



INSPECS Group plc

(THE "COMPANY")

Company No. 11963910

ANNUAL GENERAL MEETING

TUESDAY 30 JUNE 2020 AT 11.00 AM

7-10 KELSO PLACE, UPPER BRISTOL ROAD, BATH BA1 3AU

EXPLANATION OF ANNUAL GENERAL MEETING BUSINESS

Dear Shareholder,

Enclosed with this document is a notice convening the Annual General Meeting of the Company for Tuesday 30 June 2020 at 11.00am. This explanatory note gives further information on the resolutions which will be proposed at the meeting set out in the enclosed notice.

COVID-19 REVISED ANNUAL GENERAL MEETING ARRANGEMENTS

The Board takes the well-being of its colleagues, customers, suppliers and shareholders seriously and has been closely monitoring the evolving COVID-19 pandemic.

The Annual General Meeting is an important event in the Company's corporate calendar even in these difficult times but this year our Annual General Meeting will be purely functional in format to comply with the relevant legal requirements and to enable shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company.

Given the UK Government's current guidance on social distancing and prohibition on non-essential travel and public gatherings, we have had to make a number of alterations to our Annual General Meeting:

- 1 In light of the current situation, and in accordance with the UK Government guidance, it will not be possible for shareholders to attend the Annual General Meeting in person.
- 2 We expect only a very limited number of Directors and employees to be in attendance at the Annual General Meeting to ensure a quorum and to conduct the business of the meeting.
- 3 Details of how to appoint the Chairman of the meeting as proxy are set out in the notes to the notice convening the Annual General Meeting of the Company.
- 4 Shareholders are encouraged to submit their voting instructions and proxy form as soon as possible. See the notes to the notice convening the Annual General Meeting of the Company for details with regard to voting instructions and proxy forms.
- 5 The health and well-being of our shareholders, customers, suppliers and colleagues remains our priority and the steps set out above are necessary and appropriate ones given the current COVID-19 pandemic. We are disappointed that our Annual General Meeting has been impacted by current events and that shareholders will not be able to attend in person, unless the current situation and the UK Government's guidance change.
- 6 The Board would like to thank shareholders for their understanding in these exceptional times. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the meeting, including how it is conducted, and shareholders should therefore continue to monitor the Company's website and announcements for any updates.
- 7 The Company may, depending on the evolving situation, broadcast the Annual General Meeting live via webcast. To the extent that there is a webcast, shareholders will not be able to ask questions via the webcast nor will you be able to vote via the webcast.

**UNDER THE UK GOVERNMENT'S CURRENT PROHIBITION ON NON-ESSENTIAL TRAVEL AND PUBLIC GATHERINGS,
IT WILL NOT BE POSSIBLE FOR SHAREHOLDERS TO ATTEND THE ANNUAL GENERAL MEETING IN PERSON.
WE THEREFORE STRONGLY ENCOURAGE SHAREHOLDERS TO VOTE ON ALL RESOLUTIONS BY COMPLETING A
PROXY FORM APPOINTING THE CHAIRMAN OF THE MEETING AS YOUR PROXY, TO REGISTER ANY QUESTIONS
IN ADVANCE AND NOT TO ATTEND THE MEETING IN PERSON.**

RESOLUTION 1 – TO RECEIVE AND ADOPT THE ANNUAL ACCOUNTS AND REPORTS

The Companies Act 2006 requires the Directors of a public company to lay its annual accounts and reports before the company in general meeting. The Company proposes, as an ordinary resolution, a resolution on its annual accounts and reports.

RESOLUTIONS 2 TO 7 – TO ELECT THE LORD MACLAURIN OF KNEBWORTH, ROBIN TOTTERMAN, CHRISTOPHER KAY, CHRISTOPHER HANCOCK, RICHARD PECK AND ANGELA FARRUGIA AS DIRECTORS

The Company's articles of association state that any Director who has been (1) appointed by the board since the last Annual General Meeting occurring after the date of adoption of the articles of association, or (2) held office at the time of the two preceding Annual General Meetings and who did not retire at either of them, or (3) at the date of the meeting has held office for a continuous period of nine years or more shall retire and may offer himself for re-election.

