

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other authorised professional adviser.

If you have sold or otherwise transferred all of your The Vitec Group plc (the “Company”) ordinary shares, please pass this document together with the accompanying documents 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.

The Vitec Group plc

(Incorporated and registered in England and Wales with number 227691)

Notice of Annual General Meeting Wednesday, 17 May 2017 at 9.30am

Notice of the Annual General Meeting of The Vitec Group plc to be held at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH on Wednesday, 17 May 2017 at 9.30am is set out in this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 9.30am on Monday, 15 May 2017. Please note that a proxy need not be a shareholder of the Company.



Chairman's Letter

14 March 2017

To the ordinary shareholders of The Vitec Group plc

Dear Shareholder,

Notice of Annual General Meeting

The AGM will be held at 9.30am on Wednesday, 17 May 2017 at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH and the notice of the AGM (the "Notice") can be found on pages 5 and 6 of this document. A map of the venue is shown on the reverse of the attendance card.

I will be exercising my right under the Company's Articles that all resolutions at the AGM will be voted by way of a poll rather than a show of hands. The Board and I consider that a poll is in accordance with good corporate governance since it allows the votes of all shareholders who have submitted a proxy form to be counted. Shareholders attending the AGM will have the opportunity to ask questions of your Board and vote on the resolutions proposed. The outcome of the vote at the AGM will be announced by way of a Stock Exchange announcement after the close of the AGM and will be published on our website.

Whether you propose to attend the AGM or not, please complete the enclosed proxy form and return it to our registrars, Capita Asset Services. They must receive it no later than 9.30am on Monday, 15 May 2017. The return of the proxy form will not prevent you from attending the AGM and voting in person should you so wish.

I set out below a short explanation of each resolution at the AGM. Resolutions 1 to 14 are ordinary business as the Company considers these to be matters that would usually be dealt with at an AGM. Resolutions 15 to 19 are special business. Resolutions 1 to 15 are ordinary resolutions and require a simple majority of votes cast to be in favour of the resolution to be approved. Resolutions 16 to 19 are special resolutions and require at least 75 per cent of votes cast to be in favour of the resolution to be approved.

Resolution 1

Report and Accounts

The Directors present the report and audited Group accounts for the year ended 31 December 2016 ("2016 Annual Report") for adoption. Copies of the 2016 Annual Report will be available at the meeting. The 2016 Annual Report may also be accessed on the Company's website at www.vitecgroup.com.

Resolutions 2 and 3

Directors' Remuneration Report

The Directors' Remuneration Report is set out on pages 64 to 85 of the 2016 Annual Report in three sections:

- A statement by Caroline Thomson, Chairman of the Remuneration Committee.
- The Directors' Remuneration Policy Report in relation to future payments to the Directors and former Directors of the Company.
- The Annual Remuneration Report, which sets out payments made to Directors of the Company in the financial year to 31 December 2016.

At the 2014 AGM, shareholders approved the Directors' Remuneration Policy Report, such policy having effect for a three year period to the close of the 2017 AGM. A new Directors' Remuneration Policy Report, setting out the Company's policy on Directors' remuneration for the next three years until the Company's AGM in 2020, is set out in the 2016 Annual Report. The new policy is subject to a binding shareholder vote by ordinary resolution and is covered under Resolution 2.

The Directors' Remuneration Policy Report sets out our approach to the remuneration of Executive and Non-Executive Directors, including pay, bonuses, pensions, the granting of incentive awards, ancillary benefits and exit payments

to departing Directors for the period from the close of the 2017 AGM through to the 2020 AGM. All payments to the Company's Directors during this period must be in accordance with this policy.

We believe that the policy is sufficient to provide remuneration that is appropriate to deliver the long-term growth strategy of the Company and is aligned with the long-term interests of its shareholders. A new Directors' Remuneration Policy Report will be submitted to shareholders for approval at the 2020 AGM. Should there be a need to change the Company's 2017 Remuneration Policy ahead of the 2020 AGM, shareholders will be asked to approve a revised policy.

The structure of executive remuneration policy has not changed during 2016 and remains consistent with the policy approved by shareholders at the 2014 AGM. During 2016, the Remuneration Committee completed a detailed review of the key features of the Remuneration Policy including salary, benefits, annual bonus and long term incentives (including associated performance conditions). We consulted with our major shareholders to ensure that the Remuneration Policy meets their expectations in terms of quantum and driving executive management to deliver sustainable profitable growth for the Company. The proposed Remuneration Policy is very similar to that adopted at the 2014 AGM except in two main areas:

- Under the Long Term Incentive Plan we propose a rebalance in the performance conditions from a 50/50 split between Total Shareholder Return and Earnings per Share to a 33/67 split respectively. Vesting will be underpinned by Committee discretion that will take into account, in particular, Return on Capital Employed performance over the performance period for the EPS element of the award; and
- Under the Pension, we propose to reduce the Company contribution for Executive Directors appointed from 2017 onwards from 20% of salary to 15% of salary.

