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If you have sold or transferred all your ordinary shares in The 600 Group Public Limited Company, you should pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might cause a violation of local securities law or regulations.

The 600 Group PLC

(Incorporated and registered in England and Wales with registered no. 196730)

Notice of Annual General Meeting

and

Proposed cancellation of Deferred Shares, Share Premium Account and Capital Redemption Reserve

This document should be read as whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting to be held at the offices of Macfarlanes, 20 Cursitor Street, London EC4A 1LT on Wednesday 17 September 2014 at 12 noon is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company's registrars, Capita Asset Services, at the address on the reverse of the Form of Proxy, no later than 12 noon on 15 September 2014 or not less than 48 hours before the adjournment of the Annual General Meeting.

Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the Annual General Meeting should they so wish.

Definitions

Act	the Companies Act 2006
AIM	the AIM market of the London Stock Exchange
Annual General Meeting	the annual general meeting of the Company, notice of which is set out at the end of this document and including any adjournment(s) thereof
Annual Report and Accounts	the annual report and accounts of the Company for the period ended 29 March 2014
Articles	the articles of association of the Company as adopted by special resolution on 29 September 2010
Board	the board of Directors of the Company as at the date of this document
Capital Reduction	the proposed reduction of capital involving the cancellation of the Deferred Shares, the Share Premium Account and the Capital Redemption Reserve, as set out in the Chairman's letter in Part I of this document
Capital Redemption Reserve	the capital redemption reserve of the Company
Company	The 600 Group PLC
Court	the Companies Court, the Chancery Division of the High Court of Justice of England and Wales
Deferred Shares	The 57,233,679 deferred shares of 24p each in the capital of the Company
Directors	the directors of the Company as at the date of this document
Form of Proxy	the Form of Proxy accompanying this document relating to the Annual General Meeting
Group	the Company and its subsidiaries
London Stock Exchange	London Stock Exchange plc
Ordinary Shares	ordinary shares of 1p each in the capital of the Company
Registrar of Companies	the Registrar of Companies under the Act
Shareholders	the holders of Ordinary Shares
Share Premium Account	the share premium account of the Company
Special Reserve	a reserve to which the sums set free as a result of the Capital Reduction will be set aside for the purposes of reducing or eliminating deficits in the Company's profit and loss account and which will otherwise not be treated as being distributable
UK or the United Kingdom	the United Kingdom of England, Wales, Scotland and Northern Ireland
£	Great British pounds, the basic unit of currency in the United Kingdom

Part I

Letter from the Chairman of The 600 Group PLC

Registered no.196730

Registered Office:

Union Street
Heckmondwike
West Yorkshire
WF16 0HL

To holders of ordinary shares in The 600 Group Public Limited Company

20 August 2014

Dear Shareholder

Annual General Meeting and Proposed Capital Reduction

A formal notice of the ninetieth Annual General Meeting of the Company to be held at the offices of Macfarlanes, 20 Cursitor Street, London EC4A 1LT on 17 September 2014 at 12 noon and a Form of Proxy for use at the Annual General Meeting, accompany this letter. A copy of the Annual Report and Accounts will be sent or made available to members in advance of the Annual General Meeting. The notice sets out the resolutions to be proposed at the Annual General Meeting and this letter explains their terms more fully.

Ordinary Business

Resolution 1 – Report and accounts

The Directors are under a duty in respect of each financial year to lay the accounts and the reports of the Directors and the auditor before the Company in general meeting. This gives Shareholders the opportunity to ask questions on the contents of the Annual Report and Accounts before voting on the resolution.

Resolution 2 – Auditor

This resolution proposes the re-appointment of KPMG LLP as auditor until the conclusion of the next annual general meeting and, in accordance with standard practice, authorises the Directors to determine the auditor's remuneration.

Resolutions 3 and 4 – Directors

The Articles require each Director to retire at the third annual general meeting after which he was appointed or re-appointed. This year Mr. Paul Dupee and Mr. Derek Zissman shall retire and each offers themselves for re-election as a non-executive director of the Company.

