

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Optima Worldwide Group Plc

(Incorporated in England and Wales under the Companies Acts with registered no. 5391288) ("Company")
Directors of the Company **Registered Office:**
("Directors"):
Michael Cavendish Pearson *4th Floor, 36 Spital Square*
Neal Thomas Griffith *London, E1 6DY*
Philip Arida

NOTICE OF ANNUAL GENERAL MEETING ("AGM")

To the holders of ordinary shares

1 November 2016

Dear Shareholder

You will find in this document a notice of an AGM to be held at 11.00 a.m. on Thursday 24th November 2016 at 5th Floor, 1 Tudor Street, London EC4A 0AH. Resolutions will be put to members at the AGM to receive and adopt the Report and Accounts of the Company for the period ended 30th June 2016 (copy enclosed herewith), to re-appoint Cox Costello & Home (London) Limited as auditors of the Company, to re-appoint one of the directors and renew the Directors' authorities to issue further shares.

Chairman's Report

I would refer all shareholders to the brief explanation of the Company's business and plans in the Chairman's Report in the enclosed audited accounts. Briefly, the last 12 months have seen a period of continued development and significant investment into the Company and its various subsidiaries ("Group") during continuing global uncertainty in the capital markets. There has not been any significant change in the Group's principal activity in the year under review and no material change is expected in the year ahead.

Since the last report the shares of the Company have been admitted to trading on Nasdaq First North, Copenhagen. First North is the exchange regulated segment of the Copenhagen Stock Exchange. Recently our corporate bonds have also been admitted for trading on the same exchange. Our Bonds have been well received by the market and we are confident that this source of capital will continue for the foreseeable future. We believe being traded on Nasdaq First North will increase the Group's exposure to further opportunities and also new investors, which in turn will help build the Group's market capital and thereby increase our stakeholders' investment.

The Group is primarily focussed in the financial services sector, where we have two companies, Brandon Hill, an FCA fully regulated €730k Merchant Bank, and Strand Capital, again an FCA regulated fund manager dealing with the retail market.

The Company continues to maintain a high level of corporate governance. The Board strongly believes that future plans will deliver real value to stakeholders. I wish to take this opportunity to express my appreciation to the board, shareholders and clients for their support in the past and wish for this to continue in the next and future years.

Action to be taken

A form of proxy for use of the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Optima Worldwide Group Plc, 2nd Floor, New House, 94 New Walk, Leicester, LE1 7EA as soon as possible, but in any event, to arrive not later than 11.00 a.m. on 22nd November 2016. Completion and return of the form of proxy will not prevent you from attending the AGM and voting in person if you so wish. On the proxy form also please indicate if you wish to attend the AGM in person.

Recommendation - The Directors strongly recommend you to vote in favour of the Resolutions.

Yours faithfully

Neal Griffith, Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Optima Worldwide Group Plc ("Company") will be held at 11.00 a.m. on Thursday 24th November 2016 at 5th Floor, 1 Tudor Street, London, EC4A 0AH to consider and if thought that fit pass the following resolutions, all of which will be proposed as ordinary resolutions except number 6 which will be proposed as a special resolution.

- Resolution 1: To receive and adopt the Report and Accounts of the Company for the period ended 30th June 2016 together with the Reports of the Directors and Auditors thereon it being noted that the Directors have recommended no dividend be declared for the period ended 30th June 2016.
- Resolution 2: To re-appoint Cox Costello & Home (London) Limited as auditors of the Company to act as such until the conclusion of the next Annual General Meeting at which the accounts are laid before the Company and to authorise the directors of the Company to fix their remuneration.
- Resolution 3: To approve the liability limitation agreement to be produced to the meeting and initialled by the chairman of the meeting for the purpose of identification for the financial year beginning 1st July 2015 and ending 30 June 2016 between the Company and its subsidiaries and Cox Costello & Horne (London) Limited.
- Resolution 4: To re-elect as a director Mr Michael Cavendish Pearson who retires in accordance with the Company's Articles of Association and offers himself for re-election.
- Resolution 5: THAT in accordance with section 551 of the Companies Act 2006 ("Act"), the Directors in substitution for any existing and unexercised authorities are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, in general meeting, expire on 31st March 2018 unless renewed or extended prior to such time save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- Resolution 6: THAT in substitution for any existing and unexercised authorities and subject to the passing of the resolution 5 set out above, in accordance with section 570 of the Act, the Directors are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by the preceding paragraph, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000 and expire on 31st March 2018 unless renewed or extended prior to such time save that the Company may, before such expiry make an offer or agreement 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