Information on each of the Directors standing for election may be found in the section of the Annual Report and Accounts on the board of Directors.

The Lord MacLaurin of Knebworth's letter of appointment may be terminated by the Company on three months' notice. A copy of his letter of appointment is available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting.

Robin Totterman's service contract may be terminated by the Company on six months' notice. A copy of his service contract is available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting.

Christopher Kay's service contract may be terminated by the Company on six months' notice. A copy of his service contract is available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting.

Christopher Hancock's letter of appointment may be terminated by the Company on three months' notice. A copy of his letter of appointment is available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting.

Richard Peck's letter of appointment may be terminated by the Company on three months' notice. A copy of his letter of appointment is available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting.

Angela Farrugia's letter of appointment may be terminated by the Company on three months' notice. A copy of her letter of appointment is available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting.

RESOLUTIONS 8 AND 9 – TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUDITOR'S REMUNERATION

These resolutions propose that Ernst & Young LLP should be re-appointed as the Company's auditors and authorises the Directors to determine their remuneration.

RESOLUTION 10 – AUTHORITY FOR POLITICAL DONATIONS AND EXPENDITURE

The Company does not intend to change its current practice of not making donations to political parties. However, the Companies Act 2006 contains restrictions on companies making political donations to a political party or other political organisation, or to an independent election candidate, or incurring political expenditure. The relevant provisions define political donations, political expenditure and political organisations widely. As a result, for example, the provisions might catch activities such as funding seminars and other functions to which politicians are invited or supporting bodies concerned with policy review or law reform, with the representation of the business community (or sections of it), or with the representation of other communities or special interest groups which it may be in the interests of the Company to support.

Resolution 10 in the notice of Annual General Meeting, which will be proposed as an ordinary resolution, seeks authority from shareholders to enable the Company and each of its subsidiaries to make political donations and to incur political expenditure when carrying out their normal business activities which they would otherwise be prohibited from making or incurring.

The Directors believe that the authority proposed under Resolution 10 to fund political donations to political parties or independent election candidates up to a limit of £50,000, to fund political donations to political organisations (other than political parties) up to a limit of £50,000, and to incur political expenditure up to a limit of £50,000 is necessary to be sure that, if it is in the Company's or any subsidiary's interests, support can be given to organisations that are not believed to be political but which might come within the extended and uncertain scope of the relevant provisions of the Companies Act 2006.

The resolution does not authorise any specific donations or expenditure. As required by the Companies Act 2006, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which is in excess of £2,000. The authority conferred by this resolution will expire at the end of next year's Annual General Meeting or, if sooner, on 30 September 2021.

RESOLUTION 11 – AUTHORITY TO ALLOT SHARES

Under the Companies Act 2006 the Directors may only allot shares (or grant certain rights over shares) with the authority of shareholders in general meeting (other than pursuant to an employee share scheme). In certain circumstances this could be unduly restrictive. The Directors' existing authority to allot shares, which was granted at the general meeting held on 12 February 2020 will expire at the end of this year's Annual General Meeting.

Resolution 11 in the notice of Annual General Meeting will be proposed, as an ordinary resolution, to authorise the Directors to allot ordinary shares of 0.01p each in the capital of the Company up to a maximum nominal amount of £235,818 and up to a further maximum nominal amount of £235,818 where the allotment is in connection with an offer by way of a rights issue, representing approximately 33.33 per cent and 33.33 per cent respectively of the nominal value of the ordinary shares in issue on 21 May 2020. The Company does not currently hold any shares in treasury. These limits are in accordance with guidelines issued by the Investment Association and market practice.

The authority conferred by the resolution will expire at the end of next year's Annual General Meeting or, if sooner, on 30 September 2021.

This authority also gives the Directors flexibility to issue shares where they believe it is in the best interests of the Company to do so.

