



wey
education

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Wey Education plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

20 November 2020

Dear Shareholder,

I am pleased to outline details of the 2020 Wey Annual General Meeting ("AGM") which will be held at Unit 4, Lewis Parry House, Elvicta Estates, Crickhowell NP8 1DF at 3:00 p.m. on Friday 18 December 2020. Please note that due to ongoing restrictions relating to Covid-19, along with the health and wellbeing of our employees and shareholders, in-person attendance at our AGM will not be possible.

Proceedings at the AGM

Due to the current circumstances around coronavirus (COVID-19), the AGM will take place with only sufficient number of directors who hold shares present to form a quorum. We have made arrangements for the meeting to be broadcast via Zoom, and the instructions of how to join the meeting are set out below.

The Board strongly encourages shareholders to appoint the Chair of the AGM as your proxy to vote on your behalf. To be valid, you should complete and submit your proxy appointment in accordance with the Notes to the Notice of AGM set out on pages 5 to 7. The proxy appointment must be received at the address for delivery specified in the Notes by no later than 3:00 p.m. on Wednesday 16 December 2020. Please note that you will not be able to cast votes over the Zoom Webinar platform on resolutions at the AGM, so if you wish to participate in the meeting via Zoom Webinar and have your vote counted, you must vote by proxy in accordance with the instructions provided below.

Asking questions at the AGM

If you have any questions on the business of the meeting that you wish to ask, you are requested to submit them by email to info@wedu.co.uk and we will endeavour to respond as soon as practicable. You may submit a question at any time before 3:00 p.m. on Wednesday 16 December 2020.

Watching the AGM proceedings

To watch and listen to the AGM, please download the Zoom Webinar application from the App Store, Google Play Store or at <https://zoom.us/download>. On the day, you can access the meeting by going to <https://us02web.zoom.us/j/86332238017> or by opening the Zoom app and entering meeting ID 863 3233 8017.

Yours faithfully,

Barrie RJ Whipp
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**Meeting**") of Wey Education plc ("**Company**") will be held at Unit 4, Lewis Parry House, Elvicta Estates, Crickhowell, NP8 1DF and electronically in accordance with the information provided above on Friday, 18 December 2020 at 3:00 p.m. for the purpose of the following:

As Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 August 2020 together with the directors' report and auditor's report on those accounts;
2. To re-appoint Shipleys LLP as auditor of the Company ("**Auditor**") to hold office from the conclusion of this Meeting until the conclusion of the next meeting at which accounts are laid before the Company, and in connection with such appointment, to authorise the directors to agree the remuneration of the Auditor;
3. To reappoint Dr. Sara Isabelle de Freitas as a director of the Company, who retires as a director in accordance with article 89 of the Articles and who now offers herself for re-appointment.
4. To reappoint Barrie Reginald John Whipp as a director of the Company, who retires as a director in accordance with article 89 of the Articles and who now offers himself for re-appointment.
5. To appoint Esther Clark as a director of the Company with effect from the end of the meeting.
6. That in accordance with section 551 of the Companies Act 2006, as amended (the "**Act**"), the Directors be generally and unconditionally authorised, in substitution for all existing authorities granted to the Board pursuant to section 551 of the Act, to allot relevant securities in the Company (within the meaning of section 551(1) of the Act) or grant rights to subscribe for or to convert any security into shares:
 - (a) up to a maximum aggregate nominal value amount of £400,000;
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to the nominal amount of £400,000 in connection with an offer by way of a rights issue;
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of 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 in relation to treasury shares, 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.

The authorities conferred on the directors under paragraphs (a) and (b) will expire on the date five years after the resolutions are passed, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authorities had not expired.

As Special Business

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

7. That, with effect from the conclusion of the meeting the draft articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
8. That, subject to passing of the resolution numbered 6 above, the directors be and they are hereby generally and unconditionally authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred by the resolution numbered 6 above as if subsection (1) of section 561 of the Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to allotments of such equity securities in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulation or requirements of any regulatory authority or any stock exchange in any territory; and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £138,578.72 representing 10% of the Company's issued ordinary share capital;

and such authority shall expire on the date five years after the resolutions are passed, 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 Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

9. That, the Company be and is generally unconditionally authorised for the purposes of section 701 of the Act to make one or more off market or market purchases (within the meaning of

section 693 and 693A of the Act) of its ordinary shares of 1 pence each including but not limited to in respect of the purchase of ordinary shares of 1 pence each issued pursuant to any employee share option scheme, upon such terms and in such manner as the directors of the Company shall from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 13,857,872;
- (b) the minimum price which may be paid for each ordinary share is 1 pence, exclusive of all expenses;
- (c) the maximum price (exclusive of all expenses) which may be paid for each ordinary share is not more than 110 per cent. of the average of the middle market quotations for an ordinary share for the five business days immediately preceding the day of purchase; and
- (d) unless previously renewed, varied or revoked, the authority conferred by this resolution shall expire at the conclusion of the Company's next annual general meeting save that the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By order of the Board