Graham May
Secretary

Registered Office:
4th Floor, 36 Spital Square
London, E1 6DY

1 November 2016

NOTES:

Eligibility to attend and vote

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the Register of Members of the Company by 11.00 a.m. on 22nd November 2016, or, if the Annual General Meeting is adjourned, at 11.00 a.m. on the day two days prior to the adjourned meeting.

Appointment of proxies

2. 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 using the procedures set out in these notes and the notes of proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on our behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. The form of Proxy, accompanied by any Power of Attorney under which it is executed (if applicable), must be received by the Company, by post at Optima Worldwide Group Plc, 2nd Floor, New House, 94 New Walk, Leicester, LE1 7EA, or by fax to the Company on 020 7377 9454, no later than 11.00 a.m. on 22nd November 2016 or, if the meeting is adjourned, by no later than 48 hours before the time appointed for the holding of the adjourned General Meeting.

5. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Appointment of proxy by joint members

6. In the case of joint holders, where no 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).

Communication

7. Except as provided above, members who have general queries about the Meeting should contact the Company by telephone on 0844 9972082 or by post at Optima Worldwide Group Plc, 2nd Floor, New House, 94 New Walk, Leicester, LE1 7EA.

8. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

**OPTIMA WORLDWIDE GROUP PLC
PROXY FOR ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY 24TH NOVEMBER 2016 AT 11.00 AM**

I/We(BLOCK CAPITALS)

of

being (a) member(s) of the above-named Company hereby appoint *the Chairman of the

Meeting or

as my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 5th Floor, 1 Tudor Street, London, EC4A 0AH at 11.00 a.m. on Thursday 24th November 2016 and at any adjournment thereof. I/We direct my/your proxy to vote in respect of the Resolutions to be proposed at the Meeting as indicated below, all of which will be proposed as Ordinary Resolutions, except number 6 which will be proposed as a Special Resolution:

		For	Against	Vote Withheld
Resolution 1	To receive and adopt the Company's Report and Accounts to 30th June 2015			
Resolution 2	To re-appoint Cox Costello & Home as auditors			
Resolution 3	To approve the auditors' liability limitation agreement			
Resolution 4	To re-appoint Michael Cavendish Pearson as a director			
Resolution 5	Authority to allot securities up to an aggregate nominal amount of £2,000,000			
Resolution 6	Dis-apply pre-emption rights up to an aggregate nominal value of £2,000,000			

Please indicate with an "X" in the appropriate place how you wish your vote to be cast.

If this form of proxy is received duly signed but without specific directions, the proxy will abstain or vote at discretion on the Resolution or on any other issue arising at the meeting.

*Delete if it is desired to appoint any other person and insert his/her name. A shareholder is entitled to appoint a proxy of his/her choice. A proxy need not to be a member of the Company.

I/we will attend the meeting in person (please add your initials here if you wish to attend) _____

Signed thisday of November 2016

Signature(s)

- Notes: (a) In the case of joint holders anyone may sign this proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusions of the votes of the other joint holders. Seniority is determined by the order in which the names stand on the Register of Members.
- (b) In the case of a corporation this proxy must be given under the hand of a duly authorised officer or attorney.
- (c) To be valid this proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified office copy of such power of attorney or other authority, must be lodged with **Optima Worldwide Group Plc, 2nd Floor, New House, 94 New Walk, Leicester, LE1 7EA, England**, or by fax to the Company on 020 7377 9454 no later than 11.00 a.m. on 22nd November 2016, or 48 hours before any adjournment thereof.
- (d) To abstain from voting on a resolution, select the relevant "Vote Withheld" box. 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.