

NOTICE OF GENERAL MEETING

VITESSE MEDIA PLC

(the “Company”)

(incorporated and registered in England and Wales with registered number 2607995)

NOTICE is hereby given that a general meeting (the **Meeting**) of the Company will be held at the offices of Dentons UK and Middle East LLP at One Fleet Place, London EC4M 7WS on 16 August 2018 at 1.00 p.m. for the purpose of considering and, if thought fit, passing the below resolutions, of which Resolutions 1,2,3 and 4 will be proposed as ordinary resolutions and Resolutions 5, 6 and 7 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1 THAT the proposed acquisition by Indigo Opco, LLC (a wholly owned subsidiary of the Company) of certain assets and the assumption of certain liabilities relating to the financial, media and events business known as InvestmentNews (the **Acquisition**) pursuant to the terms and subject to the conditions contained in an agreement dated 31 July 2018 between Crain Communications Inc. and Crain Management Services, Inc. (as sellers) and Indigo Opco, LLC (as buyer) (the **Acquisition Agreement**), as more particularly described in the admission document issued by the Company dated 31 July 2018 (the **Admission Document**), be and is hereby approved and that the directors of the Company (**Directors**), or a duly authorised committee of the Directors, be and are hereby authorised:

- (a) to do or procure to be done all acts and things on behalf of the Company and any of its subsidiaries as they consider necessary, desirable or expedient to implement, or otherwise in connection with, the Acquisition; and
- (b) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments to any of the terms and conditions of the Acquisition Agreement and/or to any documents relating to it, as they may in their absolute discretion think fit, provided that such modifications, variations, revisions, waivers, extensions, additions or amendments are not of a material nature.

2 THAT:

- (a) with effect from close of business on 16 August 2018 (the **Record Date**) each ordinary share of 1 pence in the capital of the Company (the **Existing Ordinary Shares**) be sub-divided and redesignated as:
 - (i) 1 new ordinary share of 0.025 pence (the **Interim Ordinary Shares**), each such share having the same rights and being subject to the same restrictions as the Existing Ordinary Shares (save as to nominal value) as set out in the Company’s articles of association for the time being; and
 - (ii) 39 new deferred shares of 0.025 pence each (the **Interim Deferred Shares**), such shares having the same rights and being subject to the same restrictions as the existing deferred shares of 9 pence each in the capital of the Company (the **Existing Deferred Shares**) (save as to nominal value) as set out in the Company’s articles of association for the time being;
- (b) immediately following sub-paragraph (a) becoming effective, every 40 Interim Ordinary Shares be consolidated into 1 ordinary share of 1 pence in the capital of the Company, each such share having the same rights and being subject to the same restrictions as the Existing Ordinary Shares (the **New Ordinary Shares**);
- (c) immediately following sub-paragraph (a) becoming effective, every 360 Interim Deferred Shares be consolidated into 1 deferred share of 9 pence in the capital of the Company each such share having the same rights and being subject to the same restrictions as the Existing Deferred Shares (the **New Deferred Shares**),

provided always that, where the consolidation and sub-division under sub-paragraphs (a) to (c) would result in a member of the Company being entitled to a fraction of a New Ordinary Share or a fraction of a New Deferred Share, the Directors may deal with such fractions as they think

fit, and in particular such fractions may, so far as possible, be aggregated together in respect of each class of such shares, and the Directors be and are hereby authorised among other things to (i) sell (or appoint any person to sell) to any person, on behalf of the relevant members, all the New Ordinary Shares representing fractions of such shares for the best price reasonably obtainable and distribute the net proceeds of sale to and among the members entitled to such shares in due proportions (save that the Company shall not be required to pay any such amount to any member unless it exceeds £5); and (ii) transfer to any person (including the Company), on behalf of the relevant members, all the New Deferred Shares representing fractions of such shares for no consideration, and that any person nominated by the Directors shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any purchasers of such shares.