Barry Nichols-Grey
Company Secretary

Dated: 20 November 2020

Registered office
10 Orange Street
London
WC2H 7DQ

The following notes represent the standard AGM Notice notes but, please note, In accordance with the Government's legislation and related restrictions in response to COVID-19, and to minimise public health risks, the 2020 Annual General Meeting will be held as a closed meeting whereby Shareholders will not be permitted to attend (other than a minimum number of persons who are required to attend ensure the meeting is quorate and can conduct the business of the meeting). As such, the Company encourages all shareholders to appoint the Chair of the Annual General Meeting to act as their proxy as any other named person will not be permitted to attend the meeting.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 6:00 p.m. on 16 December 2020; or,
- if this meeting is adjourned, at 6:00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.weyeducation.com/>.

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and/or the notes to the proxy form.

4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact Neville Registrars at Neville House, Steelpark Road, Halesowen B62 8HD. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. 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.

5. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of authority) must be:

- deposited at the offices of Neville Registrars at Neville House, Steelpark Road, Halesowen B62 8HD; or
- registered electronically in accordance with note 7;
- if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6),

by 3:00 p.m. on 16 December 2020. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-of time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-of time will be disregarded.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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 voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction 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 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 Company’s agent, Neville Registrars (CREST Participant ID: 7RA11), no later than 48 hours before the time appointed for the 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 Company’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 provider(s) should note that Euroclear UK & Ireland Limited 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 provider(s) 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) of the Uncertificated Securities Regulations 2001.

7. As an alternative to returning a hard copy Form of Proxy, you may submit your proxy electronically at www.sharegateway.co.uk by using the Personal Proxy Registration Code as shown on the Form of Proxy. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline

of at least 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) applies. If you need help with voting online, please contact our Registrars, Neville Registrars Limited +(0) 121 585 1131 or via email at info@nevilleregistrars.co.uk.

Questions at the meeting

8. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- The answer has already been given on a website in the form of an answer to a question.
- It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Communication

9. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

Email: info@wedu.co.uk

You may not use any electronic address provided either:

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

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

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.weyeducation.com

NOTES TO THE FORM OF PROXY

- 1 A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his place. A proxy need not be a member of the Company. **Please note, shareholders are encouraged to appoint the Chairman of the Meeting as their Proxy to ensure their vote is counted as any other appointees will not be permitted entry to the Annual General Meeting.**
- 2 To be valid, this form of proxy must be signed and lodged with the Company's registrars, Neville Registrars Limited, not later than 48 hours (excluding non-working days) before the time appointed for the holding of the meeting. Any power of attorney or other authority must be lodged with this form.
- 3 In the case of a corporation, this form must be signed as a deed or under the hand of an officer or attorney duly authorised in that behalf.
- 4 In the case of joint holders, the signature of any one holder will be sufficient but the names of all joint holders should be stated.
- 5 Please see the AGM Notice for further advice on how to appoint/instruct proxies via CREST.
- 6 As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting (as the case may be).

COVID-19

In light of the Government's directive limiting gatherings, it is necessary for the Company to restrict physical participation at the Annual General Meeting in line with current guidance and legislation. The Annual General Meeting will be a closed meeting whereby Shareholders will not be permitted to attend (other than a minimum number of persons who are required to attend ensure the meeting is quorate). Accordingly, the Company encourages all Shareholders to vote electronically or to submit a Form of Proxy, rather than attend the meeting in person.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Wey Education plc

(Registered in England and Wales with company number 6342555)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 18 December 2020 at Unit 4, Lewis Parry House, Elvicta Estates, Crickhowell, NP8 1DF at 3:00 p.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive and consider the Report of the Directors and the audited Annual Accounts to 31 August 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8* To disapply pre-emption rights pursuant to the authority granted by Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To reappoint Shipleys LLP as auditors and authorise the Directors to agree their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9* To authorise the Directors to purchase the Company's shares under section 701 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To reappoint Dr. Sara Isabelle de Freitas as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To reappoint Barrie Reginald John Whipp as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 To appoint Esther Clark as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To authorise the directors to allot shares up to a nominal value of £400,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7* To adopt new Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Your personal proxy registration code is: ABCD-123-EFG

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

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>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD