

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 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, 15 May 2013

Notice of the Annual General Meeting of The Vitec Group plc to be held at Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG on Wednesday, 15 May 2013 at 2.30pm 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 2.30pm on Monday, 13 May 2013. Please note that a proxy need not be a shareholder of the Company.



PART 1

Chairman's Letter

18 March 2013

To the ordinary shareholders of The Vitec Group plc

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of the Annual General Meeting ("AGM") of the Company.

The AGM will be held at 2.30pm on Wednesday, 15 May 2013 at Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG and the formal notice of the AGM (the "Notice") can be found on pages 3 and 4 of this document. A map of the venue location is shown on the reverse of the attendance card. Explanatory notes on all the business to be considered at this year's AGM can be found on pages 5 to 7.

Whether you propose to attend the AGM or not, please complete the enclosed proxy form and return it to our registrars, Capita Registrars, as soon as possible. They must receive it no later than 2.30pm on Monday, 13 May 2013. The return of the proxy form will not prevent you from attending the AGM and voting in person should you so wish.

Final dividend

Shareholders are being asked to approve a final dividend of 13.5 pence per ordinary share for the year ended 31 December 2012. If approved, the recommended final dividend will be paid on Friday, 17 May 2013 to all ordinary shareholders who were on the register of members on Friday, 19 April 2013.

Overseas shareholders may wish to receive their dividends in a local currency instead of in Sterling. Details of this can be obtained from our registrars, Capita Registrars, either by calling +44 (0)20 8639 3399 (Lines are open Monday to Friday 9.00am to 5.30pm. Calls will be charged at standard overseas rates), writing to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or alternatively going to their website, www.capitaregistrars.com, and following the relevant links.

Any election to receive dividends in local currency in respect of the final dividend for the year ended 31 December 2012 must be received by Capita Registrars no later than the record date of Friday, 19 April 2013.

The Company also offers a Dividend Reinvestment Plan that allows shareholders to re-invest dividends to purchase additional shares in the Company. Details can be obtained from Capita Registrars using the details provided above, and elections must be made by Monday, 22 April 2013.

Directors

In accordance with the Company's Articles of Association, all Directors of the Company, with the exception of Maria Richter, will stand for re-appointment at the AGM. Accordingly we ask shareholders to approve the re-appointment of each existing member of the Board.

Maria Richter has come to the end of her term of appointment and will not be standing for re-appointment at the AGM. On behalf of the Board, I would like to thank Maria for her considerable contribution to the Board during her term and wish her well for the future.

Biographical details for each Director are set out on pages 26 and 27 of the Annual Report. The Board believes that each of the Non-Executive Directors seeking re-appointment, namely Simon Beresford-Wylie, John Hughes, Carolyn Fairbairn, Nigel Moore and myself, is performing to the highest standards, providing independent character and judgment to the running of the business particularly reviewing strategy and ongoing financial performance. In order to ensure Board continuity during my first year as Chairman, Nigel Moore will remain as Senior Independent Director and Chairman of the Audit Committee. Having been appointed a Director in March 2004, the Board and I confirm that Nigel continues to provide rigorous independence and commitment to the role. His experience particularly on financial matters, governance and the management of risk is considered vital at this time of transition for the Board. The Board and I will continue to consider the issue of succession within the Board and will announce our plans in due course.

I note that we are seeking to renew an authority given at the 2009 AGM authorising the Directors to be able to make political donations up to a limit of £90,000 over a four year period. I confirm that it is the Company's express policy not to make political donations either in the EU or worldwide. This authority is purely precautionary in case of an inadvertent donation. A more detailed explanation is set out on page 7.

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

PART 2

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 Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG on Wednesday, 15 May 2013 at 2.30pm. Resolutions 1 to 12 are deemed to be ordinary business of the meeting as the Company considers these to be matters that would usually be dealt with at an AGM. Resolutions 13 to 17 are deemed to be special business of the meeting.

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 13 and resolution 17 will be proposed as ordinary resolutions. Resolutions 14 to 16 will be proposed as special resolutions.

Ordinary Business

1. That the audited accounts, and the Auditors’ Report thereon, and the Directors’ Report for the year ended 31 December 2012 be received and adopted.
2. That the Remuneration Report for the year ended 31 December 2012 be approved.
3. That a final dividend of 13.5 pence per ordinary share for the year ended 31 December 2012 be declared and paid on Friday, 17 May 2013 to all ordinary shareholders who are on the register of members on Friday, 19 April 2013.
4. That John McDonough CBE be re-appointed as a director of the Company.
5. That Stephen Bird be re-appointed as a director of the Company.
6. That Simon Beresford-Wylie be re-appointed as a director of the Company.
7. That Carolyn Fairbairn be re-appointed as a director of the Company.
8. That Paul Hayes be re-appointed as a director of the Company.
9. That John Hughes CBE be re-appointed as a director of the Company.
10. That Nigel Moore be re-appointed as a director of the Company.
11. That KPMG Audit Plc be re-appointed as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. That the Directors be authorised to determine the remuneration of the auditors.

Special Business

Authority to allot share capital

13. 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 £873,945 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, 15 August 2014) 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

14. That, subject to the approval of resolution 13, 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

PART 2

561(1) of the Companies Act 2006; such power to be limited in the case of the authority granted under resolution 13 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 £436,972 such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on Friday, 15 August 2014) 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

15. 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 Act) of its ordinary shares of 20 pence each ("ordinary shares"), such power to be limited:
- (i) to a maximum number of 2,184,861 ordinary shares;
 - (ii) 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:
 - (A) 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
 - (B) 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, 15 August 2014) 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

16. 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

17. That the Company and its subsidiary companies at any time during the period for which this resolution is effective are authorised, in aggregate, to:
- (i) make political donations to political parties and/or independent election candidates not exceeding £30,000 in total;
 - (ii) Make political donations to political organisations other than political parties not exceeding £30,000 in total; and
 - (iii) 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 2017 or Monday, 15 May 2017, whichever is earlier.

The authorised sums referred to in paragraphs (i), (ii) and (iii) 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
18 March 2013

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

Registered in England and Wales No.227691

Explanatory notes to the business of the AGM

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 13 and resolution 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution. Voting at the AGM is, in the first instance, on the basis of a show of hands of members/proxies present in person. A poll vote may be held on a resolution if validly demanded in accordance with the Company's Articles of Association.

Resolution 1: **Report and Accounts**

The Directors must present their report and audited Group accounts for the year ended 31 December 2012 to the meeting and give shareholders the opportunity to ask questions on the content before voting on the resolution. Copies of the Annual Report will be available at the meeting. The Annual Report may also be accessed on the Company's website at www.vitecgroup.com.

Resolution 2: **Remuneration Report**

Under current regulations companies with a listing on the London Stock Exchange must present their Remuneration Report to the shareholders for an advisory vote. The Remuneration Report is set out in the Annual Report.

Resolution 3: **Final Dividend**

The Directors have recommended a final dividend for the year ended 31 December 2012 of 13.5 pence per ordinary share. Subject to approval at the AGM, the final dividend will be paid on Friday, 17 May 2013 to eligible shareholders on the register of members of the Company at close of business on Friday, 19 April 2013.

Resolutions 4 to 10:

Re-appointment of John McDonough CBE, Stephen Bird, Simon Beresford-Wylie, Carolyn Fairbairn, Paul Hayes, John Hughes CBE and Nigel Moore as Directors

The existing Articles of Association of the Company require that each Director must offer himself or herself for re-appointment every year. Accordingly a resolution for each Director to seek re-appointment is included in the Notice. In accordance with The UK Corporate Governance Code, it is confirmed that a formal performance evaluation has been carried out and that each of these Directors continues to be an effective member of the Board and demonstrates commitment to the role. Biographical details for each Director are contained in the Annual Report on pages 26 and 27. In order to ensure Board continuity during my first year as Chairman, Nigel Moore will remain as Senior Independent Director and Chairman of the Audit Committee. Having been appointed a Director in March 2004, the Board and I confirm that Nigel continues to provide rigorous independence and commitment to the role. His experience particularly on financial matters, governance and the management of risk is considered vital at this time of transition for the Board. The Board and I will continue to consider the issue of succession within the Board and will announce our plans in due course. Maria Richter has come to the end of her term of appointment and will not be standing for re-appointment at the AGM.