Payments will continue to be made to Directors and former Directors in line with existing contractual arrangements until the policy is approved.

If the Directors' Remuneration Policy is not approved, the Company will, if and to the extent permitted by the Companies Act 2006, continue to make payments to Directors in accordance with existing contractual arrangements and will seek shareholder approval for a revised policy as soon as is practicable, with a view to having an approved policy in place no later than 1 January 2018.

The statement by the Remuneration Committee Chairman and the Annual Report on Remuneration setting out payments made to Directors in the financial year ended 31 December 2016 will be put to an advisory shareholder vote by ordinary resolution and is set out in Resolution 3.

The Annual Report on Remuneration on pages 74 to 85 gives details of the payments and share awards made to Directors in connection with their performance and that of the Company during the year ended 31 December 2016.

The Company's auditor, KPMG, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 88 to 90 of the 2016 Annual Report.

Resolution 4

Final Dividend

The Directors have recommended a final dividend for the year ended 31 December 2016 of 17.3 pence per ordinary share.

Subject to approval at the 2017 AGM, the final dividend will be paid on Friday, 19 May 2017 to eligible shareholders on the Company's register of members at close of business on Friday, 21 April 2017.

Further information on the Company's Dividend Reinvestment Plan or having dividends paid in your local currency can be found on page 143 of the 2016 Annual Report.

Resolutions 5 to 12

Reappointment of Directors

The Company's Articles require that each Director must offer himself or herself for reappointment every year. Accordingly a separate resolution for each Director to seek reappointment is included in the Notice. We ask shareholders to approve the reappointment of each of the following members of the Board: John McDonough CBE, Stephen Bird, Martin Green, Kath Kearney-Croft, Christopher Humphrey, Lorraine Rienecker, Mark Rollins and Caroline Thomson.

Biographical details for each Director are set out on pages 46 and 47 of the 2016 Annual Report.

The Board announced on 21 February 2017 that it had appointed Kath Kearney-Croft as Group Finance Director with effect from 24 April 2017. Kath will succeed Paul Hayes who will be leaving the Group on 28 April 2017. Since this appointment was after the sign off for the Annual Report we were not able to include biographical details for her in that document including her remuneration arrangements. Given shareholders at the forthcoming AGM will be asked to vote on her reappointment in accordance with the Company's Articles, biographical details and remuneration arrangements are set out below:



Kath Kearney-Croft, BSc, MBA, ACMA (age 42) and British national Group Finance Director with effect from 24 April 2017

Kath was previously Acting Finance Director at Rexam PLC until its acquisition by Ball Corporation Inc. in June 2016. Kath had been with Rexam since 2007 in a number of senior financial and strategic leadership roles. Prior to Rexam, Kath was with BOC Group plc for nine years, qualifying as a Chartered Management Accountant in 2001 and holding a number of operational financial roles in the UK and US. Kath has an MBA with distinction from Manchester Business School and a first class degree in Business and Management from the University of Salford.

Upon her appointment as a Director of the Company Kath's remuneration package with the Company will be as follows, which is in line with the remuneration policy that is being put to shareholders for approval at the 2017 AGM:

Basic salary	£310,000 per annum
Other benefits	Car allowance of £16,372 per annum, private medical insurance and permanent health insurance
Pension allowance	Employer's contribution of 15% of gross basic salary per annum
Annual Bonus	Maximum opportunity of 125% of base salary with half of any net bonus to be deferred into the Deferred Bonus Plan for a period of three years and held in the form of shares in the Company. No matching award can be earned on the deferred bonus. The performance metrics for the Annual Bonus are consistent with those for the other Executive Directors of the Company.
Long Term Incentive Plan	To receive an award of shares under the Long Term Incentive Plan equivalent to 125% of base salary in 2017. Award to be consistent with the award made to the other Executive Directors of the Company.
Malus and Clawback	Malus and clawback provisions will apply to variable remuneration on the same terms as applied to the other Executive Directors of the Company.

In accordance with the UK Corporate Governance Code, an internal Board performance evaluation was carried out in 2016, as a result of which the Board believes that each of the Directors seeking reappointment is performing to the highest standards, continues to be an effective member of the Board and demonstrates commitment to the role. The Board further confirms that each Director continues to provide independent character and judgement to the running of the business particularly reviewing strategy, risk management, succession planning and ongoing financial and business performance.