RESOLUTIONS 12 AND 13 – TO DISAPPLY PRE-EMPTION RIGHTS

Unless they are given an appropriate authority by shareholders, if the Directors wish to allot any shares, grant rights over any shares or sell any treasury shares, in each case for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their existing holdings. These are known as statutory pre-emption rights.

The existing disapplication of these statutory pre-emption rights, which was granted at the general meeting held on 12 February 2020, will expire at the end of this year's Annual General Meeting. Accordingly, Resolutions 12 and 13 in the notice of Annual General Meeting will be proposed, as special resolutions, to give the Directors power to allot shares without the application of these statutory pre-emption rights: first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements (save that, in the case of an allotment pursuant to the authority conferred by paragraph 11.2 of Resolution 11, such offer shall be by way of rights issue only); second, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £35,372.70 (representing approximately five per cent of the nominal value of the ordinary shares in issue on 21 May 2020); and third, in relation to an acquisition or other capital investment as defined by the Pre-emption Group's Statement of Principles, an additional five per cent of the nominal value of the ordinary shares in issue on 21 May 2020.

These limits are in accordance with guidelines issued by the Pre-emption Group, Investment Association and market practice.

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 12:

- (i) in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority sought and limits set by this resolution will also apply to a sale by the Company of any shares it holds as treasury shares. The Companies Act 2006 permits shares purchased by the Company out of distributable profits to be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share-based incentive schemes.

The power conferred by this resolution will expire at the end of next year's Annual General Meeting or, if sooner, on 30 September 2021.

RESOLUTION 14 – COMPANY'S AUTHORITY TO PURCHASE ITS OWN SHARES

At the general meeting of the Company held on 12 February 2020, the Company was authorised to make market purchases of up to 1,060,473 of its own ordinary shares. The Company has not made any purchases under this authority.

Resolution 14 in the notice of Annual General Meeting, which will be proposed as a special resolution, will authorise the Company to make market purchases of up to 7,074,539 ordinary shares. This equals 10 per cent of the Company's ordinary shares (excluding treasury shares) in issue on 21 May 2020. The maximum price that may be paid shall be the higher of (i) 5 per cent above the average of the middle market quotations for an ordinary share for the five business days immediately before the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case exclusive of all expenses). The minimum price which may be paid for each ordinary share shall be £0.01 (exclusive of all expenses).

The authority conferred by this resolution will expire at the end of next year's Annual General Meeting or, if sooner, on 30 September 2021.

Your Directors are committed to managing the Company's capital effectively. Although the Directors have no plans to make such purchases, buying back the Company's ordinary shares is one of the options they keep under review.

NOTICE OF ANNUAL GENERAL MEETING

Company No. 11963910

INSPECS Group plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Inspecs Group plc (the "**Company**") will be held at 7-10 Kelso Place, Bath, Somerset, United Kingdom BA1 3AU on Tuesday 30 June 2020 at 11.00am for the following purposes:

To consider and, if thought fit, to pass Resolutions 1 to 9 (inclusive) as ordinary resolutions:

- 1 To receive and adopt the annual accounts and reports of the Directors and the auditors for the year ended 31 December 2019.
- 2 To elect The Lord MacLaurin of Knebworth as a Director.
- 3 To elect Robin Totterman as a Director.
- 4 To elect Christopher Kay as a Director.
- 5 To elect Christopher Hancock as a Director.
- 6 To elect Richard Peck as a Director.
- 7 To elect Angela Farrugia as a Director.
- 8 To re-appoint Ernst & Young LLP as the Company's auditors.
- 9 To authorise the Directors to determine the auditor's remuneration.

