

Chairman's letter to shareholders

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Flexion Mobile Plc, please forward this document, together with the accompanying documents, as soon as possible either 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.

Dear Shareholder,

Annual General Meeting of Flexion Mobile Plc ("Company") 2020

Please take notice that this year's annual general meeting ("AGM") will be held at **2.00 pm on Thursday 24th September 2020 at Flexion Mobile Plc, Unit G5, Harbour Yard, Chelsea Harbour, London, SW10 0XD, UK**. Full details of the meeting, location, business to be conducted and any resolutions to be proposed are set out fully in the notice of annual general meeting ("Notice") enclosed.

The AGM is an opportunity for all shareholders to vote on key resolutions and express their views to the board of the Company. If you are unable to attend the meeting, but have points that you would like to raise, please contact the Company's Chief Financial Officer Niklas Koresaar on email ir@flexionmobile.com, so that you can request these to be considered.

Attending the meeting or vote by proxy

If you wish to attend the AGM, please remember to bring along a valid photographic form of ID or you may be refused entry to the meeting. However, please note that you may wish to appoint a proxy who can attend and vote on your behalf. Details of how you can appoint a proxy are set out in the notes to the Notice of Annual General Meeting and on the proxy form as posted to you as a letter. If you have any queries that you would like to raise, please contact Niklas Koresaar at first instance.

Please note that any shareholders considering attendance in person should also be aware that they may not be admitted to the AGM for the health and safety of the other attendees or because of restrictions on public gatherings prevailing at that time. If you wish to attend the AGM in person, please inform Niklas Koresaar well in advance so that the Company can try to accommodate attendance given prevailing safety measures and restrictions.

PLEASE NOTE...

Shareholders who wish to attend or vote by proxy at the Annual General Meeting must be entered in the share register maintained by Euroclear Sweden on Tuesday 22nd September 2020. Shareholders with nominee shares should temporarily re-register such shares in their own name in order to ensure that they appear on the Euroclear share register. In order for such re-registration to be completed on Tuesday 22nd September 2020, shareholders should inform their nominee well before that day.

Method of voting

All resolutions put to shareholders will be decided by way of a poll. This will ensure that the votes of all shareholders, including those who cannot attend the meeting but submit a proxy form, are counted.

If you are unable to attend the AGM, please note that you have the right to sign and return the form of proxy ("Proxy Notice") which has been posted to you. Please see the Proxy Notice for full details in respect of the appointment of proxies.

Please note the arrangements to appoint a proxy electronically as set out in the Proxy Notice and the notes to the Notice.

Future share issue

The Board of Directors are seeking a mandate to have the right to allot relevant securities for cash or noncash considerations to enable the Company to capture growth related sales and consolidation opportunities and to strengthen of the Company's balance sheet as part of a general growth strategy.

Dividends

It has been determined by the Board of Directors that no dividend shall be declared and paid to the shareholders at this time, rather the intention is to seek capital growth in the value of the shares of the Company.

Recommendation

The Directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings in the capital of the Company.

Yours sincerely

Carl Palmstierna
Chairman

Enc.

- Notice of annual general meeting ("Notice");

Notice of Annual General Meeting

FLEXION MOBILE PLC

Notice is hereby given that the 2020 annual general meeting ("**AGM**") of Flexion Mobile Plc ("**Company**") will be held at **Flexion Mobile Plc, Unit G5, Harbour Yard, Chelsea Harbour, London, SW10 0XD, UK** on **Thursday 24th September 2020** at **2.00 pm**. You will be asked to consider and vote on the resolutions below. Of these resolutions, eight will be proposed as ordinary resolutions and one will be proposed as special resolution.

ORDINARY RESOLUTIONS

1. TO receive and adopt the Company's annual accounts for the financial year ended 31 March 2020, together with the Strategic Report, Reports of the Directors and Auditors thereon (the "Accounts");
2. TO re-appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine the auditors' remuneration;
3. TO re-elect Christopher Bergstresser as a Director;
4. TO re-elect Claes Kalborg as a Director;
5. TO re-elect Jens Lauritzson as a Director;
6. TO re-elect Per Lauritzson as a Director;
7. TO re-elect Carl Palmstierna as a Director;
8. THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below) up to an aggregate nominal amount of GBP 16,000 provided that this authority shall be used for sales activities, corporate or business acquisitions, corporate or business investments, general corporate purposes or working capital purposes and unless previously renewed, varied or revoked by the Company, shall expire on 30th September 2021 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;

In Resolutions 8, Relevant Securities means:

- shares in the Company, other than shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA 2006);
- a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA

