

**THIS DOCUMENT AND ITS ENCLOSURES ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to immediately seek your own personal financial advice from a stockbroker, solicitor, accountant, or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all of your shares in The 600 Group PLC, please pass this document together with the accompanying Form of Proxy as soon as possible 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, or sell or transfer as above, only part of your holding of shares in The 600 Group PLC, please consult the person who arranged the sale or transfer.

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## **The 600 Group PLC**

*(Incorporated and registered in England and Wales with registered number 196730)*

### **ISSUE OF 43,950,000 NEW WARRANTS**

**AND**

### **NOTICE OF GENERAL MEETING**

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This document should be read as a whole.

**Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 8 (inclusive) of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.**

Notice of the General Meeting of the Company to be held at Pinsent Masons LLP, 30 Crown Place, Earl Street, London, EC2A 4ES on 18 March 2015 at 10.30 a.m. is set out at the end of this document. Whether or not you propose to attend the General Meeting, please complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed on it to the offices of the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible, but in any event not later than 48 hours before the appointed time of the General Meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the notice of General Meeting and in the Form of Proxy itself.

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## DIRECTORS, SECRETARY AND ADVISERS

|  |   |
|--|---|
| Directors:   | Paul Dupee ( <i>Non-Executive Chairman</i> )<br>Nigel Rogers ( <i>Chief Executive Officer</i> )<br>Neil Carrick ( <i>Group Finance Director</i> )<br>Stephen Rutherford ( <i>Non-Executive Director</i> )<br>Derek Zissman ( <i>Non-Executive Director</i> )<br><br>All of 1 Union Works, Union Street, Heckmondwike,<br>West Yorkshire, WF16 0HL |
| Company Secretary:                                 | Neil Carrick  |
| Registered Office:                                 | 1 Union Works<br>Union Street<br>Heckmondwike<br>West Yorkshire<br>WF16 0HL   |
| Financial Adviser and<br>Nominated Advisor:        | SPARK Advisory Partners Limited<br>5 St John's Lane<br>London<br>EC1M 4BH   |
| Legal Adviser to the<br>Company as to English Law: | Pinsent Masons LLP<br>1 Park Row<br>Leeds<br>LS1 5AB  |
| Registrar:   | Capita Asset Services<br>34 Beckenham Road<br>Beckenham<br>Kent<br>BR3 4TU  |

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

|  |                             |
|--|-----------------------------|
| Posting of this document   | 9.00 a.m. on 2 March 2015   |
| Latest time and date for receipt of Forms of Proxy                                     | 10.30 a.m. on 16 March 2015 |
| Latest time and date for receipt of electronic proxy appointments via the CREST system | 10.30 a.m. on 16 March 2015 |
| <b>General Meeting</b>   | 10.30 a.m. on 18 March 2015 |

### Notes

- (1) CREST Shareholders should inform themselves of CREST's requirements in relation to electronic proxy appointments.
- (2) The dates set out in the expected timetable of principal events above and mentioned throughout this document are indicative only and may be adjusted by the Company, in which event details of the new dates will be notified to Shareholders by an RNS (and posted on the Company's website).
- (3) References to times in this document are to London time.

# PART I

## LETTER FROM THE CHAIRMAN

### The 600 Group PLC

*(incorporated under the Companies Act 1908 to 1917 in England and Wales with registered number 196730)*

#### *Directors*

Paul Dupee (*Non-Executive Chairman*)  
Nigel Rogers (*Chief Executive Officer*)  
Neil Carrick (*Group Finance Director*)  
Stephen Rutherford (*Non-Executive Director*)  
Derek Zissman (*Non-Executive Director*)

#### *Registered Office*

1 Union Works  
Union Street  
Heckmondwike  
West Yorkshire  
WF16 0HL

*To: all Shareholders and, for information purposes only, the holders of warrants over Ordinary Shares.*

2 March 2015

Dear Shareholder,

### **Issue of 43,950,000 New Warrants**

**and**

### **Notice of General Meeting**

#### **1. Introduction**

On 16 February 2015, the Company announced the acquisition by its wholly owned subsidiary, 600 Group Inc., of 80 per cent of the common stock of Tykma, Inc. (“**TYKMA**”), a US based laser marking business, for an initial consideration of US\$4,680,000 (£3,040,000) (the “**Acquisition**”). The Directors believe that the combined business resulting from the Acquisition will realise significant benefits from its additional scale and market penetration, together with enhanced operational and engineering capabilities.

The Acquisition was financed by the issue of the New Loan Notes which were also used to repay existing debt. The first tranche of New Loan Notes raised an aggregate of £6,739,000 with potentially up to an additional £1,761,000 to be raised in future New Loan Note issues. Subject to receipt of Shareholder approval, subscribers for the New Loan Notes will also be entitled to receive the New Warrants. Further details on the New Warrants are set out in paragraph 2 below.

The purpose of this document is therefore to provide Shareholders with details of the proposed New Warrants and to convene a General Meeting to seek authority from Shareholders for the Company to issue the New Warrants.

