

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have sold or otherwise transferred, or sell or transfer before 6.00 p.m. on Friday 18 September 2015, all of your Ordinary Shares, please forward this document (but not the enclosed personalised Form of Proxy) 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 delivery to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into any jurisdiction in which such an act would constitute a breach of the relevant laws of such jurisdiction.



SPARK Ventures plc

(incorporated in England and Wales under registered number 03813450)

Notice of Annual General Meeting

Notice of the Annual General Meeting of SPARK, to be held at the offices of Bracher Rawlins LLP, 2nd Floor, 77 Kingsway, London WC2B 6SR and convened for 11.30 a.m. on Tuesday 22 September 2015 is set out at the end of this document. This document should be read as a whole. Your attention is drawn to the letter from David Potter, Chairman of SPARK which recommends that you vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of the Form of Proxy or CREST Proxy Instruction	11.30 a.m. on Friday 18 September 2015
Annual General Meeting	11.30 a.m. on Tuesday 22 September 2015

Note:

1. References to times in this document are to London times. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a Regulatory Information Service.

LETTER FROM THE CHAIRMAN

Directors:

Charles Richard Berry (*Non-Executive Director*)
David Roger William Potter (*Non-Executive Chairman*)
Helen Rachelle Sinclair (*Non-Executive Director*)

SPARK Ventures plc
c/o Bracher Rawlins LLP
2nd Floor
77 Kingsway
London
WC2B 6SR

27 August 2015

To All Shareholders

Dear Shareholder

Notice of Annual General Meeting

I am writing to give you details of the proposed resolutions to be considered at the Company's forthcoming Annual General Meeting to be held on Tuesday 22 September 2015 at 11.30 a.m. at the offices of Bracher Rawlins LLP, 2nd Floor, 77 Kingsway, London, WC2B 6SR.

The Annual General Meeting has been convened in order to consider and vote on each of the resolutions set out below (Resolutions). Shareholders will find enclosed a Form of Proxy for use in respect of the Annual General Meeting.

Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and will be passed if at least 50 per cent. of the votes cast (whether in person or by proxy) are in favour. Resolutions 4 & 5 will be proposed as special resolutions and will be passed if at least 75 per cent. of the votes cast (whether in person or by proxy) are in favour.

Resolution 1 – Annual report and accounts

The Chairman will present the annual report and accounts for the year ended 31 March 2015 ("**Annual Report**") to the meeting. These accounts are available on the Company's website and have previously been sent to Shareholders who have opted out of the electronic communications regime.

Resolutions 2 and 3 – Re-appointment of auditors

Resolution 2 relates to the appointment of BDO LLP as the Company's auditors to hold office until the next AGM of the Company and Resolution 3 authorises the directors to set their remuneration.

Resolution 4 – Authority to purchase own shares

Resolution 4 gives the Company authority to make market purchases of up to 552,756 Ordinary Shares, representing 14.99 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 26 August 2015 (the latest practicable date before publication of this document). The Resolution sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM in 2016.

The Directors have no present intention of exercising the authority in Resolution 4 to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The relevant authority will be exercised only if the Directors believe that to do so would be in the interests of Shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

Resolution 5 – Proposed amendments to the Articles of Association

Following the general meeting held on the 6 August 2015 at which resolutions were passed which included the change in investment policy and the appointment of a new investment manager, the directors considered that the Company name should be changed so that, going forward, it better reflects the type of investments that it will be involved in. At present, a new name has not been determined, but the directors propose an amendment to the articles which would then enable a name change to be made by the passing of a board resolution. Without this revision to the articles, a name change could only occur by special resolution which would require the calling of a separate general meeting, this would inevitably result in further expense to the Company. The proposed amendment to the articles is set out in the proposed resolution 5.

Action to be taken

A Form of Proxy for use in connection with the Annual General Meeting is enclosed. Whether or not Shareholders intend to be present at the Annual General Meeting, they are requested to complete and sign the accompanying Form of Proxy and return it, in accordance with the instructions printed on it, by post or (during normal business hours only) by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU to arrive as soon as possible and, in any event, by no later than 11.30 a.m. on Friday 18 September 2015. Shareholders who hold their Ordinary Shares in CREST may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Asset Services so that it is received by no later than 11.30 a.m. on Friday 18 September 2015. The return of a completed Form of Proxy or the transmission of an electronic proxy or CREST Proxy Instruction will not prevent a Shareholder from attending the Annual General Meeting and voting in person (in substitution for their proxy vote) should they wish to do so and are so entitled.