Resolutions 13 and 14

Reappointment of KPMG LLP as auditor and authorisation for the Directors to set the auditor's remuneration

The Company is obliged by law to reappoint its auditor annually. The Audit Committee considered the reappointment of KPMG LLP at its meeting on Thursday, 16 February 2017 and recommended KPMG LLP's reappointment to the Board. Notably, the Committee and Board were satisfied with the ongoing performance of the auditor and that they remained independent. Resolution 13 seeks to reappoint KPMG LLP as auditor to hold office until the next general meeting at which accounts are laid before the Company.

Resolution 14 seeks to authorise the Board to set the remuneration payable to the Company's auditor. Details of the remuneration paid to KPMG LLP during the year ended 31 December 2016 can be found on page 61 of the 2016 Annual Report.

Resolution 15

Allotment of share capital

This resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £894,798 (representing 4,473,991 ordinary shares of 20 pence each). This amount represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at Friday, 24 February 2017, the latest practicable date prior to publication of this Notice. A similar resolution was approved at the 2016 AGM and will expire at the 2017 AGM. The Directors therefore wish to seek a renewal of this authority.

The authority sought under this resolution will expire at the earlier of Friday, 17 August 2018 or the conclusion of the 2018 AGM. The Directors have no present intention to exercise the authority sought under this resolution other than to allot shares to satisfy the exercise of share options to the Company's employees under the Company's share schemes including the Sharesave Scheme and the International Sharesave Plan.

The Directors will not be authorised under this resolution to exercise powers of the Company to allot equity securities in connection with any offer by way of a rights issue.

As at Friday, 24 February 2017, the Company did not hold any ordinary shares in treasury.

Resolution 16

Disapplication of pre-emption rights

This special resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £447,399 (representing 2,236,995 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at Friday, 24 February 2017.

The Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority if approved will expire at the earlier of Friday, 17 August 2018 or the conclusion of the Company's AGM to be held in 2018.

Resolution 17

Authority to purchase shares in the market

This special resolution seeks authority for the Company to purchase up to 5% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous AGMs. The Company purchased no ordinary shares in the period from the last AGM to Friday, 24 February 2017 under the existing authority.

The Directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future.

The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in the Company's earnings per share.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently holds no ordinary shares in treasury.

The minimum price, exclusive of expenses, which may be paid for an ordinary share is 20 pence (its nominal value). The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (1) an amount equal to 105% of the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and (2) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options outstanding over 1,013,711 ordinary shares, representing 2.27% of the Company's ordinary issued share capital (excluding treasury shares) as at Friday, 24 February 2017. If the authority given by this resolution were to be fully used, these options would represent 2.39% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

The authority will expire at the earlier of Friday, 17 August 2018 or the conclusion of the Company's AGM to be held in 2018.

Resolution 18

Notice of general meetings

This special resolution is required to reflect changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 which increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs will continue to be held on at least 21 clear days' notice.)

This special resolution seeks shareholders' approval to hold general meetings on a shorter notice period of no less than 14 clear days.

The shorter notice period of 14 days would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The provisions of the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The approval will be effective until the Company's AGM in 2018, when it is intended that a similar resolution will be proposed.

A similar authority was sought and given by shareholders at the 2016 AGM.

Resolution 19

Political donations

Under the Companies Act 2006 political donations made by a company to political parties, other political organisations and independent election candidates and political expenditure incurred by a company (exceeding £5,000) must be authorised in advance by the shareholders. This resolution renews the authority that was passed by the Company at its AGM held in 2013 and which expires at the AGM in 2017. In accordance with the provisions of the Companies Act 2006, the Company intends to renew this authority for the next four years, such authority to expire at the conclusion of the AGM in 2021.

It is important to emphasise that it is the Company's policy not to make political donations (either in cash or in kind) to what are widely regarded as political parties within the EU (or worldwide) and the Directors have no intention of changing that policy. The Company has made no such donations under the 2013 authority.

However, the Directors consider that it is in the best interests of shareholders that the Company and its subsidiaries are able to participate in public debate and opinion-forming on matters which could directly affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders' authority for the Company and its subsidiaries to incur expenditure. The resolution does not authorise any specific donation or expenditure and is precautionary in nature.

The authority is for a period of four years and for a total expenditure of £90,000. Whilst there is no intention to make political donations as they are normally understood, it is noted that any such expenditure in any financial year whilst the authority is in place will be disclosed in the Annual Report and Accounts for the year that expenditure is incurred.

Recommendation

The Directors consider that all of the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Directors will be voting in favour of them in respect of their respective share interests in the Company and unanimously recommend that you do so as well.

Yours sincerely,



John McDonough CBE
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of The Vitec Group plc (the “Company”) will be held at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH on Wednesday, 17 May 2017 at 9.30am.

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 15 will be proposed as ordinary resolutions. Resolutions 16 to 19 will be proposed as special resolutions.

