

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (**FSMA**) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You will still be able to vote in person at the General Meeting, and may request a hard copy proxy form directly from the registrars, **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300)**.

If you have sold or transferred all of your Ordinary Shares, please send this document, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the New Ordinary Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority, the London Stock Exchange or any other regulatory authority.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM, with dealings, in respect of the Novum Subscription, expected to commence on 15 October 2018 and, in respect of the Related Party Subscription, expected to commence on 19 October 2018 on the assumption that the Resolutions are passed. The New Ordinary Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

Big Sofa Technologies Group plc

(Incorporated and registered in England and Wales with registered no 07847321)

Capital Raising to raise approximately £1.68 million and Notice of General Meeting

You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 8 (inclusive) of this document and which provides details of the Capital Raising, and recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting to be held at the offices of Big Sofa Technology Group plc, 5 Martin Lane, London EC4R 0DP at 9.00 a.m. on 18 October 2018, is set out at the end of this document. A valid proxy appointment should be received by the Registrars at Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 9.00 a.m. on 16 October 2018 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). The completion and return of a proxy appointment will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Arden Partners plc, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company and for no one else in connection with the Subscription or Admission. Persons receiving this document should note that Arden will not be responsible to anyone other than the Company for providing the protections afforded to customers of Arden or for advising any other person on the arrangements described in this document. Arden has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Arden for the accuracy of any information or opinions contained in this document or for the omission of any information. Arden, as nominated adviser and broker to the Company, owes certain

responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, the Shareholders or any other person.

The New Ordinary Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Accordingly, subject to certain exceptions, the New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

In accordance with the AIM Rules, this document will be available on the Company's website (www.bigsofatech.com) from the date of this document, free of charge. Copies of this document will also be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Big Sofa Technology Group plc being 5 Martin Lane, London EC4R 0DP for a period of one month from the date of this document.

FORWARD LOOKING STATEMENTS

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

SUBSCRIPTION STATISTICS

Issue Price	3 pence
Number of Existing Ordinary Shares	82,598,958
Number of Subscription Shares to be issued pursuant to the Subscription	56,151,734
Number of Ordinary Shares in issue immediately following Admission	138,750,692
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	40.47%
Gross proceeds of the Subscription	£1,684,552
Estimated net proceeds of the Subscription	£1,608,561

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Publication and dispatch of this document	2 October
First Admission and commencement of dealings on AIM	8.00 a.m. on 15 October
Latest time and date for receipt of the proxy appointment for the General Meeting	9.00 a.m. on 16 October
Time and date of the General Meeting	9.00 a.m. on 18 October
Results of the General Meeting announced	18 October
Second Admission and commencement of dealings on AIM	8.00 a.m. on 19 October
Despatch of definitive share certificates in respect of the New Ordinary Shares	within 10 business days of First Admission and Second Admission

** All references to times in this timetable are to London times and each of the times and dates are indicative only and may be subject to change. Any such change will be notified by an announcement on a regulatory information service.*

DIRECTORS, SECRETARY AND ADVISERS

Directors	Nicholas Mustoe Simon Lidington Joseph MacCarthy ACA Matthew Lynch Kirsty Fuller Paul Clark Steven Metcalfe John Haworth	<i>Non-Executive Chairman</i> <i>Chief Executive Officer</i> <i>Chief Financial Officer</i> <i>Chief Strategy Officer</i> <i>Chief Commercial Officer</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
Company Secretary	Joseph MacCarthy ACA	
Registered Office	Finsgate 5-7 Cranwood Street London EC1V 9EE	
Nominated Adviser	Arden Partners PLC 125 Old Broad Street London EC2N 1AR	
Joint Brokers	Arden Partners plc 125 Old Broad Street London EC2N 1AR Novum Securities Limited 8-10 Grosvenor Gardens Belgravia London SW1W 0DH	
Solicitors to the Company	BPE Solicitors LLP St James House St James Square Cheltenham GL50 3PR	
Registrars	Link Asset Services, The Registry 34 Beckenham Road Beckenham Kent BR3 4TU	

