

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised and independent financial adviser.**

If you have recently sold or transferred all of your shares in REACT Group PLC, please forward this document, together with the accompanying documents, as soon as possible either 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. If you have sold or transferred only part of your holding of shares in REACT Group PLC, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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**REACT GROUP PLC**

*Incorporated in England and Wales under the Companies Act 1985 with registered number 05454010*

**Notice of Annual General Meeting  
Request for consent to website communications**

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Notice convening an Annual General Meeting of REACT Group PLC to be held at 12.00 p.m. on 8 May 2018 at Jeffrey's Henry's offices, Finsgate, 5-7, Cranwood Street, London, EC1V 9EE is set out at the end of this document.

Whether or not you intend to be present at the Annual General Meeting, please complete, sign and return the enclosed form of proxy, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by Neville Registrars Limited no later than 12.00 p.m. on 3 May 2018. The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

If you hold your shares in uncertificated form in CREST you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of Annual General Meeting at the end of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) no later than 12.00 p.m. on 3 May 2018. The appointment of a proxy using the CREST electronic proxy appointment service will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

# REACT GROUP PLC

*Incorporated in England and Wales under the Companies Act 1985 with registered number 05454010*

*Directors:*

Gillian Leates (*Executive Chairman*)  
Christoffel Vermaak (*Managing Director*)  
Christopher Barnes (*Financial Director*)  
Lesley Innes (*Non-executive Director*)

*Registered office:*

C/o International Registrars Limited  
Finsgate  
5-7 Cranwood Street  
London EC1V 9EE

26 March 2018

Dear Shareholder

## **Annual General Meeting**

I am pleased to be writing to you with details of this year's annual general meeting of REACT Group PLC ("**Company**") which we will be holding at Jeffreys Henry's offices, Finsgate, 5-7, Cranwood Street, London, EC1V 9EE at 12.00 p.m. on 8 May 2018 ("**Annual General Meeting**"). The formal notice of the Annual General Meeting is set out at the end of this document.

Explanatory notes on all of the business to be considered at this year's Annual General Meeting appear on pages 9 to 10 of this document.

## **Request for consent to website communications**

We are also seeking members' consent to send or supply documents, information and notices via our website. A letter from the Company asking you individually to confirm your consent, and providing further information in respect of this request, accompanies this document.

## **Action to be taken**

Please check that you have received the following with this document:

- the Company's annual report and accounts for the financial year ended 30 September 2017;
- a form of proxy for use in connection with the Annual General Meeting; and
- a letter from the Company seeking members' consent to send or supply documents, information and notices to them via a website.

If you have not received all of these documents, please contact Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, tel: 0121 585 1131.

## **To vote at the Annual General Meeting**

Whether or not you intend to be present at the Annual General Meeting, you are requested to complete, sign and return the form of proxy in accordance with the instructions thereon to

Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen B63 3DA, as soon as possible, but in any event so as to be received by no later than 12.00 p.m. on 3 May 2018.

If you hold your shares in uncertificated form in CREST, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of Annual General Meeting at the end of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) no later than 12.00 p.m. on 3 May 2018.

The appointment of a proxy using a form of proxy or using the CREST electronic proxy appointment service will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

***To receive website communications***

You attention is drawn to the letter seeking members' consent to send or supply documents, information and notices to them via a website and, if required, you should sign and return the reply slip attached to the letter in accordance with the instructions thereon to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen B63 3DA by no later than 23 April 2018.

**Recommendation**

The directors of the Company consider that all of the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

**Gillian Leates**  
**Executive Chairman**

## NOTICE OF ANNUAL GENERAL MEETING

### REACT GROUP PLC

*Incorporated in England and Wales under the Companies Act 1985 with registered number 05454010*

Notice is hereby given that the annual general meeting ("**Annual General Meeting**") of REACT Group PLC ("**Company**") will be held at Jeffreys Henry's offices, Finsgate, 5-7, Cranwood Street, London, EC1V 9EE on 8 May 2018 at 12.00 p.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution.

#### RESOLUTIONS

##### Ordinary business

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2017 together with the directors' report and auditor's report thereon.
2. To re-appoint Jeffreys Henry LLP as the Company's auditors and to authorise the directors to determine their remuneration.
3. To elect Christopher Nicholas Barnes as a director of the Company.
4. To elect Lesley Baird Innes as a director of the Company.
5. To elect Christoffel Salmon Vermaak as a director of the Company.
6. To re-elect Gillian Margaret Leates as a director of the Company.