- 3 That, conditional upon the passing of Resolutions 1, 2, 4 and 6 and upon Resolution 2 becoming effective, in substitution for any existing authority under section 551 of the Companies Act 2006 (the **Act**), but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors be generally and unconditionally authorised for the purposes of that section, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company (being **relevant securities**) provided that this authority shall be limited to:
- (a) the allotment of the Placing Shares, the Consideration Shares and the Adviser Shares (as each term is defined in the Admission Document);
 - (b) the allotment of the Excess EIS/VCT Shares (as defined in the Admission Document);
 - (c) the grant and/or allotment of the New Options under the New Share Option Scheme (as each term is defined in the Admission Document);
 - (d) the allotment of **equity securities** (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £222,666.52 (approximately two thirds of the Enlarged Share Capital) (such amount to be reduced by the nominal amount of any relevant securities allotted pursuant to the authority in sub-paragraph (d) below) in connection with an offer of, or an invitation to apply for, equity securities:
 - (i) to holders of ordinary shares, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to their respective holdings of such shares; and
 - (ii) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical issues arising under the laws or requirements of any overseas territory, or by virtue of shares being represented by depository receipts, or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (e) the allotment, otherwise than pursuant to sub-paragraphs (a) to (d) above, of relevant securities up to an aggregate nominal amount of £111,333.26 (approximately one third of the Enlarged Share Capital) (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in sub-paragraph (c) above) in excess of £111,333.26 (approximately one third of the Enlarged Share Capital),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

4 That, pursuant to section 239 of the Act, any prior allotment(s) of relevant securities by the Company in excess of the amount of authorised share capital set out in the articles of association of the Company be and is (are) hereby ratified.

SPECIAL RESOLUTIONS

5 That, conditional upon the passing of Resolutions 2 and 3 and upon Resolution 2 becoming effective, in substitution for any existing power under sections 570 and 573 of the Act, but without prejudice to the exercise of any such power prior to the date of this resolution, the Directors be and are hereby empowered in accordance with those sections to allot equity securities for cash, as if section 561(1) of the Act did not apply to such allotment of equity securities, provided that this power shall be limited to:

- (a) the allotment of equity securities pursuant to sub paragraphs (a) to (d) of Resolution 3; and
- (b) the allotment, otherwise than pursuant to sub paragraph (a) above, of equity securities up to an aggregate nominal amount of £33,399.97 (10 per cent. of the Enlarged Share Capital).

The power granted by this resolution shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements 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 had expired.

6 That the new articles of association of the Company in the form produced to the meeting be and are hereby adopted as the articles of association of the Company in place, and to the exclusion, of its existing articles of association including those provisions which are treated as provisions of the articles by virtue of section 28 of the Companies Act 2006.

7 That, conditional upon the passing of Resolution 3, the name of the Company be changed to Bonhill Group plc with immediate effect.

By order of the Board

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Louise Park, Company Secretary

Registered office:
14 Bonhill Street
London
EC2A 4BX

31 July 2018

Notes

1. Shareholders entitled to attend and vote at the Meeting are also entitled to appoint one or more proxies 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 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. If you wish your proxy to speak at the Meeting, you should appoint a proxy other than the chairman of the Meeting and give your instructions to that proxy.
2. A form of proxy is enclosed for use at the Meeting. Please read carefully the instructions on how to complete the form. To be valid it must be received by email in accordance with the instructions set out on the form, by post or (during normal business hours only) by hand to the Company's registrars Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, no later than 1.00 p.m. on 14 August 2018 (time and date falling 48 hours prior to the date of the Meeting, excluding non business days). Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Share Registrars Limited. Alternatively the form may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one of more than one appointment being made.
3. Completion of the appropriate form of proxy does not prevent a shareholder from attending the Meeting and voting in person if he/she is entitled to do so and so wishes. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
4. To be entitled to attend and vote at the meeting or any adjournment (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 at 1.00 p.m. on 14 August 2018 (date falling 48 hours before the date of the Meeting, excluding non business days) or, if the Meeting is adjourned, at 1.00 p.m. on the day two days prior to the adjourned meeting. Changes to the register of members of the Company 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: 7RA36) 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. 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. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).
10. 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 also applies 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 Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel. +44 (0) 1252 821390. 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.
11. 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 Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. The revocation notice must be received by Share Registrars Limited by close of business on the day two business days before the Meeting or, if the Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting. In the case of a shareholder which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer or an attorney of the corporation or other person authorised to sign it. 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.