Letter from the Chairman of Big Sofa Technologies Group plc
(Incorporated in England and Wales with registered no. 07847321)

Directors:
Nicholas Mustoe – *Non-Executive Chairman*
Simon Lidington – *Chief Executive Officer*
Joseph MacCarthy – *Group Finance Director*
Matthew Lynch - *Group Strategy Officer*
Kirsty Fuller – *Chief Commercial Officer*
Paul Clark – *Non-Executive Director*
Steven Metcalfe - *Non-Executive Director*
John Haworth – *Non-Executive Director*

Registered office:
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

2 October 2018

To Shareholders

**Capital Raising to raise approximately £1.68 million
and
Notice of General Meeting**

Introduction

The Company announced on 1 October 2018 the terms of conditional subscriptions to raise approximately £1.68 million by the issue and allotment by the Company of 56,151,734 new Ordinary Shares at the price of 3 pence per share.

The Capital Raising is split into two tranches, the first, being the Novum Subscription, is conditional on First Admission. The second, being the Related Party Subscription, is conditional upon Shareholders approving the Resolutions at the General Meeting and Second Admission. The Resolutions are contained in the Notice of General Meeting at the end of this document.

The purpose of this document is to explain the background to and reasons for the Subscription, why the Directors are seeking authority from Shareholders to issue the New Ordinary Shares for cash on a non-pre-emptive basis and to recommend that you vote in favour of the Resolutions.

Background to and reasons for the Capital Raising

Big Sofa's aim is to become a transformative resource within large, global organisations, which are spending significant sums on consumer insight, through the use of video and video analytics. The consumer insight market is a large and growing US\$40 billion industry going through a significant period of transition, as businesses and brands are interested in real behaviour, not attitudes, with video emerging as the key medium to capture this behaviour. The Directors believe that Big Sofa's observational research expertise, combined with its video analytics technology, puts the Company in a good position to capitalise on this trend.

Since the Company's admission to the AIM market of the London Stock Exchange in December 2016, its strategy has been to focus on building long-term strategic relationships with global consumer brands and consumer insight businesses such as Procter & Gamble and Ipsos. The Directors believe that this strategy has the potential to deliver long-term recurring revenues.

The Company's growth has led to it absorbing cash which will continue for a number of months; the Subscription is necessary to sustain the business and support the growth strategy. The Board has agreed to a number of significant cost-cutting measures to bring the Company to cash breakeven sooner without affecting its ability to deliver anticipated revenues.

Current Trading

On 1 October 2018 the Company announced its results for the six months ended 30 June 2018. In that period revenues grew by 20% to £602,000 (H1 2017: £503,000), the Group's gross profit increased by 7% to £382,000 and its loss reduced by 19% to £1.7m. Work commissioned as at 30 June 2018 increased by 100% to approximately £1.0m of which 60% was recognised in H1 (as at 30 June 2017 work commissioned was £0.5m). Post period highlights include the award of a \$350,000 global project by PepsiCo for Video Observer, expected to be completed by mid-November 2018.

Use of proceeds

The proceeds of the Capital Raising will be used to fund the working capital requirements of the Company, through to the end of the summer 2019, as it enters the next phase of growth. Specifically, proceeds will be used to continue investment in research and development, artificial intelligence and automation to ensure Big Sofa maintains its market leading position in technology-led consumer insight. The Directors believe that heightened levels of automation will, in time, also enable the transition away from human-led analysis tools, resulting in higher margins for commissioned projects. In addition, further investment will be made in expanding the Company's sales and marketing activities, with a particular focus on Big Sofa's US presence, where its strategically located hubs are exposed to good revenue growth opportunities.

Details of the Subscriptions

The Company has conditionally raised approximately £1.68 million before expenses by separate subscriptions for, in aggregate, 56,151,734 new Ordinary Shares at the Issue Price.