Recommendation

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Directors intend to vote in favour of all of the Resolutions at the Annual General Meeting in respect of their own beneficial holdings, amounting in aggregate to 9875 Ordinary Shares (representing approximately 0.27 per cent. of the current issued share capital of SPARK (excluding treasury shares)) at the date of this document.

Yours faithfully,

David Potter
Chairman

NOTICE OF ANNUAL GENERAL MEETING

SPARK Ventures plc

(incorporated in England and Wales with company number 03813450)

(“Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Bracher Rawlins LLP, 2nd Floor, 77 Kingsway, London, WC2B 6SR at 11.30 a.m. on Tuesday 22 September 2015 to consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and Resolutions 4 and 5 will be proposed as special resolutions:

Ordinary Resolutions

1. TO receive the annual report and accounts for the year ended 31 March 2015.
2. TO appoint BDO (UK) LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. TO authorise the directors to determine the auditors’ remuneration.

Special Resolutions

4. THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 50 pence each in the capital of the Company (“**Ordinary Shares**”) on such terms and in such manner as the directors may from time to time determine provided that:
 - 4.1 the maximum number of Ordinary Shares authorised to be purchased is 552,756;
 - 4.2 the minimum price which may be paid for an Ordinary Share is 50 pence (exclusive of expenses payable by the Company);
 - 4.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
 - 4.3.1 105 per cent. of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
 - 4.3.2 the value of an Ordinary Share calculated on the basis of the higher of:
 - (a) the last independent trade of; or
 - (b) the highest current independent bid for,any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and
 - 4.4 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

5. THAT the articles of association be amended to include the insertion of the following new article:

“168 CHANGE OF NAME

The Company may change its name by resolution of the Board.”

By order of the Board

Andrew Betton

Company Secretary

27 August 2015

Registered Office:

2nd Floor

77 Kingsway

London

WC2B 6SR

NOTES

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on Friday 18 September 2015 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned 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.
2. Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.sparkventures.com
3. If you wish to attend the meeting in person, please bring your attendance card with you to the office of Bracher Rawlins LLP. Registration will take place between 11.00 a.m. and 11.15 a.m..
4. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
5. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
6. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 6.1 in hard copy form by post, by courier or by hand to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
 - 6.2 electronically via www.capitashareportal.com
 - 6.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting (excluding non working days).
7. To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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 the Company's registrars, Capita Asset Services, by calling to 0871 664 0300 (+44 208 639 3399 if calling outside the United Kingdom) between 9.00 a.m. and 5.30 p.m. on any business day. The deadline for receipt of proxy appointments also applies in relation to amended instructions. If you wish to terminate a proxy appointment please contact Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

- 7.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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 providers), should refer to their CREST sponsor or voting service providers), who will be able to take the appropriate action on their behalf.
- 7.2 In order for a proxy appointment 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’s (“**Euroclear**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 by enquiry to CREST in the manner prescribed by CREST.
- 7.3 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.
- 7.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those Shareholders registered in the register of members of the Company as at 6.00 p.m. on Friday 18 September 2015 (or, if the meeting is adjourned, at 6.00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
10. As at 9.00 a.m. on 26 August 2015 (the latest practicable date before publication of this document), the Company’s issued share capital comprised 3,843,275 ordinary shares of £0.5 each, of which 155,771 are held in treasury and 2,000,000 D Ordinary Shares of £0.005 each. The Ordinary Shares carry one vote per share and the D Shares do not carry any rights to vote, which means that the total number of voting rights in the Company are 3,687,504 as at 26 August 2015 (the latest practicable date before publication of this document).
11. The following documents are available for inspection at the registered office of the Company and at the offices of Bracher Rawlins LLP, 2nd Floor, 77 Kingsway, London WC2B 6SR during normal business hours on each weekday (public holidays excluded) from the date of this document up to and including the date of the annual general meeting and will also be available for inspection at the place of the annual general meeting for 15 minutes prior to and during the meeting:
 - 11.1 the notice of meeting;
 - 11.2 copies of the executive directors’ service contracts with the Company;
 - 11.3 copies of letters of appointment of non-executive directors;
 - 11.4 a copy of the new articles of association proposed to be adopted by Resolution 5 and a copy of the existing articles of association marked to show the changes being proposed in Resolution 5;

