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If you have sold or transferred all of your ordinary shares of 0.8 pence each in the capital of Blackbird plc, please send this document immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your shareholding, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.



B L A C K B I R D
Blackbird plc

(Incorporated and registered in England and Wales with registered number 03507286)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Blackbird plc (the "Company") to be held at Tuition House, 27–37 St. George's Road, Wimbledon, London SW19 4EU at 11.00 am on Monday, 1 June 2020 is set out at the end of this document.

In light of current UK Government 'Stay at Home Measures' to deal with the COVID-19 pandemic, shareholders are encouraged to submit their vote by proxy and it is currently envisaged that anyone seeking to attend the meeting will be refused entry.

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 (see notes at the end of the Notice of General Meeting). You may request a hard copy proxy form directly from the registrars, Link Asset Services, 34 Beckenham Road, Kent, BR3 4TU (telephone number: 0371 664 0391). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Asset Services are open between 09:00 hrs - 17:30 hrs, Monday to Friday excluding public holidays in England and Wales.

Timetable

- Latest time and date for submission of proxy (whether submitted electronically or in hard copy form): **11.00 am on 30 May 2020**
- Annual General Meeting: **11.00 am on 1 June 2020**

Blackbird plc

(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 03507286)

Directors:

Andrew Bentley (*Non-Executive Chairman*)
Ian McDonough (*Chief Executive Officer*)
Stephen White (*Chief Operating and Financial Officer*)
Stephen Streater (*Research and Development Director*)
David Main (*Non-Executive Director*)
Dawn Airey (*Non-Executive Director*)

Registered office:

Tuition House
27-37 St. George's Road
Wimbledon
London
SW19 4EU

7 May 2020

Dear Shareholder (and, for information only, holders of Options in the Company),

1 Annual General Meeting

The Company's Annual General Meeting (the "AGM") this year will be held at Tuition House, 27–37 St. George's Road, Wimbledon, London SW19 4EU at 11.00 am on Monday, 1 June 2020 and Notice of the AGM is set out at the end of this document.

In light of current UK Government 'Stay at Home Measures' to deal with the COVID-19 pandemic, including restrictions on gatherings and non-essential travel, it is currently envisaged that the AGM will be run as a closed meeting with the minimum necessary quorum of two shareholders (which will be facilitated by the Company) in order to conduct the formal business of the meeting and that there will be not be a business presentation or question and answer session. Unfortunately, under current 'Stay at Home Measures', shareholders or others attempting to attend the AGM in person may not be permitted entry. The Board will continue to keep UK Government guidance under review and may, if necessary, make further changes to the arrangements for the AGM. Further announcements and information will be provided as required and shareholders should continue to monitor the Company's website at www.blackbird.video/investor-relations/ for up-dates. In lieu of attending the AGM, all shareholders are encouraged to submit their vote by proxy.

At the AGM, the following resolutions will be considered, of which Resolutions 1 to 5 (inclusive) will be proposed as Ordinary Resolutions and Resolution 6 will be proposed as a Special Resolution:

Ordinary Resolutions

Resolution 1

Resolution 1 proposes that the Company's annual accounts for the year ended 31 December 2019 together with the Directors' Report and Auditor's Report on those accounts be received, considered and adopted.

Resolution 2

Resolution 2 proposes that Moore Kingston Smith LLP be re-appointed as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company and authorises the Directors to determine their remuneration.

Resolution 3

Resolution 3 proposes the re-appointment of Dawn Airey as a director. Dawn was appointed by resolution of the board on 23 May 2019 and, accordingly, in accordance with article 113 of the Company's articles of association and, being eligible, is offering herself for election as a director. Her biographical details can be viewed at: <https://www.blackbird.video/board/>.

Resolution 4

Resolution 4 proposes the re-appointment of Stephen Streater as a director. Stephen is retiring by rotation in accordance with article 118 of the Company's articles of association and, being eligible, offering himself for re-election. Stephen's biographical details can be viewed at: <https://www.blackbird.video/board/>.

Resolution 5

Resolution 5 renews the authority of the Directors to allot shares in the capital of the Company (and to grant rights to subscribe for or convert any securities into shares in the capital of the Company) up to a maximum nominal amount of £670,478 (representing one-quarter of the Company's issued share capital as at today's date). This authority will expire 15 months after the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of the resolution.

Special Resolution

Resolution 6

Resolution 6 renews the disapplication of pre-emption rights in relation to the grant of options pursuant to the Company's share option schemes and the allotment of shares to satisfy vested awards under the Company's Long Term Incentive Plan 2019 and authorises the allotment of shares for cash, free of shareholders' statutory pre-emption rights, up to a nominal value of £268,191 (representing 10% of the Company's issued share capital as at today's date).

This authority will expire 15 months after the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of the resolution.