Resolutions 11 and 12:

Re-appointment of KPMG Audit Plc as auditors and authorisation for the Directors to set the auditors' remuneration

The Company is obliged by law to re-appoint its auditors annually. The Audit Committee considered the re-appointment of KPMG Audit Plc at its meeting on Monday, 25 February 2013 and recommended the re-appointment to the Board. Resolution 11 seeks to re-appoint KPMG Audit Plc as auditors to hold office until the next general meeting at which accounts are laid before the Company.

Resolution 12 seeks to authorise the Board to set the remuneration payable to the auditors of the Company. Details of the remuneration paid to KPMG Audit Plc during the year ended 31 December 2012 can be found on page 61 of the Annual Report.

Resolution 13:

Allotment of share capital

This resolution would give the Directors the 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 £873,945 (representing 4,369,722 ordinary shares of 20 pence each). This amount represents approximately 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at Wednesday, 27 February 2013, the latest practicable date prior to publication of this Notice.

The authorities sought under this resolution will expire at the earlier of Friday, 15 August 2014 or the conclusion of the AGM of the Company held in 2014. 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 employees of the Company under the Company's share schemes including the Sharesave Scheme and the International Sharesave Plan.

In addition, 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 Wednesday, 27 February 2013, the latest practicable date prior to publication of this Notice, the Company did not hold any ordinary shares in treasury.

Resolution 14:

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. Equity securities are ordinary shares in the Company.

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 £436,972 (representing 2,184,861 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at Wednesday, 27 February 2013, the latest practicable date prior to publication of this Notice.

In respect of this aggregate nominal amount, 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 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of Friday, 15 August 2014 or the conclusion of the AGM of the Company held in 2014.

Resolution 15:

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 Wednesday, 27 February 2013 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 earnings per share of the Company.

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 (i) 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 (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.

The Company has options outstanding over 929,574 ordinary shares, representing 2.13% of the Company's ordinary issued share capital (excluding treasury shares) as at Wednesday, 27 February 2013. If the authority given by this resolution were to be fully used, these options would represent 2.24% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

The authority will expire at the earlier of Friday, 15 August 2014 or the conclusion of the AGM of the Company held in 2014.

Resolution 16:

Notice of general meetings

This special resolution is required to reflect changes made to the Companies Act 2006 by the Shareholders' Rights Regulations 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.)

The approval will be effective until the Company's AGM in 2014, when it is intended that a similar resolution will be proposed. A similar authority was sought and given by shareholders at the 2012 AGM.

The shorter notice period 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 changes made by 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.

Resolution 17:

Political donations

Under the Companies Act 2006 political donations made by a company to political parties, other political organisations and independent election candidates and all political expenditure incurred by a company must be authorised in advance by the shareholders. This resolution renews the authority that was passed by the Company at its AGM held in 2009 and which expires at the AGM in 2013. 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 2017.

It is important to emphasise that it is the Company's policy not to make political donations 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 2009 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 (reduced from £180,000 under the 2009 authority). 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.

Notes to AGM circular

- Members 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 Registrars on 0871 664 0300 (UK only) or +44 (0)20 8639 3399 (overseas only). (Lines are open Monday to Friday 9.00am to 5.30pm. Calls to 0871 664 0300 cost 10p per minute plus network extras and calls to the overseas number will be charged at standard overseas call rates.)
- To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 2.30pm on Monday, 13 May 2013. 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 Register of Members of the Company by close of business on Monday, 13 May 2013 (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 Wednesday, 27 February 2013 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 43,697,224 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at Wednesday, 27 February 2013 are 43,697,224.
- 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.

9. 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 2.30pm on Monday, 13 May 2013. 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.
10. 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.
11. 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. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company 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 auditors' 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 auditors 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.
13. Any corporation which is a member 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 shares.
14. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company 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, 2 April 2013, being the date 6 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.
15. Any member 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 (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company 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 situated 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 Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG 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).



Capture the moment™

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

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