

Explanatory notes

Report and Accounts (Resolution 1)

The Directors of Bango must present the accounts to the meeting.

Re-election of Directors (Resolutions 2, 3 and 4)

The Bango articles of association require that approximately one third of the Board, and any Director newly appointed since the last AGM, retire and seek re-election at each annual general meeting. Furthermore in line with good corporate governance practice, it is Bango practice that any non-executive Director having been in post for nine years or more is subject to annual re-election.

At this meeting, Mr Anil Malhotra and Mr David Sear will retire and stand for re-election as Directors. Having considered the performance of and contribution made Mr Anil Malhotra and Mr David Sear, the Board remains satisfied that their performance continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election. Mr Martin Rigby has acted as a Director of Bango for over 9 years, having been appointed to act on 29 March 2007. In line with good corporate governance practice, Mr Martin Rigby therefore retires and seeks re-election. While Mr Martin Rigby has served on the Board for over 9 years, the Board has determined that, in light of the way in which he discharges his duties as a member of the Board and its Committees, he remains independent in character and judgement.

Reappointment and remuneration of auditors (Resolution 5)

Resolution 5 proposes the reappointment of Grant Thornton UK LLP as auditors of Bango and authorizes the Directors to set the auditors' remuneration. Grant Thornton has acted as Bango's auditor for 13 years. In accordance with corporate governance guidelines, Bango intends to put its audit services out to tender during 2018. Following the tender process, the Board will appoint a successor to replace Grant Thornton in respect of the current financial year until the conclusion of the 2019 AGM, at which shareholders will be invited to vote on the re-appointment of the auditor.

Directors' authority to allot shares (Resolution 6)

Directors may only allot shares or grant rights to subscribe for or to convert any security into shares ("Rights") if authorized to do so by the shareholders. Such authorization is not required for the grant of options (or the issue of shares on exercise of such options) under an employee share scheme. The authority granted at the last Annual General Meeting is due to expire at the conclusion of this year's Annual General Meeting. Accordingly, this resolution, which complies with guidance issued by the Investment Association, seeks to grant a new authority to the Directors to allot shares and/or grant Rights and will expire at the conclusion of the next Annual General Meeting of Bango or, if earlier, on 18 August 2019 (the date which is 15 months after the date of passing of the resolution). There is no present intention of exercising this authority, which would give Directors authority to allot shares and/or grant Rights up to an aggregate nominal value of £4,653,000 (approximately one-third of Bango's issued ordinary share capital as at 10 April, 2018) and up to an aggregate nominal value of £9,306,000 (approximately two-thirds of Bango's issued ordinary share capital as at 10 April, 2018) in connection with an offer by way of a rights issue or other pre-emptive offer.

Disapplication of pre-emption rights (Resolution 7)

Under section 561(1) of the Act, if the Directors wish to allot equity securities (as defined in section 560 of the Act) (other than following an exercise of options granted under an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

Resolution 7 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities and the grant of share options, the authority will be limited to the issue of equity securities for cash up to a maximum nominal value of £697,500 (being 3,487,500 ordinary shares of £0.20 each), which is equivalent to approximately 5 per cent of Bango's issued ordinary share capital as at 10 April, 2018, and up to an additional nominal value of £697,500 (being 3,487,500 ordinary shares of £0.20 each), which is equivalent to approximately 5 per cent of Bango's issued ordinary share capital as at 10 April, 2018, only in connection with one or more acquisitions or specified capital investments. These figures reflect the Pre-Emption Group 2015 Statement of Principles ("Statement of Principles") for the disapplication of pre-emption rights. The Directors will also have regard to the guidance in the Statement of Principles concerning cumulative usage of authorities within a three-year period. Accordingly, the Board confirms that it does not intend to issue shares for cash representing more than 7.5 per cent. of Bango's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

Resolution 7 also seeks a disapplication of the pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

If resolution 7 is passed, the authority will expire at the conclusion of the next Annual General Meeting of Bango) or, if earlier, 18 August, 2019 (the date which is 15 months after the date of passing of the resolution). Shareholders will note that this resolution will be proposed as a special resolution.