2 Action to be taken

Shareholders are encouraged to submit their vote by proxy. You can submit your proxy electronically through the website of the Company's registrars, Link Asset Services, at www.signalshares.com or request a hard copy proxy form directly from Link Asset Services, 34 Beckenham Road, Kent, BR3 4TU (telephone number: 0371 664 0391). All proxy votes (whether submitted electronically or in hard copy form) must be received at least 48 hours before the time of the AGM.

To vote online you will need to log in to your share portal account or register for the share portal if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately. Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of AGM. Instructions for voting by proxy through CREST are set out in paragraph 10 of the notes to the Notice of AGM.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the meeting.

3 Recommendation

Your Directors believe that the resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of each of the resolutions, as they intend to do in respect of their beneficial shareholdings which, when aggregated with certain family interests, represent approximately 26.49 per cent. of the current issued share capital of the Company.

Yours sincerely

Andrew Bentley
Chairman

Blackbird plc

(Incorporated and registered in England and Wales with registered number 03507286)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Blackbird plc (the "Company") will be held at Tuition House, 27–37 St. George's Road, Wimbledon, London SW19 4EU at 11:00 am on Monday, 1 June 2020 for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution:

Ordinary Resolutions

1. THAT the Company's annual accounts for the year ended 31 December 2019 together with the Directors' Report and Auditor's Report on those accounts be received, considered and adopted.
2. THAT Moore Kingston Smith LLP be re-appointed as auditors of the Company from the conclusion of this meeting until the earlier of the conclusion of the next general meeting at which accounts are laid before the Company, and that the Directors be authorised to determine their remuneration.
3. THAT Dawn Airey, who was appointed a director on 23 May 2019 and retires in accordance with article 113 of the Company's articles of association and who, being eligible, is offering herself for election, be re-appointed as a director of the Company.
4. THAT Stephen Streater, who is retiring by rotation in accordance with article 118 of the Company's articles of association and who, being eligible, is offering himself for re-election, be re-appointed as a director of the Company.
5. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares (and to grant rights to subscribe for or to convert any security into shares) in the Company for all and any purposes approved by the Directors, up to an aggregate nominal value of £670,478 (representing one-quarter of the Company's issued share capital as at the date of this Notice), and so that such authority shall, save to the extent that it is earlier renewed or extended by resolution passed at a general meeting, expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution but the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require shares (or rights to subscribe for or to convert any security into shares) in the Company to be allotted after the expiry thereof and the Directors may allot shares (or grant rights) in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special Resolution

6. THAT, subject to and conditional upon the passing of Resolution No. 5 above and in addition to any existing authorities in that regard, the Directors be and are hereby empowered pursuant to section 571 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority given in accordance with Resolution No. 5 above for cash, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the grant of options to subscribe, and the allotment of, ordinary shares of 0.8 pence each in the capital of the Company pursuant to the following share option schemes of the Company:
 - (i) the Blackbird plc Approved Share Option Scheme adopted by the Company on 13 January 2000 and approved by the Inland Revenue on 21 January 2000 (as amended);
 - (ii) the Blackbird plc Unapproved Share Option Scheme adopted by the Company on 13 January 2000 (as amended); and
 - (iii) the Blackbird plc EMI Share Option Scheme adopted by the Company on 27 April 2012; and
 - (b) the allotment of shares in the Company to satisfy vested awards under the Blackbird plc Long Term Incentive Plan 2019 (the "2019 LTIP") approved for adoption by the Directors at the Company's annual general meeting in 2019 and to allot such shares for cash as determined under the rules of the 2019 LTIP as if section 561 of the Act did not apply to any such allotment; and

- (c) the allotment otherwise than pursuant to sub-paragraphs (a) and (b) above of equity securities up to an aggregate nominal value of £268,191 (representing 10% of the Company's issued share capital as at the date of this Notice).

Such authority, unless previously renewed, extended, varied or revoked by the Company in general meeting, shall expire 15 months after the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require equity securities in the Company to be allotted after the expiry thereof and the Directors may allot equity securities in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Dated: 7 May 2020

By order of the Board,

Martin Kay
Company Secretary

Registered office:

Tuition House
27–37 St. George's Road
Wimbledon
London SW19 4EU

Notes to the Notice of AGM

The following notes explain your general rights as a shareholder and your right to attend and vote at the annual general meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the AGM (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 29 May 2020. 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 AGM.
2. In light of current UK Government instructions relating to the COVID-19 pandemic, shareholders are encouraged to submit their vote by proxy and anyone seeking to attend the meeting will be refused entry.
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 AGM. A shareholder may appoint more than one proxy in relation to the AGM 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 AGM.
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, (telephone number: 0371 664 0391). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Asset Services are open between 09:00 hrs - 17:30 hrs, Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars 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 10 below) will not prevent a shareholder from attending the AGM 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 AGM (and any adjournment of the AGM) 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 (RA10) by 11.00 am on 30 May 2020. 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. As at 6 May 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 335,239,092 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 May 2020 are 335,239,092 votes.
14. 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.

A copy of this document including the Notice of AGM can be found on the Company's website at www.blackbird.video.