



The Quarto Group, Inc.  
Notice of Annual Meeting  
& Forms of Proxy  
and Direction



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.**

**If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents 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 and Business of the Annual Meeting

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Members of The Quarto Group, Inc. (“the Company”) will be held at The Old Brewery, 6 Blundell Street, London N7 9BH on May 16, 2019 at 2.00 pm for the transaction of the following business:

1. To receive the directors’ report and accounts for the year ended December 31, 2018.
2. To re-elect Mr A. Cumming as a director.
3. To re-elect Mr C.K. Lau as a director.
4. To re-elect Mr M.J. Mousley as a director.
5. To re-elect Mr K.I. Fund as a director.
6. To re-elect Mrs J. Moriarty as a director.
7. To re-elect Ms M.L. Lam as a director.
8. To appoint Grant Thornton LLP as auditor to the Company.
9. To authorise the directors to approve Grant Thornton LLP’s remuneration.
10. To approve the Annual Report on Remuneration as set out on pages 34 to 38 of the Annual Report and Accounts for the year ended December 31, 2018.
11. To approve the Remuneration Policy as recommended by the Remuneration Committee on page 26 of the Remuneration Committee Report contained within the Annual Report and Accounts for the financial year ended December 31, 2018.

12. To authorise the directors to allot equity securities (as defined in the Listing Rules issued by the UK’s Financial Conduct Authority (acting in its capacity as the UK Listing Authority)) for cash and/or to sell shares held by the Company as treasury shares as if Listing Rule 9.3.11R did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities:

(i) to the holders of shares in proportion (as nearly as may be practicable) to their respective 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; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 12(a) of this resolution) to any person up to an aggregate nominal amount of US\$ 102,222.75 (representing 5% of the total issued shares of common stock of the Company).

The authority granted by this resolution will expire at the conclusion of the Company’s next Annual Meeting after the passing of this resolution or, if earlier, at the close of business on the date falling 15 months from the date of this year’s Annual Meeting, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

13. To approve an amendment to the Company’s Certificate of Incorporation that increases the Company’s authorised share capital from 28 million common shares of US\$0.10 par value to 80 million common shares of US\$0.10 par value.

**Principal Place of Business**

The Old Brewery  
6 Blundell Street  
London N7 9BH  
United Kingdom

**By Order of the Board**

Michael Clarke  
Secretary  
April 15, 2019

### Notes to Notice of Annual Meeting:

1. The biographical details of the current directors seeking appointment or re-election can be found on pages 20 and 21 of the Report and Accounts for the year ended December 31, 2018 to enable shareholders to take an informed decision on their re-election. (Resolutions 2 to 7)
2. The Annual Report on Remuneration provides details of the remuneration (including share awards) paid to the directors during the year ended December 31, 2018. It also gives details of the way in which the Company will implement its Remuneration Policy. The vote on the Annual Report on Remuneration is advisory in nature. (Resolution 10)
3. The Remuneration Policy, as recommended by the Remuneration Committee on page 26 and mirrors the existing policy implemented on May 17, 2018. (Resolution 11)
4. The Company is seeking to authorize the directors to be able to allot for cash on a non-pre-emptive basis (i.e. not to existing shareholders) equity securities up an aggregate nominal amount of \$102,222.75, being 1,022,275 shares of common stock of US\$0.10 each (representing 5% of the total issued shares of common stock of the Company). (This is in accordance with the UK's Pre-emption Group's Statement of Principles first published in 2006 (with subsequent updates in 2008 and March 2015)). (Resolution 12)
5. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him or her using the attached Form of Proxy. To be valid, this form duly signed, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of it, must be returned to the offices of Link Market Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU using the pre-paid envelope enclosed, to arrive no later than **forty-eight hours** before the time appointed for the meeting, i.e. 2.00 pm on May 14, 2019.
6. A proxy need not also be a member.
7. Holders of Depository Interests representing shares in the Company can instruct Link Market Services Trustees (Nominees) Limited, the Depository, by using the attached Form of Direction and returning it in the pre-paid envelope enclosed. Alternatively, they can submit or amend an instruction to a previously submitted direction, via the CREST system. The CREST message must be received by the issuer's agent RA10 by 2.00 pm (BST) on May 13, 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with instructing Link Market Services via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35 (5) (a) of the Uncertified Securities Regulations 2001. In any case your Form of Direction must be received by the Company's registrars by no later than **seventy-two hours** before the time appointed for the meeting, i.e. 2.00 pm on May 13, 2019.
8. Copies of the executive directors' service contracts and copies of the letters of appointment of the Chairman and the non-executive directors are available at the principal place of business of the Company during normal business hours and will be available for inspection at the place of the meeting for a period of at least 15 minutes prior to the Annual Meeting. The Register of directors and shareholders will be available for inspection at the commencement of and during the continuance of the Annual Meeting.
9. As at April 15, 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 20,444,550 shares of common stock of US\$0.10 each carrying one vote each. Therefore, the total voting rights in the Company as at April 15, 2019 are 20,444,550.
10. 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.