Ordinary Business

1. That the audited accounts, and the Auditor’s Report thereon, the Directors’ Report and the Strategic Report for the year ended 31 December 2016 be received and adopted.
2. That the Directors’ Remuneration Policy Report, in the form set out in the Directors’ Remuneration Report in the Company’s Annual Report for the year ended 31 December 2016, be approved.
3. That the Directors’ Remuneration Report, other than the part containing the Directors’ Remuneration Policy Report, in the form set out in the Company’s Annual Report for the year ended 31 December 2016, be approved.
4. That a final dividend of 17.3 pence per ordinary share for the year ended 31 December 2016 be declared and paid on Friday, 19 May 2017 to all ordinary shareholders who are on the register of members on Friday, 21 April 2017.
5. That John McDonough CBE be reappointed as a director of the Company.
6. That Stephen Bird be reappointed as a director of the Company.
7. That Martin Green be reappointed as a director of the Company.
8. That Kath Kearney-Croft be reappointed as a director of the Company.
9. That Christopher Humphrey be reappointed as a director of the Company.
10. That Lorraine Rienecker be reappointed as a director of the Company.
11. That Mark Rollins be reappointed as a director of the Company.
12. That Caroline Thomson be reappointed as a director of the Company.
13. That KPMG LLP be reappointed as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. That the Directors be authorised to determine the remuneration of the auditor.

Special Business

Authority to allot share capital

15. That the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £894,798 so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on Friday, 17 August 2018) save that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

This resolution shall not authorise the Directors to exercise powers of the Company to allot any equity securities in connection with an offer by way of a rights issue.

Disapply pre-emption rights

16. That, subject to the approval of resolution 15, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006; such power to be limited in the case of the authority granted under resolution 14 and/or in the case of any sale of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment of equity securities up to a nominal amount of £447,399, such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on Friday, 17 August 2018) save that the Company may, before such expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Authority to make market purchases

17. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 20 pence each ("ordinary shares"), such power to be limited:

- (1) to a maximum number of 2,236,995 ordinary shares;
- (2) by the condition that the minimum price which may be paid for an ordinary share is 20 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses, such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on Friday, 17 August 2018) save that, in each case, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed wholly or partly after the expiry of such power and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Notice period for general meetings

18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Authority to make political donations

19. That the Company and its subsidiary companies at any time during the period for which this resolution is effective are authorised, in aggregate, to:

- (1) make political donations to political parties and/or independent election candidates not exceeding £30,000 in total;
- (2) make political donations to political organisations other than political parties not exceeding £30,000 in total; and
- (3) incur political expenditure not exceeding £30,000 in total, during the period beginning with the date of the passing of this resolution up to and including the conclusion of the AGM to be held in 2021 or Tuesday, 17 August 2021, whichever is earlier.

The authorised sums referred to in paragraphs (1), (2) and (3) may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the relevant company enters into any contract or undertaking relating to the same.

Any terms which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning when used in this resolution.

By order of the Board

Jon Bolton

Group Company Secretary

14 March 2017

Registered Office: Bridge House,
Heron Square, Richmond, TW9 1EN

Registered in England and Wales No. 227691

Notes to AGM Circular

- Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak or vote on their behalf at the meeting. 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 share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Capita is open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.
- To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 9.30am on Monday, 15 May 2017. Alternatively, a proxy may be appointed electronically using the Share Portal service at www.capitashareportal.com by the same time and date.
- The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and then attend the AGM in person, your proxy appointment will automatically be terminated.
- Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Company's register of members by close of business on Monday, 15 May 2017 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting). 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 meeting.
- As at Friday, 24 February 2017 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 44,739,918 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at Friday, 24 February 2017 are 44,739,918.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have 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.
- In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 9.30am on Monday, 15 May 2017. For this purpose, the time of receipt will be taken to be 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.
- 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, 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.
- Shareholders should note that it is possible that, pursuant to requests made by the Company's shareholders under section 527 of the Companies Act 2006 who meet the threshold requirements set out in that section, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 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 they do not do so in relation to the same shares.

14. Under section 338 and section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to the Company's shareholders entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Tuesday, 4 April 2017, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request. You may not use any electronic address provided in either this notice of meeting or in any related documents (including the Chairman's Letter and Proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the Company's interests or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.vitecgroup.com
17. The following documents will be available for inspection at the Company's registered office at Bridge House, Heron Square, Richmond, TW9 1EN during normal business hours on each business day from the date of this notice up to the date of the AGM and at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH from 30 minutes before the AGM until it ends:
- Copies of the Executive Directors' service contracts; and
 - Copies of letters of appointment of the Non-Executive Directors (including the Chairman).

These documents are also available for inspection on the Company's website at www.vitecgroup.com



The Vitec Group plc
Registered in England and Wales
with number: 227691

Registered Office:
Bridge House, Heron Square,
Richmond, TW9 1EN