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Private and Confidential

13 March 2012

John McDonough

Dear John

Appointment as a Non-Executive Director and Chairman Elect of The Vitec Group plc

Following our meeting on 7 March, both the Nominations Committee and Board are very pleased to extend an invitation to you to join the Board as an independent non-executive director of The Vitec Group plc with effect from 15 March 2012 and that you will succeed as Chairman with effect from 1 June 2012. We all hope that you will accept this invitation.

There are certain formalities to follow including the need to make an announcement to the market upon the decision of the Board and with this in mind I attach a draft announcement for your review and comment. Can you let me know if you wish to make any changes to this? Ideally we would like to make this announcement by no later than Thursday 15 March 2012.

This is a contract for services and is not a contract of employment. If you are in agreement with it can you sign and return a copy to me for the Company's record. Subject to receipt of this acceptance the Board will formally resolve to make the appointment with effect from 15 March 2012.

Appointment

Your appointment will be for an anticipated initial term of three years commencing on 15 March 2012, unless otherwise terminated earlier by and at the discretion of either party upon one month's written notice. Continuation of your appointment is contingent upon satisfactory performance and re-election at every Annual General Meeting in accordance with the Company's articles of association. Your appointment is subject to the Company's articles of association and nothing in this letter shall be taken to exclude or vary the terms of the articles of association as they apply to you as a director of the Company.

Non-executive directors, subject to re-election at every AGM, are typically expected to serve two three-year terms, although the Board may invite you to serve an additional period.

Time commitment

Overall we anticipate a time commitment of no more than two days per week after the induction phase. This will include attendance at board meetings, board dinners, the AGM, site visits and ad hoc meetings with members of the Board and shareholders. There are six scheduled board meetings a year and I attach the calendar for 2012 and 2013. In addition, you will be expected to devote appropriate preparation time ahead of each meeting. The nature of the role may dictate that additional time commitment may be required on occasion.

The Vitec Group plc
Bridge House
Heron Square
Richmond
TW9 1EN
United Kingdom
T +44 (0)20 8332 4600
F +44 (0)20 8948 8277
info@vitecgroup.com
www.vitecgroup.com

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the Senior Independent Director should be sought before accepting additional commitments that might impact on the time you are able to devote to your role with the Company.

Role

Non-executive directors have the same general legal responsibilities to the Company as any other director. This includes under the Companies Act 2006, the UK Corporate Governance Code and the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules. The Board as a whole is collectively responsible for the success of the Company. The Board:

- Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
- Sets the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met. All directors must take decisions objectively in the interests of the Company.

In addition to these requirements of all directors, the role of the non-executive director has the following key elements:

- **Strategy.** Non-executive directors should constructively challenge and help develop proposals on strategy;
- **Performance.** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk.** Non-executive directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible; and
- **People.** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, executive directors and in succession planning.

The role of the Chairman is set out in the attached description.

Fees and Expenses

You will be paid a fee of £140,000 gross per annum in the role with effect from the appointment date. Fees are reviewed annually by the Board usually in May with any increase effective from 1 June. The Company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office. Expenses claims should be submitted to the Chief Executive for approval.

Shareholding

You will be expected to build a shareholding in the Company of at least 20,000 shares within two years of joining.

Outside interests

It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the Senior Independent Director and company secretary as soon as apparent.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Senior Independent Director.

Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chief Executive or company secretary.

Share Dealing

As a Director of the Company, you will be subject to the Company's Share Dealing Rules that is in compliance with the Model Code annexed to the Listing Rules which the company secretary will provide to you. In summary, you must not deal in the Company's shares without seeking advance clearance to deal from the Chief Executive or the Senior Independent Director.

Induction

Immediately after appointment, the company secretary will make arrangements for a comprehensive, formal and tailored induction which will involve travel to our global businesses. We will also arrange for site visits and meetings with senior and middle management and the Company's brokers and auditors.

Review process

The performance of individual directors and the whole Board and its committees is evaluated annually.

Insurance and Indemnity

The Company has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment. The current indemnity limit is £30 million; a copy of the policy document will be provided by the company secretary.

The Board has also resolved to provide indemnities to all directors and other officers of the Group in respect of potential claims that may be made against them as a result of them performing their duties for the Vitec Group. Upon appointment such an indemnity will be put in place for you.

Independent professional advice

Occasions may arise when you consider that you need professional advice in the furtherance of your duties as a director. Circumstances may occur when it will be appropriate for you to seek advice from independent advisors at the

Company's expense. Clearance should be sought from the Senior Independent Director in the first instance.

Committees

This letter refers to your appointment as a non-executive director of the Company. Upon appointment it is intended that you also serve as a member of the Audit, Remuneration and Nominations Committees. Upon succession as Chairman, you will cease to be a member of the Audit and Remuneration Committees but may attend meetings by invitation. You will also succeed as Chairman of the Nominations Committee.

Changes to personal details

You should advise the company secretary promptly of any change in address or other personal contact details.

Data Protection

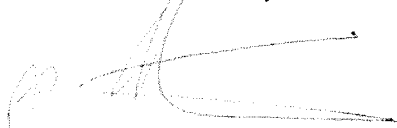
By signing this letter you consent to the Company holding and processing information about you for legal, personnel, administrative and management purposes.

Company Policies

You further confirm that you agree to be bound by the Company's policies that may be in place from time to time including the Code of Business Conduct and Health and Safety policy.

I look forward to hearing from you on this and we very much look forward to you joining us at this exciting time in Vitec's development.

Yours sincerely



Nigel Moore
Senior Independent Director

I agree to the above
terms and conditions

MD Jones 13.3.12