2016, Jeremy was appointed as a non-executive director at Solar Communications Ltd, a privately-owned Telecoms Services business.

Mr Jeremy Millard was previously a director of the Company between 25th March 2017 and 23rd February 2018. He does not presently hold a directorship in any other local issuer.

There is no matter concerning Mr Jeremy Millard which requires disclosure in terms of Listing Rules 5.20.5 to 5.20.9 (both included).

- Appointment of Mr Christopher Stone – Independent, Non-Executive Director

Mr Christopher Stone, holder of British passport number 517957145 and resident at Tattleton, Hammerpond Road, Plummers Plain, West Sussex, RH13 6PF, UK, was appointed as an independent, non-executive Director of the Company with effect from the 7th March 2019.

Christopher has held various non-executive director and chief executive roles of listed and private equity-backed technology companies, including currently the role as non-executive Chairman of NCC since his appointment to the board in 2017, and non-executive director of c plc from 2012 until its acquisition by Qualcomm in 2015. From 2013 to 2016, he was CEO of Radius Worldwide. Prior to this, Christopher was CEO of Northgate Information Solutions plc, a UK listed company, from 1999 to 2012. Christopher was also Chairman of AIM listed CityFibre plc until June 2018, when it was sold to private equity buyers.

Mr Christopher Stone does not presently hold, and has not held at any time in the past five (5) years, a directorship in any other local issuer.

There is no matter concerning Mr Christopher Stone which requires disclosure in terms of Listing Rules 5.20.5 to 5.20.9 (both included).

(iii) Composition of the Audit Committee

Pursuant to the foregoing changes to the Board of Directors of the Company, and in terms of Listing Rule 5.117, the Company hereby announces that the Audit Committee is, as of the 7th March 2019, composed of the following non-executive Directors:

- Mr Jeremy Millard Chairman - Independent, Non-Executive Director;
- Mr Christopher Stone Independent, Non-Executive Director; and
- Mr Oliver Scott Non-Executive Director.

The Audit Committee is chaired by Mr Jeremy Millard, whilst Mr Christopher Stone and Mr Oliver Scott act as members. In compliance with the Listing Rules, Mr Jeremy Millard is the independent, non-executive Director who is competent in accounting and/or auditing matters.

Unquote



Dr Luca Vella
Company Secretary

8th March 2019