Resolution 5 – Authority to allot shares

The Act provides that the Directors may not allot Ordinary Shares unless authorised to do so by the Company in general meeting or by its Articles. This resolution proposes that the Directors are given authority to allot Ordinary Shares and other relevant securities up to an aggregate nominal amount of one half of the issued Ordinary Share capital of the Company as at the close of business on 19 August 2014 (being the latest practicable date prior to publication of this document) without obtaining further consent of its shareholders.

The authority shall expire at the close of the 2015 annual general meeting and will replace the authority granted to the Directors at last year's annual general meeting.

Special Business

Resolution 6 – Authority to purchase own shares

This resolution is to grant the Company authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The authority will expire at the close of the 2015 annual general meeting. The resolution specifies the maximum number of shares which may be purchased (representing approximately 10 per cent. of the Company's issued Ordinary Share capital as at 19 August 2014 (being the latest practicable date prior to publication of this document) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act. The purchases will only be made on AIM. The Directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and a decision would be taken in the light of prevailing circumstances. The Board will only exercise the power to make purchases of shares after consideration of the effects on earnings per share and the benefits for Shareholders generally.

Resolution 7 – Disapplication of pre-emption rights

The Act gives holders of Ordinary Shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing Shareholders. The Directors' current authority expires at the close of the forthcoming Annual General Meeting and, accordingly, this resolution seeks to renew this authority on similar terms for a further period, expiring at the close of the 2015 annual general meeting. The authority, if granted, will relate to allotment in respect of rights issues and similar offerings (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements and certain other technical matters) and generally to allotments (other than in respect of rights issues) of equity securities having an aggregate nominal value not exceeding 10 per cent. of the issued Ordinary Share capital of the Company as at 19 August 2014 (being the latest practicable date prior to publication of this document).

Resolution 8 – Political donations

Part 14 of the Act prohibits the Group from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by Shareholders. Aggregate donations made by the Group of £5,000 or less during any 12 month period will not be caught.

Neither the Company nor any of its subsidiaries have any intention of making any political donations or incurring any political expenditure. However, the penalties for breaching the legislation, even if inadvertent, are severe and the Act defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be included in these definitions.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

Resolution 9 – Capital Reduction

As I noted in my Chairman's Statement in the Annual Report and Accounts, the Board currently considers that the retention of earnings for redeployment in the business continues to be the most appropriate use of available financial resources in the short term, and accordingly do not recommend the payment of any dividend in respect of the current financial year. However, as I also noted in that same statement, the Board intends to implement a corporate restructuring which would enable the Company to pay dividends and otherwise return value to its Shareholders in the event that circumstances alter in the future.

This resolution seeks approval to carry out a reduction of the Company's share capital and reserves by way of cancellation of the Deferred Shares, the Share Premium Account and the Capital Redemption Reserve.

Capital Reduction – Deferred Shares

As at 19 August 2014 (being the latest practicable date prior to publication of this document), the Company's issued share capital included 57,233,679 Deferred Shares. The nominal value of the Deferred Shares is part of the capital of the Company and therefore not distributable.

The Deferred Shares arose as a result of the reorganisation of the Company's share capital in 2011. During 2011 each issued ordinary share of 25p was sub-divided and converted into one new ordinary share of 1p and one Deferred Share. The Deferred Shares carry no voting or dividend rights and only very limited rights to participate in the capital of the Company upon a winding-up. These rights are such as to make the Deferred Shares virtually worthless in the hands of the holder. However, in the Company's books the capital paid up on the Deferred Shares represents £13,736,082.96, being the aggregate nominal value of all the Deferred Shares. Cancelling the Deferred Shares with the prior approval of Shareholders by way of a special resolution and the subsequent approval of the Court will remove them from the Company's balance sheet and permit an amount of £13,736,082.96 to be released to the Special Reserve, which may then be used to reduce or eliminate losses (if any) arising on the profit and loss account, and will also be retained for the protection of the Company's creditors that are in existence as at the date of the Capital Reduction.

Article 7.2.3 of the Articles gives the Company authority (subject to the Act) to cancel any Deferred Share without making payment to the holder. In accordance with Article 7.2.5 of the Articles, the cancellation of the Deferred Shares pursuant to a reduction of capital for no consideration will not constitute a variation of the rights attaching to the Deferred Shares. Consequently, the Capital Reduction can be approved without the approval of the holders of the Deferred Shares.

