



Ebiqumty plc

(registered in England no. 3967525)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or otherwise transferred your shares in Ebiqumty plc, you should forward this document and other documents enclosed 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.

Notice of Annual General Meeting ('AGM') correction to resolutions 7, 8 and 9

Ebiquity plc (the 'Company')

Dear shareholder

It has come to our attention that the AGM notice (the 'Notice') published on the Company's website and posted to shareholders on 29 May 2020 contained some typographical errors. This letter is supplemental to and should be read in conjunction with the Notice.

Resolutions 7 and 8 give the Directors the authority to allot shares disapplying pre-emption rights in certain circumstances. The resolutions correctly state that the authority under each resolution is up to 5% of the Company's issued share capital as at the date of the Notice. However the nominal amount should be £1,001,570 and not £2,003,240 as published in the Notice.

Resolution 9 refers to the Company's authority to make market purchases of its shares. The resolution correctly states that this is for up to 10% of the Company's issued share capital as at the date of the Notice. However the number of shares should be 8,012,562 and not 4,006,281 as published in the Notice.

Resolutions 7, 8 and 9 will be proposed by the Chairman at the AGM following these amendments as set out overleaf.

The explanatory note to resolution 9 should state that the authority is for the Company to purchase up to 8,012,562 of its ordinary shares representing 10% of the Company's issued ordinary share capital. The updated note is set out overleaf.

Please submit your proxy instructions based on the corrected details above. If you have already submitted your voting instructions and wish to change them, please do so by submitting a new proxy card. New blank proxy cards can be found on the Company's web site using the link below or alternatively shareholders can contact the Company's registrar, Computershare. Their helpline number is 0370 707 1345.

A copy of the Notice, together with this letter and the 2019 Annual Report is available on the Company's website at <https://www.ebiquity.com/about/investors>.

Yours faithfully



Mark Sanford

Company Secretary

12 June 2020

Notice of Annual General Meeting – Supplemental Note

Ebiquity plc (registered in England and Wales with company number 03967525)

Amended versions of Resolutions 7, 8 and 9 to be proposed as special resolutions at the Annual General Meeting of Ebiquity plc (the 'Company') at 10am on Friday 26 June 2020 at the Company's offices at Chapter House, 16 Brunswick Place, London N1 6DZ.

7. That subject to the passing of resolution 6 and in place of all existing powers, pursuant to section 570 of the Act, the Directors be authorised to allot equity securities (as defined by section 560 of the Act) (i) for cash pursuant to the authority conferred by resolution 6 and/or (ii) pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment or sale of equity securities for cash:

- a. in connection with an offer to acquire equity securities (in the case of the authorisation granted under resolution 6(a) by way of a rights issue only) in favour of the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings 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, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b. otherwise than under sub-paragraph (a) above up to a nominal amount of £1,001,570 (representing approximately 5% of the Company's issued share capital as at the date of this notice),

provided that such authorities shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's Annual General Meeting in 2021, or 15 months after the passing of this resolution, whichever is the earlier, 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.

8. That, subject to the passing of resolution 6 and in place of all existing powers, the Directors be authorised, in addition to any authority granted under resolution 7, to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by that resolution and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,001,570 (representing approximately 5% of the Company's share capital as at the date of this notice); and
- b. used only for the purpose of financing (or refinancing if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that such authorities shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's Annual General Meeting in 2021, or 15 months after the passing of this resolution, whichever is the earlier, 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.

9. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.25 each provided that:

- a. the maximum aggregate number of ordinary shares that may be purchased is 8,012,562 (representing approximately 10% of the Company's share capital as at the date of this notice);
- b. the minimum price (excluding expenses) which may be paid for each ordinary share is £0.25;
- c. the maximum price (excluding expenses) which may be paid for each ordinary share is 105% of the average market value of a share in the Company for the five business days prior to the day the purchase is made.

The authority conferred by this resolution shall expire at the conclusion of the Company's Annual General Meeting in 2021 or 15 months following the passing of this resolution, whichever is the earlier, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase shares which will or may be executed wholly or partly after the expiry of such authority.

Amended explanatory note to resolution 9

Resolution 9: Market purchase of own shares

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 8,012,562 of its ordinary shares, representing 10% of the Company's issued ordinary share capital.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority.

The authority will expire at the conclusion of the Company's Annual General Meeting in 2021, or 15 months after the passing of this resolution, whichever is the earlier.

The Directors will continue to monitor carefully the capital requirements of the Company and do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

At the date of the notice, the total number of options to subscribe for ordinary shares in the Company amounted to 6,669,463. This represented 8.32% of the Company's issued ordinary share capital on that date. If this authority to purchase shares was exercised in full, the options would represent 9.25% of the issued ordinary share capital as at the date of this notice.