



Group Headquarters:

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21 November 2018

Dear Shareholder

Annual General Meeting

The Company's Annual General Meeting (AGM) will take place at Davidson House, Campus 1, Innovation Park, Aberdeen, AB22 8GT at 9.00 a.m. on 17 December 2018.

The AGM provides an opportunity for the Company's shareholders to communicate with the Company's Directors. The AGM resolutions, as set out in the Notice of Meeting enclosed, cover normal annual resolutions.

The Directors consider that all of the resolutions set out in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders. The Directors unanimously recommend that the shareholders vote in favour of all proposed resolutions, as they intend to do in respect of their own shareholdings.

If you are unable to attend the meeting you may wish to register your proxy appointment and voting instructions by completing, dating, signing and returning the Form of Proxy by post to Equiniti Limited.

The outcome of voting on all resolutions will be announced via the Regulatory News Service and will be accessible through the Company's website.

We aim to encourage interest in the Company and look forward to a long-term relationship with all our shareholders.

Yours sincerely

Thomas Cross
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of The Parkmead Group plc (the "Company") will be held at Davidson House, Campus 1, Innovation Park, Aberdeen, AB22 8GT at 9.00 a.m. on 17 December 2018 to consider and, if thought fit, pass the following resolutions. It is intended to propose Resolution 7 as a special resolution. All other resolutions will be proposed as ordinary resolutions:

Approval of the Directors' Report and financial statements

- 1 To receive, consider and adopt the Company's annual financial statements for the year ended 30 June 2018 together with the last Directors' report and the auditors' report.

Re-election of Directors

- 2 To re-appoint D I Rawlinson as a Director, who retires by rotation and who, being eligible, offers himself for re-appointment.
- 3 To re-appoint R A Stroulger as a Director, who retires by rotation and who, being eligible, offers himself for re-appointment.

Auditors

- 4 To re-appoint Nexia Smith & Williamson Audit Limited as auditor to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the financial statements are laid before the Company.
- 5 To authorise the Directors to fix the remuneration of the auditor.

Authority to allot shares

- 6 That, in accordance with section 551 of the Companies Act 2006 (the "Act") the board of directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities up to an aggregate nominal amount of £494,645.79 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the Company's next annual general meeting or (if earlier) 15 months from the date of the passing of this resolution, save that the Company may, before this expiry date, make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted after the authority ends and the Board may allot equity securities under any such offer or agreement as if the authority conferred hereby had not expired.

Disapplication of pre-emption rights

- 7 That, subject to the passing of Resolution 6, the Board be and it is hereby given power in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 6 as if section 561 of the Act did not apply to any such allotment, provided that such power be limited to:
 - a) the allotment of equity securities where such securities have been offered to holders of ordinary shares of the Company made in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient to deal with fractional entitlements, and/or any legal or practical problems which may arise in any territory or the requirements of any regulatory body or stock exchange; and
 - b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to a maximum aggregate nominal amount of £222,590.61

and will expire on the date of the Company's next annual general meeting or (if earlier) 15 months from the date of the passing of this resolution, save that during the relevant period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board



Ryan Stroulger
Company Secretary
21 November 2018

Registered Office:
6 St Andrew Street
London
EC4A 3AE

Explanatory notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions to be proposed to shareholders at the Annual General Meeting. It is intended to propose Resolution 7 as a special resolution. All other resolutions will be proposed as ordinary resolutions:

Resolution 1 – Approval of the Directors’ Report and financial statements

The receipt and consideration of the Company’s annual financial statements and the audited accounts of the Company for the financial year ended 30 June 2018.

Resolution 2 and 3 – Re-election of Directors

In accordance with the Articles of Association, one third of the Directors who are subject to retirement by rotation are required to retire in turn at each annual general meeting of the Company. D I Rawlinson and R A Stroulger have confirmed that they will stand for re-appointment.

The annual report of the Company for the financial year ended 30 June 2018 contains biographical information for each of the Directors on page 13.

Resolution 4 and 5 – Auditor

In accordance with the Act, the auditors of a public company must be appointed before the end of each meeting at which the Company’s annual accounts are laid. The Board are recommending that Nexia Smith & Williamson Audit Limited are re-appointed as the Company’s independent auditors and that the Directors be authorised to fix their remuneration.

Resolution 6 – Authority to allot shares

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by the Shareholders. The authority granted to the Directors at the Annual General Meeting on 20 December 2017 is due to expire at the Annual General Meeting. Resolution 6 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £494,645.79 (representing 32,976,386 ordinary shares of 1.5p each), being approximately one third of the issued share capital as at 15 November 2018 (the latest practicable date prior to the publication of this notice).

Resolution 7 – Disapplication of pre-emption rights

If shares are to be allotted using the authority under Resolution 6 and are to be paid for in cash, the Act requires that those equity securities are offered first to existing Shareholders pro rata to their shareholding at that time, referred to as ‘pre-emption rights’. The Directors require authorisation from the Shareholders to allot equity securities otherwise than on a pre-emptive basis. Accordingly, Resolution 7 will be proposed as a special resolution to grant such power to the Directors, in respect of the issue of securities pursuant to the authority proposed under Resolution 6.

The resolution enables the Directors to allot shares in exchange for cash on a non pre-emptive basis, but is limited to allotments of shares having an aggregate nominal value of up to £222,590.61 (representing 14,839,374 ordinary shares), being approximately 15 per cent. of the Company’s issued share capital as at 15 November 2018 (the latest practicable date prior to the publication of this notice).

Resolutions 6 and 7 provide flexibility enabling the Directors to act in the Shareholders’ interests to allot securities (for example, in order to raise capital and make acquisitions), if necessary. The allotment of securities above these limits would require specific approval of the Shareholders. Both resolutions are in line with institutional investor guidelines.

The Directors have no present intention of exercising these authorities but wish to be empowered so that the Board can allot securities at short notice and without the need to hold a general meeting of the Shareholders if the need arises.

General notes to the notice of meeting

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at a general meeting of the Company.
- 2 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Equiniti Limited, Aspect House, Spencer Road, LANCING, BN99 8LU.
- 4 The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 14 below) does not preclude you from attending the meeting and voting in person.
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 To be valid any proxy form or other instrument appointing a proxy must be:
 - completed and signed;
 - sent or delivered to FREEPOST RTHJ-CLLL-KBHU, Equiniti, Aspect House, Spencer Road, LANCING, BN99 8LU. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days; and
 - received by Equiniti Limited no later than 9.00 a.m. on 15 December 2018.
- 7 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 8 In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
- 9 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
- 10 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 11 You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
- 12 Total Voting Rights: as at the date of this notice (the latest practicable date prior to printing of this document) the issued share capital of the Company consists of 98,929,160 Ordinary Shares of £0.015 each, carrying one vote each. Therefore, the total number of voting rights of the Company is 98,929,160.
- 13 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 17 December 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors 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 by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Equiniti Limited, Issuers Agent ID: RA19, no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 takes) 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 sponsor or voting service provider 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.
- 14 Only those members entered on the register of members of the Company at 6.30 p.m. on 15 December 2018 or, in the event that this meeting is adjourned, in the register of members as at 6.30 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business on 15 December 2018 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 15 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.
- 16 A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.parkmeadgroup.com.