

**Intercede Group plc**  
**Notice of Annual General Meeting**

Notice is hereby given that the nineteenth Annual General Meeting of Intercede Group plc will be held at Lutterworth Hall, St. Mary's Road, Lutterworth, Leicestershire, LE17 4PS on Wednesday 18 September 2019 at 2.00 pm for the following purposes:

**Ordinary Business**

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions of the Company.

- 1 To receive and to adopt the Company's financial statements for the year ended 31 March 2019 together with the reports of the Directors and the auditors.
- 2 To re-elect Rob Chandhok as a director.
- 3 To re-elect Chuck Pol as a director.
- 4 To re-elect Andrew Walker as a director.
- 5 To re-appoint PricewaterhouseCoopers LLP to hold office as auditors until the next Annual General Meeting, and to authorise the Directors to determine the remuneration of the auditors.

**Special Business**

To consider and, if thought fit, pass resolution 6 which will be proposed as an ordinary resolution of the Company and resolutions 7, 8, and 9 which will be proposed as special resolutions of the Company.

6 THAT,

- (a) the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all powers of the Company to allot relevant securities (as defined in sections 549(1)-(3) of the Act) up to a maximum nominal amount of £166,728.00 (being 33% of issued ordinary share capital);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 1 October 2020;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires; and
- (d) all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require relevant securities to be allotted on or after that date).

7 THAT,

- (a) the Directors be given power:
  - (i) (subject to the passing of resolution 5) to allot for cash equity securities (as defined in section 560(1) of the Act for the purposes of section 561 of the Act) pursuant to the general authority conferred on them by that resolution; and
  - (ii) to allot equity securities (as defined in section 560(2) of the Act),

in either case as if section 561(1) of the Act did not apply to the allotment but this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer or issue to or in favour of ordinary shareholders on the register on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange; and
- (B) to the allotment (other than under (A) above) of equity securities having a nominal amount not exceeding in aggregate £50,523.00 (being 10% of issued ordinary share capital);
- (b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 1 October 2020;
- (c) all previous unutilised authorities under section 570 of the Act shall cease to have effect; and
- (d) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires.

8 THAT, in accordance with article 10 of the Company's articles of association and the Act, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 1 pence each in the capital of the Company (Ordinary Shares) on such terms and in such manner as the Directors of the Company may determine provided that:

- (A) the maximum number of Ordinary Shares that may be purchased under this authority is 5,052,392 (being 10% of issued ordinary share capital);
- (B) the maximum price which may be paid for any Ordinary Share purchased under this authority shall not be more than an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased. The minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
- (C) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, on 1 October 2020; and
- (D) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

9 THAT the Directors be authorised to call general meetings (other than Annual General Meetings) on not less than 14 days' notice, such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 1 October 2020.

By order of the Board

**Andrew Walker**  
Company Secretary  
29 July 2019

**Registered Office**

Lutterworth Hall  
St. Mary's Road  
Lutterworth  
Leicestershire  
LE17 4PS

Notes:

1. A member is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote instead of him at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.
2. The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you wish.
3. Only persons entered on the register of members of the Company at 6:00 pm on 16 September 2019 are entitled to attend the meeting either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting.
4. Only holders of ordinary shares are entitled to attend and vote at the meeting.
5. As at 29 July 2019 the Company's issued ordinary share capital consists of 50,523,926 shares. The total voting rights in the Company as at 29 July 2019, as adjusted for 41,645 treasury shares, are 50,482,281.
6. Copies of the service contracts of the executive directors and the non-executive directors' terms of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice and at the place of the meeting for a period of at least 15 minutes prior to the meeting until its conclusion.