Novum Securities has subscribed for 33,333,333 new Ordinary Shares conditional only upon First Admission. Under the terms of its subscription new Ordinary Shares issued to Novum will be admitted to trading on 15 October 2018.

The Novum Subscription is not subject to Shareholder approval. The net proceeds of the Novum Subscription are expected to be £924,009. Upon First Admission, Novum will be granted a warrant in respect of 2,444,118 Ordinary Shares exercisable at the Issue Price until October 2021. Novum has today been appointed as joint broker to the Company.

Ipsos has conditionally subscribed for 11,151,735 new Ordinary Shares. Under the terms of its subscription letter, Ipsos' subscription is conditional on the passing of the Resolutions as well as the Admission of the Subscription Shares. The new Ordinary Shares issued to Ipsos are expected to be admitted to trading on AIM on 19 October 2018. If any of the conditions are not satisfied, these new Ordinary Shares will not be issued.

Nick Mustoe, Kirsty Fuller, and Steve Metcalfe who are directors, and Adam Reynolds who is a former director, have conditionally subscribed for a total of 11,666,666 new Ordinary Shares. Under the terms of their subscription letters, their subscription is conditional on the passing of the Resolutions as well as the Admission of the Subscription Shares. The new Ordinary Shares issued to them are expected to be admitted to trading on AIM on 19 October 2018. If any of the conditions are not satisfied, these new Ordinary Shares will not be issued.

The Subscriptions are not being underwritten.

The Subscription Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

Applications will be made to the London Stock Exchange for the admission of the Subscription Shares to trading on AIM.

Related Party Transactions

Subscription by the Directors and a former Director

The following current and former directors of the Company, all of whom are related parties for the purposes of the AIM Rules have subscribed for Ordinary Shares as follows:

Director	Number of Subscription Shares subscribed for	Total Ordinary Shares held immediately following the Capital Raising	Ordinary Share holding as a percentage of Enlarged Share Capital
Nick Mustoe	3,333,333	6,108,449	4.4%
Steve Metcalfe	3,333,333	4,722,070	3.4%
Kirsty Fuller	2,500,000	2,500,000	1.8%
Adam Reynolds (former Director)	2,500,000	3,930,403	2.8%

The above Subscriptions are each related party transactions for the purposes of Rule 13 of the AIM Rules ("**Director Related Party Transactions**").

Simon Lidington, Matt Lynch, Joe MacCarthy, John Haworth and Paul Clark being the Directors not participating in the Related Party Subscription, consider, having consulted with the Company's Nominated Adviser, Arden, that the terms of the Director Related Party Transactions are fair and reasonable in so far as the Company's shareholders are concerned.

Major shareholder's participation in the Capital Raising

Ipsos, which at the date of this Circular holds 16,402,143 Existing Ordinary Shares (representing approximately 19.86 per cent. of the existing issued share capital of the Company), has conditionally agreed to subscribe pursuant to the Subscription for 11,151,735 new Ordinary Shares at the Issue Price.

This subscription is deemed to be a related party transaction for the purposes of Rule 13 of the AIM Rules ("**Ipsos Related Party Transaction**").

The independent Directors (comprising all directors other than John Haworth who is the nominated representative of Ipsos) consider, having consulted with the Company's Nominated Adviser, Arden, that the terms of the Ipsos Related Party Transaction are fair and reasonable in so far as the Company's shareholders are concerned.

Following its subscription for new Ordinary Shares, Ipsos will hold 19.86 per cent. of the Enlarged Share Capital. In the event that Ipsos' conditional subscription does not proceed for any reason the Ordinary Shares held by Ipsos will represent, in aggregate, approximately 12.85 per cent. of the Enlarged Share Capital.

Total voting rights

Following Admission, the Company's issued share capital will consist of 138,750,692 Ordinary Shares, with each Ordinary Share carrying the right to one vote. The Company does not hold any Ordinary Shares in treasury. This figure of 138,750,692 Ordinary Shares may therefore be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules (**DTRs**).