##### Special business

7. **THAT**, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the board of directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**Relevant Securities**") up to a maximum nominal value of £229,506 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date falling 18 months after the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of

shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

8. **THAT**, subject to the passing of resolution 7, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities (including, without limitation, a rights issue and an open offer):

(i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to an aggregate nominal amount of £68,852.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date falling 18 months after the date of the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

**By order of the Board**

*Registered office:*

Lesley Innes  
Company secretary

C/o International Registrars Limited  
Finsgate, 5-7 Cranwood Street  
London EC1V 9EE

26 March 2018

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Only those shareholders registered in the Company's register of members at:
  - 6.00 p.m. on 3 May 2018; or,
  - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the Annual General 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 Annual General Meeting.

2. If you are a shareholder who is entitled to attend and vote at the Annual General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a form of proxy with this Notice of Annual General Meeting. A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form of proxy or request additional copies of the form of proxy from Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, tel: 0121 585 1131. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. Shareholders can:
  - Appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 6).
  - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 7).
5. 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 Annual General Meeting.
6. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the form of proxy, the form must be:

- completed and signed;

- sent or delivered to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen B63 3DA; and
- received by Neville Registrars Limited no later than 12.00 p.m. on 3 May 2018.

In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

If you have not received a form of proxy and believe that you should have one, or if you require additional forms of proxy, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, tel: 0121 585 1131.

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

For a proxy appointment or instructions 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 ("**EUI**") specifications and must contain the information required for such instructions, 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 Neville Registrars Limited (ID 7RA11) no later than 12.00 p.m. on 3 May 2018, or, in the event of an adjournment of the Annual General Meeting, 48 hours before the adjourned meeting. 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 Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his/her 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 service providers 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.

8. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).
9. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, tel: 0121 585 1131.

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.

10. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars Limited no later than 12.00 p.m. on 3 May 2018.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Annual General Meeting and vote in person.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

11. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
12. You may not use any electronic address provided either:
  - in this Notice of Annual General Meeting; or
  - any related documents (including the chairman's letter and form of proxy),

to communicate with the Company for any purposes other than those expressly stated.

## **EXPLANATION OF RESOLUTIONS**

An explanation of each of the resolutions to be proposed at the Annual General Meeting is set out below.

### ***Resolution 1 – Receiving the accounts and reports***

All companies are required by law to lay their annual accounts before a general meeting of the Company, together with the directors' reports and auditors' report on the accounts. At the Annual General Meeting, the directors will present these documents to the shareholders for the financial year ended 30 September 2017.

### ***Resolution 2 – Re-appointment of auditors***

The auditors are required to be re-appointed at each annual general meeting at which accounts are laid. The Directors are proposing the re-appointment of Jeffrey's Henry LLP as auditors. This resolution also authorises the Directors to fix the auditors' remuneration.

### ***Resolutions 3 to 5 – Re-election of directors – New directors***

These resolutions concern the re-election of Christopher Nicholas Barnes, Lesley Baird Innes and Christoffel Salmon Vermaak as directors of the Company, who were each appointed by the board since the last annual general meeting of the Company.

### ***Resolution 6 – Re-election of director – Retirement by rotation***

This resolution concerns the re-election of Gillian Margaret Leates as a director of the Company, who retires by rotation in accordance with the articles of association of the Company.

Biographies of each of the directors are maintained on the Company's website at [www.reactplc.co.uk](http://www.reactplc.co.uk).

### ***Resolution 7 – Directors' power to allot shares***

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 2006.

If passed, the resolution will authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £229,506 which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 23 March 2018 (being the latest practicable date prior to the publication of this document).

As at close of business on 23 March 2018 (being the latest practicable date prior to the publication of this document), the Company did not hold any treasury shares.

The authority granted by this resolution will expire at the close of business on the date falling 18 months after the date of the passing of the resolution or, if earlier, on the conclusion of next year's annual general meeting.

The Directors have no present intention to exercise the authority conferred by this resolution.

***Resolution 8 – Directors' power to issue shares for cash***

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 7, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue, open offer or other pre-emptive offer or the allotment is limited to a maximum nominal amount of £68,852 which represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 23 March 2018 (being the latest practicable date prior to the publication of this document).

The power granted by this resolution will expire at the close of business on the date falling 18 months after the date of the passing of the resolution or, if earlier, on the conclusion of next year's annual general meeting.

The Directors have no present intention to exercise the authority conferred by this resolution.