To consider, and if thought fit, pass Resolutions 10 and 11 (inclusive) as ordinary resolutions and Resolutions 12 to 14 (inclusive) as special resolutions:

- 10 That, in accordance with ss.366 and 367 Companies Act 2006 (the "**Act**"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised, during the period beginning with the date on which this resolution is passed and ending at the end of the next Annual General Meeting of the Company or, if sooner, on 30 September 2021, to:
 - 10.1 make political donations to political parties or independent election candidates or both not exceeding £50,000 in total;
 - 10.2 make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
 - 10.3 incur political expenditure not exceeding £50,000 in total, provided that the aggregate amount of all such political donations and political expenditure during such period shall not exceed £50,000.
- For the purposes of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings given by ss.363-365 of the Act.
- 11 That the Directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot:
 - 11.1 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to a maximum aggregate nominal amount of £235,818; and further

11.2 Relevant Securities comprising equity securities (within the meaning of s.560 of the Act) up to an aggregate nominal amount of £235,818 in connection with an offer by way of a rights issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;

for a period expiring (unless previously revoked, varied or renewed) at the end of the next Annual General Meeting of the Company or, if sooner, on 30 September 2021, but in each case such that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

All previous unutilised authorities given to the Directors pursuant to s.551 of the Act shall cease to have effect at the conclusion of this Annual General Meeting, save to the extent that those authorities are exercisable pursuant to s.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 shares to be allotted or rights to be granted on or after that date.

12 That, subject to the passing of Resolution 11 above, the Directors be empowered pursuant to s.570 and s.573 of the Act to allot equity securities (within the meaning of s.560 of the Act) for cash pursuant to the authority conferred by Resolution 11 as if s.561(1) of the Act did not apply to such allotment, provided that this power shall expire at the end of the next Annual General Meeting of the Company or, if sooner, on 30 September 2021. This power shall be limited to the allotment of equity securities:

12.1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement save that, in the case of an allotment pursuant to the authority conferred by paragraph 11.2 of Resolution 11, such offer shall be by way of rights issue only) in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to such exclusions, limits, restrictions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter; and

12.2 otherwise than pursuant to paragraph 12.1 up to an aggregate nominal amount of £35,372.70;

but such that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 11" were omitted.

13 That, subject to the passing of Resolution 11 above, the Directors be empowered pursuant to s.570 and s.573 of the Act, in addition to any power granted under Resolution 11, to allot equity securities (within the meaning of s.560 of the Act) for cash pursuant to the authority conferred by Resolution 11 as if s.561(1) of the Act did not apply to any such allotment, such power to be:

13.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £35,372.70; and

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13.2 used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next Annual General Meeting of the Company or, if sooner, on 30 September 2021, but such that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires, and the Directors may allot equity securities pursuant to any such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of securities by virtue of s.560(3) of the Act as if, in the first paragraph of this resolution, the words "pursuant to the authority conferred by Resolution 11" were omitted.

14 That the Company be generally and unconditionally authorised pursuant to s.701 of the Act to make market purchases (within the meaning of s.693(4) of the Act) of its ordinary shares of £0.01 each on such terms and in such manner as the Directors shall determine, provided that:

14.1 the maximum number of ordinary shares hereby authorised to be purchased is 7,074,539;

14.2 the maximum price which may be paid for each ordinary share shall be the higher of (i) 5 per cent above the average of the middle market quotations for an ordinary share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately before the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case exclusive of all expenses);

14.3 the minimum price which may be paid for each ordinary share shall be £0.01 (exclusive of all expenses); and

14.4 this authority (unless previously revoked, varied or renewed) shall expire at the end of the next Annual General Meeting of the Company or, if sooner, on 30 September 2021 except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Dated: 22 May 2020

By order of the Board

Elliott Smith

Inspecs Group plc

Registered Office:

7-10 Kelso Place,
Bath, Somerset,
United Kingdom,
BA1 3AU

NOTES

RIGHTS TO APPOINT A PROXY

- 1 Members of the Company entitled to attend and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company.
- 2 If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes given that the UK Government's current restrictions mean that neither you nor any other person you might appoint as your proxy will be able to attend the meeting in person. Appointing a proxy in this way will not prevent you from attending and voting at the Annual General Meeting in person should the situation and the applicable restrictions change such that you are permitted to, and you subsequently wish to, do so.