General Meeting

A notice is set out at the end of this document convening the General Meeting to be held at the offices of Big Sofa Technologies Group plc at 9.00 a.m. on 18 October 2018 at which the following Resolutions will be proposed:

- (A) Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the New Ordinary Shares and the Warrants;
- (B) Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1, disapplies statutory pre-emption rights, provided that such authority shall be limited to, *inter alia*, the allotment of the New Ordinary Shares and the Warrants. Following Admission this would leave the Company with the authority to issue up to c.5.74% of the Enlarged Issued Share Capital for cash on a non-pre-emptive basis.

These Resolutions are in addition to the authorities granted to Directors at the last AGM. Resolution 1 authorises the allotment of the New Ordinary Shares and the grant of the Warrants. Resolution 2 authorises the allotment of the New Ordinary Shares and the grant of the Warrants for cash other than on a pre-emptive basis. The purpose of this is to give the Directors the ability to raise funds up to this limit and to avoid the timetabling, and uncertainty of funding issues associated with, effecting pre-emptive offers.

As required by the Act when proposing a special resolution to disapply pre-emption rights, the Directors hereby confirm that:

- the amount to be paid to the Company in respect of each New Ordinary Share is 3 pence and the proceeds of the Subscription (at the Issue Price) are expected to be approximately £1.68 million (before expenses);

- the number of new Ordinary Shares to be issued pursuant to the Subscription is 56,151,734;
- the Issue Price represents, in the Board's view, the best price achievable by the Company given its funding requirements and the current overall market conditions for fundraisings; and
- the Directors recommend that Shareholders dis-apply pre-emption rights (in the terms set out in the second resolution) in order to permit the Subscription to be effected on a timely basis and to avoid the timetabling, and uncertainty of funding issues associated with, effecting future pre-emptive offers.

Action to be taken

Whether or not you intend to be present in person at the General Meeting, you are strongly encouraged to complete a valid proxy appointment in accordance with the instructions printed thereon so as to be received electronically, by post or, during normal business hours only, by hand, to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event so as to arrive by not later than 9.00 a.m. on 16 October 2018 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a valid proxy appointment will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

Recommendation

The Directors consider the Subscription to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 21,128,522 Existing Ordinary Shares, representing approximately 25.58 per cent. of the Existing Ordinary Shares.

Yours faithfully

Nicholas Mustoe
Chairman

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

"Act"	the Companies Act 2006, as amended
"Admission"	the admission to trading on AIM of the New Ordinary Shares becoming effective in accordance with Rule 6 of the AIM Rules
"AIM"	the AIM market operated by the London Stock Exchange
"AIM Rules"	the rules for AIM companies as published by the London Stock Exchange from time to time
"Arden"	Arden Partners plc, the Company's nominated adviser and broker
"Board" or "Directors"	the directors of the Company
"Business Day"	any day which is not a Saturday, Sunday or a public holiday in the UK
"Capital Raising"	the Subscription
"certificated" or "in certificated form"	a share or other security which is not in uncertificated form (that is, not in CREST)
"Company" or "Big Sofa"	Big Sofa Technologies Group plc, a company registered in England and Wales with registered number 07847321
"CREST"	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755), as amended
"Directors" or "Board"	the directors of the Company
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company immediately following the Second Admission
"Existing Ordinary Shares"	the 82,598,958 existing Ordinary Shares in issue at the date of this Circular, all of which are admitted to trading on AIM
"FCA"	the Financial Conduct Authority of the UK
"First Admission"	admission to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules in respect of the Novum Subscription
"FSMA"	the Financial Services and Markets Act 2000, as amended
"General Meeting"	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof
"Group"	the Company, its subsidiaries and its subsidiary undertakings
"Ipsos"	Ipsos MORI UK Limited, a UK subsidiary of Ipsos S.A.
"Issue Price"	3 pence per new Ordinary Share
"London Stock Exchange"	London Stock Exchange plc, a company registered in England and Wales with registered number 02075721
"New Ordinary Shares"	the Subscription Shares
"Notice of General Meeting"	the notice of the General Meeting, which is set out at the end of

