

NOTICE OF ANNUAL GENERAL MEETING

REACT Group PLC

Notice is hereby given that the Annual General Meeting of REACT Group PLC (the “Company”) will be held at the offices of Jeffreys Henry, Finsgate, 5-7 Cranwood Street London EC1V 9EE at 11.00 a.m. on 16 September 2015 for the following purposes:

1. To receive the Company’s Report and Accounts for the year ended 30 September 2014.
2. To re-elect Gillian Leates, who retires by rotation, as a Director.
3. To re-elect Stephen Foster, who retires by rotation, as a Director.
4. To re-elect Grahame Rummery, who retires by rotation, as a Director.
5. To re-elect Mark Collingbourne, who retires by rotation, as a Director.
6. To re-appoint Jeffreys Henry LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions as to the resolution numbered 7 as an Ordinary Resolution and as to the resolution numbered 8 as a Special Resolution:

7. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being “Relevant Securities”) up to an aggregate nominal amount of £228,045 being one third of the current issued share capital, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date falling 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2016, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted (as appropriate) and the Directors may allot or grant (as appropriate) Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to Section 551 of the Act to the extent not utilised at the date this resolution is passed.

8. **THAT**, subject to and conditional upon the passing of resolution 7, the Directors be and they are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority

conferred under Resolution 7 above as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them on the record date for such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal or practical difficulties under the laws of, or the requirements of, any regulatory body or stock exchange of any overseas territory or otherwise;
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £205,240 being 30% of the current issued share capital;

and shall expire on the earlier of the date falling 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2016, provided that the Company may before such expiry make an offer or agreement which would require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke any earlier power given to directors.

By Order of the Board
Mark Collingbourne

Registered Office:
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

24 August 2015

Notes:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company.
2. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. To be effective Forms of Proxy must be duly completed and returned so as to reach Neville Registrars Ltd at Neville House, 18 Laurel Lane, Halesowen, B63 3DA no later than 11.00 a.m. on 14 September 2015.
4. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of members at 11.00 a.m. on 14 September 2015 (“the specified time”). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company’s Register of Members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Directors are required by law to present to the meeting the Audited Accounts and Directors' Report for the year ended 30 September 2014.

Resolutions 2 to 5 (inclusive)

Each of the Company's Directors listed in these resolutions was appointed by the Board after the last Annual General Meeting of the Company. Under the terms of the Company's Articles of Association any Director appointed as an additional director after the last Annual General Meeting must resign at the next Annual General Meeting and may offer himself or herself for re-appointment. Each of the Directors of the Company listed in these resolutions is offering himself for re-appointment.

Resolution 6

The Auditors are required to be re-appointed at each Annual General Meeting at which the Company's Audited Accounts are presented.

Resolution 7

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot or grant rights over up to £228,045 in nominal value of the Company's unissued share capital. If given, this authority will expire on the earlier of the date falling 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2016. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 8

The Directors require additional authority from the Company's shareholders to allot shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company's shareholders on a pro rata basis

- (i) by way of a rights or similar issue or
- (ii) with a nominal value of up to £205,240.

This resolution will be proposed as a special resolution. If given, this authority will expire on the earlier of the date falling 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2016.