Capital Reduction – Share Premium Account and Capital Redemption Reserve

With the approval of a company's shareholders, a company may, by way of special resolution and subsequent confirmation by the Court, reduce or cancel its share premium account and capital redemption reserve (which would otherwise be treated as nondistributable reserves, in accordance with applicable law and accounting standards) and in certain circumstances credit some or all of such sum arising to its profit and loss account. To the extent that the release of such a sum creates or increases a credit on the profit and loss account, that sum represents distributable reserves.

The Share Premium Account and the Capital Redemption Reserve currently stand at £17,979,001.30 (resulting from the issue of Ordinary Shares at a premium to their nominal value) and £2,500,000.00 (resulting from the Company's redemption/buy-back of its own shares) respectively. It is now proposed to cancel and extinguish the entire amount (being an aggregate amount of £20,479,001.30) standing to the credit of the Share Premium Account and the Capital Redemption Reserve. The release of £20,479,001.30 shall be credited to the Special Reserve.

Capital Reduction – procedure

If resolution 9 is duly passed, it is the intention of the Company thereafter to apply to the Court for confirmation of the Capital Reduction. The Capital Reduction will then take effect when an order of the Court confirming the Capital Reduction and a statement of capital approved by the Court has been registered with the Registrar of Companies. The actual date of the two Court hearings to confirm the Capital Reduction will be advertised in a national newspaper, as directed by the Court, at least 7 days prior to the second of these Court hearings.

In order to approve the Capital Reduction, the Court will need to be satisfied that the interests of the creditors of the Company as at the date the Capital Reduction takes effect will not be prejudiced. The Company expects to give an undertaking to the effect that unless and until the Court orders otherwise or until all such creditors of the Company have been paid or have otherwise consented, the sums set free by the Capital Reduction and any profit arising from, *inter alia*, (1) any revaluation or disposal of any of the Company's assets; (2) any release of any provision; and/or (3) any dividends paid to the Company by any of its subsidiaries, in each case that are in existence as at the date the Capital Reduction takes place, will be credited to the Special Reserve. The Special Reserve will be used to eliminate the current deficit on the accumulated profit and loss account, to reduce or eliminate future losses (if any) arising on that account, and

will also be retained for the protection of the Company's creditors that are in existence as at the date of the Capital Reduction.

As the Company has few creditors, it is unlikely that any undertaking given will be in place for a significant period of time, however, the terms upon which the Court is willing to approve the Capital Reduction are for the Court to determine and the Company will give to the Court such undertaking as it is advised is appropriate, and for as long as the Special Reserve remains non-distributable pursuant to the undertaking, it will be unavailable for distribution to Shareholders.

The Directors reserve the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Capital Reduction if the Directors believe that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the Directors consider that to continue with the Capital Reduction would be inappropriate or inadvisable.

Recommendation

Your Directors unanimously believe the proposals in relation to the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole and recommend Shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Shareholders are recommended to seek their own personal tax advice in relation to the Capital Reduction proposals.

Action to be taken

All Shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. A Form of Proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 12noon on 15 September 2014. Completion and return of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person should you wish.

Yours faithfully

Paul Dupee
Chairman

Part II

Notice of Annual General Meeting

Notice is hereby given that the ninetieth Annual General Meeting of The 600 Group Public Limited Company (the “**Company**”) will be held at the offices of Macfarlanes, 20 Cursitor Street, London EC4A 1LT on 17 September 2014 at 12 noon and the business to be brought before the meeting will be passing resolutions 1 to 5 and 8 as ordinary resolutions and resolutions 6, 7 and 9 as special resolutions:

Ordinary Business

1. To receive the accounts, together with the reports of the Directors and auditor, for the period ended 29 March 2014.
2. To re-appoint KPMG LLP as auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
3. To re-elect Mr. Paul Dupee as a non-executive director of the Company.
4. To re-elect Mr. Derek Zissman as a non-executive director of the Company.
5. That, in substitution for all subsisting authorities given at the Company’s last Annual General Meeting, the Directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of one half of the issued ordinary share capital of the Company as at the close of business on 19 August 2014.