2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

SPECIAL RESOLUTION

9. THAT, if Resolution 8 above is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash or payment in noncash consideration under the authority given by that Resolution as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall:
- a. be limited to the allotment of equity securities up to an aggregate nominal amount of GBP 16,000; and
 - b. expire on 30th September 2021 unless previously renewed, varied or revoked by the Company, save that the Company may, before such expiry, make offers or agreements 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 notwithstanding that the power conferred by this resolution has expired;

By order of the Board

Carl Palmstierna
Chairman

Notes to the notice of annual general meeting

1. **Attending the meeting or vote by proxy.**

Shareholders who wish to attend or vote by proxy at the Annual General Meeting must be entered in the share register maintained by Euroclear Sweden on Tuesday 22nd September 2020. Shareholders with nominee shares should temporarily re-register such shares in their own name in order to ensure that they appear on the Euroclear share register.

In order for such re-registration to be completed on 22nd September 2020, shareholders should inform their nominee well before that day.

2. **Proxies.**

As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should receive a proxy form by post. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you will need a separate proxy form in relation to each appointment. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed.

If you have not received a proxy form by letter and believe that you should have one, or if you require additional forms, please contact Computershare UK ("Computershare") at the address in note 6 below.

If you do not give your proxy an indication of how to vote on any resolution, 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.

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed; and:

- sent or delivered to Computershare by post to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, UK;
- shareholders can vote online by visiting the following website: www.eproxyappointment.com
- received by Computershare no later than 2.00 p.m. on 22nd September 2020; and
- please see point 1 above regarding re-registration of shares.

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.

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).

3. Website giving information regarding the meeting.

Information regarding the meeting can be found at:
www.flexionmobile.com/investor-relations/annual-general-meeting/

4. Issued shares and total voting rights.

As at 6.00pm on Wednesday 12th August, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 41,470,458 ordinary shares of £0.002 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 6.00pm on Wednesday 12th August is 41,470,458.

5. Questions at the meeting.

Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- the answer has already been given on a website in the form of an answer to a question.
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

6. **Communication.**

Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- ir@flexionmobile.com (Att: Niklas Koresaar)

You may not use any other electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated. Contact details for Computershare in order to ask for material or any other question:

Computershare Investor Services PLC

Address: The Pavilions, Bridgewater Road, Bristol BS99 6ZY, UK

Phone: +44 370 707 1712

7. **Explanation of resolutions.**

There are nine resolutions (the "Resolutions") to be proposed at the AGM. The Resolutions relate to the following:

Adoption of the Company's Accounts (Resolution 1)

The Directors are required to lay before shareholders at the AGM the annual report and accounts for the year ended 31 March 2020. A copy of the annual report and accounts are available on the Company's website at www.flexionmobile.com/investor-relations/. If you require a hard copy of the annual report and accounts please contact Niklas Koresaar.

Re-appointment of the Auditor and Auditor's Remuneration (Resolution 2)

The shareholders are asked to approve the re-appointment of the auditors, Grant Thornton UK LLP, and agree that the Directors may approve their remuneration.

Re-election of Directors (Resolutions 3 to 7)

In accordance with the Company's articles of association, at each annual general meeting of the Company every Director may offer himself for re-appointment by the members. Biographies of each of the individuals proposing to be re-appointed are available on the Company's website at www.flexionmobile.com/investor-relations/, and set out on page 9.

Providing Directors with authority to allot shares (Resolution 8)

Resolutions 8 deal with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 2006.

If passed, Resolution 8 will authorise the Directors to allot Relevant Securities up to a maximum nominal amount of GBP 16,000 which represents approximately 19% of the Company's issued ordinary shares as at 6.00pm on Wednesday 14th August (being the latest practicable date before publication of this notice).

The authorities granted by the Resolutions 8 will expire on 30th September 2021 or, if earlier, on the conclusion of next year's annual general meeting.

The Directors may exercise their authorities under Resolutions 8 for sales activities, corporate or business acquisitions, corporate or business investments, general corporate purposes or working capital purposes to enable the Company to capture growth opportunities available in the market. The maximum aggregated amount of cash raised or payment in noncash considerations made under this resolution is not to exceed GBP 10.0 million.

Disapplying Pre-Emption Rights (Resolution 9)

Resolution 9 disapply the pre-emption rights provided by section 561 of the Companies Act 2006 on the allotment of equity securities.

If passed, Resolution 9 will disapply the pre-emption rights for the allotment authorised by Resolution 8 up to a maximum nominal amount of GBP 16,000 which represents approximately 19% of the Company's issued ordinary shares as at 6.00pm on Wednesday 12th August (being the latest practicable date before publication of this notice).