

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the virtual Annual General Meeting of Avingtrans Plc will be held on 18 November 2020 at 11:00am for the following purposes:

In light of the UK Government's social distancing guidelines associated with the COVID-19 pandemic restricting public gatherings, physical attendance at the Company's AGM will not be permitted. The AGM will be held with a quorum of members only present at the physical location, supplemented by way of a videoconference allowing shareholders to dial into the AGM. Shareholders wishing to access the videoconferencing facility or submit questions to the Board ahead of the meeting are asked to contact Avingtrans@newgatecomms.com. Please note that it will not be possible to vote on the matters to be considered at the AGM through videoconferencing facility, shareholders are therefore encouraged to vote electronically via www.signalshares.com, and to appoint the Chair of the Meeting as their proxy with their voting instructions prior to the meeting. Votes received should be submitted to the Registrar before 11:00am on the 16 November 2020.

To consider, and if thought fit, to pass the following resolutions numbered 1 to 4 as ordinary resolutions

1. To receive and adopt the reports of the Directors and the auditor and the financial statements for the year ended 31 May 2020.
2. To re-elect Steve McQuillan as a Director.
3. To re-elect John Clarke as a Director.
4. To reappoint Grant Thornton UK LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration to be fixed by the Directors.

To transact any other ordinary business of an Annual General Meeting and as special business to consider the following Resolutions, Resolutions 5 and 5 being proposed as Ordinary Resolutions and Resolution 7 as a Special Resolutions.

5. That the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined in Section 551 of the Companies Act 2006 (the "Act") up to an aggregate nominal value of £524,578 provided that this authority shall expire in whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this Resolution, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities in pursuance of any such offer or agreement as if the authority conferred by this Resolution had not expired, and that this authority shall be in substitution for all previous authorities conferred upon the Directors pursuant to section 551 of the Act.
6. That the Company be generally and unconditionally authorised, in accordance with Article 9 of its Articles of Association and Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 5p each of the Company on such terms and in such manner as the Directors may from time to time determine provided that:
 - a. the maximum number of ordinary shares authorised to be purchased is 3,179,259;
 - b. the minimum price which may be paid for an ordinary share is 5p (exclusive of expenses and advance corporation tax, if any, payable by the Company);
 - c. the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company derived from the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased (exclusive of expenses and advance corporation tax, if any, payable by the Company); and
 - d. the authority conferred shall expire at the conclusion of the next Annual General Meeting of the Company except that the Company may, prior to such expiry, make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

NOTICE OF ANNUAL GENERAL MEETING

7. That the Directors be empowered pursuant to Section 571 of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authority conferred upon them by Resolution 7 as if Section 561 of the Act did not apply to any such allotment provided that such power shall be limited:
- a. to the allotment of equity securities in connection with a rights issue or other offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them subject to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of a regulatory body; and
 - b. to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £156,963 and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this Resolution, except 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 such offer or agreement as if the power conferred by this Resolution had not expired.

By order of the Board

S M King

**Registered office
Chatteris Business Park
Chatteris
Cambridgeshire
PE16 6SA**

Dated:

NOTICE OF ANNUAL GENERAL MEETING

Avingtrans Plc

Notes to the Annual Report for the year ended 31 May 2020:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at close of business on 16 November 2020; or if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to vote. In light of the UK Government's social distancing guidelines associated with the COVID-19 pandemic restricting public gatherings, physical attendance at the Company's AGM will not be permitted. The Company encourages shareholders to vote electronically via www.signalshares.com, and to appoint the Chair of the Meeting as their proxy with their voting instructions.

Voting

2. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - You may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales).
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

Appointment of proxies

3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. As set out in note 1 above, the Company encourages shareholders to appoint the Chair of the Meeting as their proxy with their voting instructions. 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. In light of the ongoing circumstances relating to covid-19, no member or proxy other than the Chair of the Meeting and those forming the quorum will be admitted to the meeting
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy electronically

6. In order to reduce the Company's environmental impact, members are encouraged to appoint a proxy electronically. This can be done by:
 - logging onto www.signalshares.com and submitting a proxy appointment online by following the instructions. If you have not previously done so, you will need to register. To do this, you will need your Investor Code detailed on your share certificate (or otherwise available from the Company's registrar, Link Asset Services); or
 - submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service.Please note that proxy appointments must be received by no later than 1100 a.m. on 16 November 2020 to be valid.

NOTICE OF ANNUAL GENERAL MEETING

Appointment of proxy using hard copy proxy form

7. To appoint a proxy using the hard copy proxy form, the form must be completed and signed and sent or delivered to Link Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and received by Link Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 11:00am on 16 November 2020.

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.

Appointment of proxy by joint members

8. 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).

Changing proxy instructions

9. 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 (see above) also apply 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 Link Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

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.

Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
 - In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Link Asset Services of PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 16 November 2020 at 11.00am.

Crest

11. 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). 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.
12. 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 issuer's agent (ID RA10) by 11:00am on the 16 November 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.

NOTICE OF ANNUAL GENERAL MEETING

13. 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(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 system providers 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)(a) of the Uncertificated Securities Regulations 2001

Issued shares and total voting rights

14. As at 11:00 am on 29 September 2020, the Company's issued share capital comprised 31,792,594 ordinary shares of 5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 11.00am on 29 September 2020 is 31,792,594.

Documents on display

15. The following documents will be available for inspection at Chatteris Business Park, Chatteris, Cambridgeshire PE16 6SA from 29 October 2020 until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:
- Copies of the letters of appointment of the directors of the Company.