PROCEDURE FOR APPOINTING A PROXY

- 3 A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the proxy form. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact Equiniti Limited on 0371 384 2030 from the UK or for overseas on +44 (0) 121 415 7047. Lines are open Monday to Friday 8.30am to 5.30pm Monday to Friday excluding public holidays in England and Wales. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically in accordance with note 4 below.
- 4 To be valid, the proxy form must be returned (together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority) by one of the following methods:
 - in hard copy form by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case so as to be received by no later than 11.00am on Friday 26 June 2020. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

- 5 The return of a completed proxy form, appointing a proxy electronically, or any CREST Proxy Instruction (as described in note 12 below) will not preclude a member from attending the Annual General Meeting and voting in person if he or she wishes to do so. If a member has appointed a proxy and attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.

CHANGING OR REVOKING PROXY INSTRUCTIONS

- 6 To change your proxy instructions simply submit a new proxy appointment using the methods set out in note 4 above. Any amended proxy appointment must be received no later than the time referred to in note 4 above and any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 7 If you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti Limited on 0371 384 2030 from the UK or for overseas on +44 (0) 121 415 7047. Lines are open Monday to Friday 8.30am to 5.30pm Monday to Friday excluding public holidays in England and Wales and ask for another proxy form.
- 8 If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote.
- 9 In order to revoke a proxy instruction you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment to one of the addresses referred to in note 4 above (accompanied by the power of attorney or other authority (if any) under which the revocation notice is signed or a certified copy of such power or authority). The revocation notice must be received no later than 11.00am on Friday 26 June 2020.
- 10 If you attempt to revoke your proxy appointment but the revocation is received after the time specified above then your proxy appointment will remain valid.

RECORD DATE

11 To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at close of business on Friday 26 June 2020 at 6:30pm (or, in the event of any adjournment, the date which is two days before the time of the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting.

CREST PROXY APPOINTMENTS

12 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via 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.

In order for a proxy appointment or instruction 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 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 the "issuer's agent" (ID **RA19**) by no later than 11.00am on Friday 26 June 2020 (or, in the event of an adjournment, 48 hours before the time fixed for the adjourned Annual General Meeting, provided that no account shall be taken of any part of a day that is not a working day). 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 required 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 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(s), to procure that his 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) Uncertificated Securities Regulations 2001.

CORPORATE REPRESENTATIVES

13 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.

TOTAL VOTING RIGHTS

14 As at 21 May 2020 (being the last business day prior to the publication of this notice) the Company's issued share capital comprised 70,745,395 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote on a poll at a general meeting of the Company and, therefore, the total voting rights in the Company as at that date are 70,745,395. As at 21 May 2020, the Company held no ordinary shares as treasury shares.

OTHER RIGHTS OF MEMBERS

15 Under s.338 of the Act, members meeting the threshold requirements in that section have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 22 May 2020, being the date of this notice, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

DOCUMENTS AVAILABLE FOR INSPECTION

16 There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays and public holidays) and at 7-10 Kelso Place, Bath, Somerset, United Kingdom BA1 3AU for at least 15 minutes prior to and during the Annual General Meeting copies of the service contract of each Executive Director and the letter of appointment of each Non-Executive Director.

COMMUNICATIONS

17 Members who have general enquiries about the meeting should use the following means of communication. No other means of communication will be accepted. You may:

- call our members' helpline on 0371 384 2030 from the UK or for overseas on +44 (0) 121 415 7047. Lines are open Monday to Friday 8.30am to 5.30pm Monday to Friday excluding public holidays in England and Wales.

18 You may not use any electronic address provided in this notice of Annual General Meeting or any related documents (including the proxy form) for communicating with the Company for any purposes other than those expressly stated.

19 Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that members subject all messages to virus checking procedures prior to use. Please note that any electronic communication received by the Company that is found to contain any virus will not be accepted.



REGISTERED OFFICE

INSPECS Group plc
7-10 Kelso Place
Upper Bristol Road,
Bath BA1 3AU

www.inspecs.com