This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 save that the Company may, before this authority expires, make any offer, agreement or arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights pursuant to such offer, agreement or arrangement as if the authority had not expired.

Special Business

6. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the “**Act**”) to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that:
 - (a) the maximum aggregate number of ordinary shares authorised to be purchased is 10 per cent. of the Company’s issued ordinary share capital as at the close of business on 19 August 2014;
 - (b) the minimum price which may be paid for such shares is 1p per share;
 - (c) the maximum price which may be paid for an ordinary share shall not be more than 5 per cent. above the average of the middle market quotations for an ordinary share as derived from AIM for the five business days immediately preceding the date on which the ordinary share is purchased;
 - (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company’s next Annual General Meeting; and
 - (e) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly

after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

7. That, subject to the passing of resolution 5, the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 5 as if section 561(1) of the Act did not apply to the allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of 10 per cent. of the Company’s issued ordinary share capital as at the close of business on 19 August 2014

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Provided that the above power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution 5” were omitted.

8. That, in accordance with the section 366 of the Companies Act 2006 (the “Act”), the Company and all its subsidiaries at any time during the time that this resolution has effect be and are hereby authorised to:
- (a) make political donations to political parties or independent election candidates not exceeding £20,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
 - (c) incur political expenditure not exceeding £20,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £20,000 during the period beginning with the passing of this resolution and ending on the date of the annual general meeting of the Company to be held in 2014.

For the purposes of this resolution the terms “political donation”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Act.

9. That:
- (a) subject to court approval, the capital and reserves of the Company be reduced by:
 - (i) cancelling and extinguishing all of the issued deferred shares of 24p each; and
 - (ii) cancelling and extinguishing the entire amount standing to the credit of the share premium account and the capital redemption reserve of the Company.

- (b) subject to the passing of resolution 9(a)(i) above, the Articles of Association of the Company shall be amended by:
- (i) deleting the definition of “Deferred Shares” in Article 2.1; and
 - (ii) deleting Article 7.2 in its entirety.

By Order of the Board

N R Carrick
Secretary

20 August 2014

Notes

A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice. Instructions for use are printed on the form of proxy. In order to be valid, forms of proxy and any power of attorney or other authority under which such form of proxy is completed and signed, or a notarially certified or office copy of such power of authority must be deposited with the Company’s registrar, Capita Asset Services, at the address on the reverse of the form of proxy, no later than 12 noon on 15 September 2014 or not less than 48 hours before the time of any adjournment of the Meeting, together with any authority under which it is agreed. The return by a holder of the relevant duly completed form of proxy will not preclude any such holder from attending in person and voting at the Meeting in person if the member is subsequently able to attend. 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. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.

Any alterations to the form of proxy should be initialled.

In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment thereof by using the procedures described in the CREST Manual available on the Euroclear website. 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 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 (“EUI”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore 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 or 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.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Meeting is 6.00 p.m. on 15 September 2014 (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time (being not more than 48 hours prior to the time set for the adjourned Meeting) as shall be fixed by the Company. Such members may only cast votes in respect of shares held at such time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.

In the case of a shareholder which is a company, this proxy form 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 corporation which is a member of the Company 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. Arrangements will be put in place at the Meeting in order to facilitate voting by representatives of members which are corporations on a poll (if required) in accordance with the procedures set out in the Institute of Chartered Secretaries and Administrators’ January 2008 guidance note on “Proxies & Corporate Representatives at General Meetings”.

The terms of appointment of the non-executive directors of the Company and the register of directors’ interests in the share capital of the Company will be available for inspection by shareholders at the Company’s registered office at Union Street, Heckmondwike, West Yorkshire, WF16 0HL during normal business hours on weekdays (Saturdays and Public Holidays excepted) from the date of this notice until the conclusion of the Meeting and at the place of the Meeting for at least 15 minutes prior to and until the end of the Meeting.

As at close of business on 19 August 2014 the Company’s issued ordinary share capital consists of 89,607,958 ordinary shares of 1p each (carrying one vote each). Therefore, the total number of voting rights in the Company as at that date is 89,607,958.