# Notice of Meeting: Form of Proxy

**For use at the Annual Meeting of The Quarto Group, Inc. to be held on May 16, 2019**

**I/We** \_\_\_\_\_

(please complete in block capitals including initials and surname of joint holders (if any))

**being (a) member(s) of the above named Company HEREBY APPOINT** (see note 1)

\_\_\_\_\_ or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 2.00 pm on May 16, 2019 and at any adjournment thereof.

**I/We direct my/our proxy to vote on the resolutions set out as follows:**

RESOLUTION	FOR	AGAINST	VOTES WITHHELD
Resolution No. 1			
Resolution No. 2			
Resolution No. 3			
Resolution No. 4			
Resolution No. 5			
Resolution No. 6			
Resolution No. 7			
Resolution No. 8			
Resolution No. 9			
Resolution No. 10			
Resolution No. 11			
Resolution No. 12			
Resolution No. 13			

Please indicate with an 'X' how you wish your proxy to vote. If you do not indicate how the proxy shall vote, he will exercise his discretion both as to how he votes and as to whether or not he abstains from voting.

**DATE** \_\_\_\_\_ **SIGNATURE(S)** \_\_\_\_\_

Notes:

1. A member may appoint one or more proxies of his own choice who need not be (a) member(s) of the Company by inserting the name(s) in the space provided. If no name is inserted the Chairman of the meeting will be your proxy.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted by the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register.
3. A Corporations' form of proxy must be executed under its common seal, or under the hand of its officer or agent duly authorised in writing. In the case of an individual the proxy must be signed by the appointer or his agent duly authorised in writing.
4. The form of proxy to be valid, must be returned to Link Market Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, in the pre-paid envelope enclosed, to arrive no later than forty-eight hours before the time appointed for the meeting at which it is to be used, i.e. 2.00 pm on May 14, 2019, or any adjournment thereof, together, if appropriate, with any power of attorney or other authority (or a certified copy thereof) under which it is signed.
5. Any alterations made to this form must be initialled by the person who signs it.
6. A "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against such resolutions.

FOLD

---



**Notice of Meeting: Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in The Quarto Group Inc. in respect of the Annual Meeting to be held on May 16, 2019**

I/We \_\_\_\_\_  
 (please complete in block capitals including initials and surname of joint holders (if any))

**being a holder of Depository Interests in the above named Company HEREBY APPOINT Link Market Services Trustees (Nominees) Limited (the 'Depository') as my/our proxy to vote for me/us at the Annual Meeting of the Company to be held at 2.00 pm on May 16, 2019 and at any adjournment thereof.**

**I/We direct my/our proxy to vote on the resolutions set out as follows:**

RESOLUTION	FOR	AGAINST	VOTES WITHHELD
Resolution No. 1			
Resolution No. 2			
Resolution No. 3			
Resolution No. 4			
Resolution No. 5			
Resolution No. 6			
Resolution No. 7			
Resolution No. 8			
Resolution No. 9			
Resolution No. 10			
Resolution No. 11			
Resolution No. 12			
Resolution No. 13			

Please indicate with an 'X' how you wish your proxy to vote. If you do not indicate how the proxy shall vote, your proxy shall abstain from voting.

**DATE** \_\_\_\_\_ **SIGNATURE(S)** \_\_\_\_\_

Notes:

1. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or abstain from voting, as per your instructions.
2. The Depository will appoint the Chairman of the Meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
3. A Corporations' Form of Direction must be executed under its common seal, or under the hand of its officer or agent duly authorised in writing. In the case of an individual, the form must be signed by the appointer or his agent duly authorised in writing.
4. This Form of Direction, to be valid, must be returned to Link Market Services Trustees Limited, PXS, 34 Beckenham Road, Beckenham BR3 4TU, in the pre-paid envelope enclosed, to arrive no later than seventy-two hours before the time appointed for the meeting, i.e. 2.00 pm on May 13, 2019, or any adjournment thereof, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the form has been signed by an officer on behalf of a corporation, a duly certified copy of an authority under which it is signed. Alternatively, they can submit or amend an instruction to a previously submitted form of direction via the CREST system. The CREST message must be received by the issuer's agent RA10 by 2.00 pm (BST) on May 13, 2019.
5. Depository Interest holders wishing to attend the meeting should contact Link Market Services Trustees Limited to request a Letter of Representation at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email (CAGtrustees@linkgroup.co.uk) by no later than 2.00 pm on May 13, 2019.
6. Any alterations made to this form must be initialled by the person who signs it.
7. A "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against such resolution.
8. Please indicate how you wish your votes to be cast by placing "x" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or abstain from voting, as per your instructions. If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.

FOLD

---