	this document
"Novum"	Novum Securities Limited
"Novum Subscription"	the subscription by Novum for 33,333,333 new Ordinary Shares at the Issue Price
"Ordinary Shares"	ordinary shares of 3 pence each in the share capital of the Company
"Regulatory Information Service"	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
"Registrars"	Link Asset Services
"Related Parties"	Ipsos, a holder of Existing Ordinary Shares, Adam Reynolds and certain of the Directors who propose to subscribe for new Ordinary Shares pursuant to the Subscription
"Related Party Subscription"	the conditional subscription for 22,818,401 new Ordinary Shares at the Issue Price by the Related Parties
"Resolutions"	the resolutions relating to matters necessary to implement the Related Party Subscription to be proposed at the General Meeting, as set out in the Notice of General Meeting
"Second Admission"	admission to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules in respect of the Related Party Subscription
"Shareholder(s)"	holder(s) of Existing Ordinary Shares
"Subscribers"	Novum and the Related Parties
"Subscription"	the proposed conditional subscriptions by the Subscribers for the Subscription Shares at the Issue Price
"Subscription Shares"	the 56,151,734 new Ordinary Shares to be issued by the Company pursuant to the Subscription
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"uncertificated" or "in uncertificated form"	a share or security recorded in the Company's register of members as being held in uncertificated form, title to which may be transferred by means of CREST
"US" or "United States"	the United States of America
"Warrants"	the warrants to subscribe for 2,444,118 Ordinary Shares at the Issue Price to be granted to Novum
"£", "pounds sterling", "pence" or "p"	are references to the lawful currency of the United Kingdom

BIG SOFA TECHNOLOGIES GROUP PLC

(Incorporated and registered in England and Wales with company number 07847321)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Big Sofa Technologies Group Plc (the **Company**) will be held at the office of Big Sofa Technologies Group plc, 5 Martin Lane, London EC4R 0DP at 9.00 a.m. on 18 October 2018 to consider, and if thought fit pass, the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution.

You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You will still be able to vote in person at the General Meeting, and may request a hard copy proxy form directly from the registrars, **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300)**.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the same meanings ascribed to them in the circular from the Company to the Shareholders dated 2 October 2018 (the **Circular**).

ORDINARY RESOLUTION

1. THAT, in addition to all other powers granted to the directors of the Company (**Directors**) at the Company's Annual General Meeting on 3 July 2018, in accordance with section 551 of the Companies Act 2006 (**Act**), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot the new Ordinary Shares in respect of the Related Party Subscription and the grant of the Warrants, provided that this authority will expire at whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2019, or the date falling 1 month from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTION

2. THAT, in addition to all other powers granted to the Directors at the Company's Annual General Meeting on 3 July 2018, subject to and conditional upon the passing of Resolution 1, in accordance with section 571(1) of the Act, the Directors be empowered to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 1 above, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of the new Ordinary Shares in respect of the Related Party Subscription and the grant of the Warrants; and
 - (b) expire at whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2019 or the date falling 1 month from the date of passing of this resolution but may be previously revoked or varied by special resolution and so 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 as if such power had not expired.

Registered Office
Finsgate
5 – 7 Cranwood Street
London
EC1V 9EE
2 October 2018

Joseph MacCarthy
Company Secretary
Big Sofa Technologies Group Plc

Notes:

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 16th October 2018. 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.
 2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 9.00 a.m. (UK time) on 18 October 2018 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
 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. 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.
 4. 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).
 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.
 6. 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 cost 12p per minute plus your phone company's access charge. 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.
- In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 9.00 a.m. on 16 October 2018
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
 8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
 9. 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.
 10. 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 9.00 a.m. on 16 October 2018. 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.
 11. 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.

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 no more than one corporate representative exercises powers in relation to the same shares.
13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.bigsofatech.com