



**NEWS RELEASE**

November 4, 2016

**Billing Services Group Limited  
(‘BSG’ or the ‘Company’)  
Notice of AGM**

BSG is pleased to announce that it has today posted its Notice of Annual General Meeting ("AGM") to shareholders.

The AGM will be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS, United Kingdom on 08 December 2016 at 10:00 a.m. (UK time).

END

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**About BSG:**

BSG has locations in San Antonio, Texas, USA and Aldermaston, United Kingdom, and is traded on the London Stock Exchange (AIM: BILL). For more information on BSG, visit [www.bsgclearing.com](http://www.bsgclearing.com).

## **BILLING SERVICES GROUP LIMITED**

(Company Number EC 36839)

### **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.**

**If you have recently sold or transferred all of your shares in Billing Services Group Limited, 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.**

Notice is hereby given that the 2016 Annual General Meeting of Billing Services Group Limited (the “**Company**”) will be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS, United Kingdom on 8 December 2016 at 10.00 a.m. GMT for the purpose of considering and, if thought fit, passing the following resolutions:

#### **As Ordinary Business**

Each of the following resolutions will be proposed as an ordinary resolution:

1. To receive and adopt the Company’s annual accounts for the financial year ended 31 December 2015 together with the last directors’ report and auditors’ report on those accounts.
2. To reappoint Denham Eke as director who retires by rotation as required by Bye-law 91 of the Bye-laws of the Company.
3. To reappoint Gregory Carter as director who retires by rotation as required by Bye-law 91 of the Bye-laws of the Company.
4. To reappoint RSM US LLP as the auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next meeting at which the annual accounts are laid before the Company.
5. To authorise the directors to determine the remuneration of RSM US LLP. as the auditors of the Company.

By Order of the Board

Diane Perinchief  
*Secretary*

4 November 2016

*Registered Office:*

Canon’s Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

## NOTES

1. Resolutions 1-5 will be passed if approved by more than fifty per cent. of the votes of those Members entitled to vote and voting on the resolutions.
2. A Member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his place. A proxy need not be a member of the Company, but must attend the meeting to represent the relevant Member.
3. A Member may appoint one or more proxies in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Member. A Member may not appoint more than one proxy to exercise rights attached to any one existing ordinary share. If a Member wishes to appoint more than one proxy, please contact the Company's Share Registrars, Capita Asset Services on 0871 664 0300. Lines are open from 09:00 to 17:30 Monday to Friday, excluding public holidays. Alternatively you may write to Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU for additional proxy forms and for assistance.
4. The form of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. However, if more than one holder is present at the meeting, the vote of the first named on the register of members of the Company will be accepted to the exclusion of other joint holders. If the appointor is a corporation, the form of proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal.
5. Forms of Direction from holders of Depositary Interests must be deposited at the office of the Depositary, Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom not later than 10:00 GMT on 5 December 2016.
6. Any corporation which is a Member of the Company 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 existing ordinary share.
7. To appoint a proxy you may use the form of proxy enclosed with this notice of AGM. Please carefully read the instructions on how to complete the form of proxy. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 10:00 GMT on 6 December 2016 with the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. The completion and return of a form of proxy will not preclude a Member from attending the AGM and voting in person if he or she so wishes. If a Member has appointed a proxy and attends the AGM in person, such proxy appointment will automatically be terminated.
8. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at close of business on 6 December 2016, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day), shall be entitled to attend or vote at the meeting in respect of the number of common shares registered in their name at that time. Changes in entries on the relevant register of members after such time and date shall be disregarded in determining the rights of any person to attend or vote at this meeting.
9. Any Member may insert the full name of a proxy or the full names of two alternative proxies of the Member's choice in the space provided with or without deleting "the Chairman of the meeting". The person whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a Member appoints as his/her proxy someone other than the Chairman, the relevant Member is responsible for ensuring that the proxy attends the meeting and is aware of the Member's voting intentions. Any alteration, deletion or correction made in the form of proxy must be initialled by the signatory/ies.
10. As at the close of business on the date immediately preceding this notice the Company's issued share capital comprised 282,415,748 common shares. Each ordinary share carried the right to one vote at the AGM and, therefore, the total number of voting rights in the Company as at the close of business immediately preceding this notice is 282,415,748.
11. 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(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by Capita Asset Services, (ID RA10) no later than 10:00 GMT on 6 December 2016, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day).

12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, in the case of a Member which is a company, the revocation notice must be executed in accordance with note 4 above. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice must be received by Capita Asset Services not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the holding of the Meeting or any adjourned Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.