#### **2. Background to the financing of the Acquisition and reasons for the issue of the New Warrants**

As noted above, the Acquisition was financed by the issue of the New Loan Notes. The first tranche of New Loan Notes raised £6,739,000 and there is potential for up to a further £1,761,000 New Loan Notes to be raised in further tranches up to a maximum of £8,500,000. Proceeds from the first tranche of New Loan Notes were used to fund payment for the initial consideration for the Acquisition and related expenses, and to repay approximately £951,000 of Old Shareholder Loan Arrangements in cash, with the balance being applied to reduce bank borrowings in the UK. The balance of the Old Shareholder Loan Arrangements, amounting to £1,549,000, were refinanced by the Company by way of the issue of New Loan Notes to the applicable Old Lenders.

The New Loan Notes have a 5 year maturity and carry a coupon of 8% payable quarterly in arrear. The New Loan Notes are redeemable at any time after 14 February 2016 without any penalty. It is intended that the New Loan Notes will be listed on the Bermuda Stock Exchange.

Subject to receipt of Shareholder approval, subscribers for the New Loan Notes are also entitled to receive the New Warrants, with an expiry date of 14 February 2020, to subscribe for 35,145,000 Ordinary Shares at a price of 20 pence per Ordinary Share. The New Warrants include 9,195,000 warrants that will be issued to replace the same number of Old Warrants granted as part of the Old Shareholder Loan Arrangements, which will be cancelled. Up to a further 8,805,000 New Warrants may also be granted in the event of further New Loan Note issues up to £1,761,000. 2,400,000 Old Warrants will remain in place expiring on 27 August 2015.

Pursuant to the terms of the New Loan Notes, in the event that Shareholders do not approve the Resolutions within 3 months of the issuance of the New Loan Notes, the Company will have to pay a redemption premium (the “**Redemption Premium**”) to the New Loan Note Holders on maturity of the New Loan Notes as compensation for not being granted the New Warrants. The Redemption Premium would be calculated as being an amount equal to 20 per cent per annum of the principal amount outstanding under the New Loan Note less any interest already paid by the Company on the New Loan Note principal. The Redemption Premium would accrue annually until such time as the New Loan Notes are repaid in full.

### **3. Effect of the issue of the New Warrants**

Subject to Shareholder approval, the New Warrants will provide the New Loan Note Holders with the right to subscribe for up to 43,950,000 Ordinary Shares representing approximately 49 per cent of the Company’s current issued share capital.

If the New Loan Note Holders exercise the New Warrants in full (assuming that no other person (including the holders of the Old Warrants) converts any convertible securities or exercises any options or any other right to subscribe for shares in the Company), the Company’s Enlarged Share Capital would comprise 133,557,958 Ordinary Shares. On this basis, the Ordinary Shares to be issued to the New Loan Note Holders would represent approximately 33 per cent of the Company’s Enlarged Share Capital.

### **4. Irrevocable Undertakings**

The Company has received an irrevocable undertaking from Haddeo to vote in favour of the Resolutions in respect of 22,792,535 Ordinary Shares in aggregate representing approximately 25 per cent of the existing issued share capital of the Company.

### **5. The Takeover Code**

Under Rule 9 of the Takeover Code, any person who acquires an interest (as defined in the Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent or more of the voting rights of a company which is subject to the Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the Company during the 12 months prior to the announcement of the offer.

The members of the Haddeo Concert Party are deemed to be acting in concert for the purpose of the Code. At the date of this document, the members of the Haddeo Concert Party are between them interested in 22,792,535 Ordinary Shares, representing approximately 25 per cent of the Company’s issued share capital. Assuming exercise in full by the members of the Haddeo Concert Party of their portion of the New Warrants (and assuming that no other person (including the holders of the Old Warrants) converts any convertible securities or exercises any options or any other right to subscribe for shares in the Company), the members of the Haddeo Concert Party would between them be interested in 30,172,535 Ordinary Shares, representing approximately 23 per cent of the Company’s Enlarged Share Capital. Subject to the Shareholders approving the Resolutions, the New Warrants will be issued promptly following the General Meeting and upon their issue by the Company will be exercisable. A table showing the current respective individual interests in

Ordinary Shares of the members of the Haddeo Concert Party, and also following the exercise of their portion of the New Warrants on the basis set out above, is set out as follows:

|                                       | <i>No. Ordinary Shares currently held</i> | <i>Percentage of current issued share capital</i> | <i>No. New Ordinary Shares following exercise of New Warrants</i> | <i>Percentage of Enlarged Share Capital following exercise of the New Warrants</i> |
|---------------------------------------|---|---|---|--|
| <i>Haddeo Concert Party member</i>    |   |   |   |  |
| Haddeo                                | 22,792,535                                | 25.44%  | 27,842,535  | 20.85%   |
| RHPS                                  |   | 0.00%   | 500,000   | 0.37%  |
| WH Ireland (as discretionary manager) |   | 0.00%   | 1,225,000   | 0.92%  |
| Harry Ansell                          |   | 0.00%   | 417,500   | 0.31%  |
| Dan Bristowe                          |   | 0.00%   | 150,000   | 0.11%  |
| Lawrence Cotton                       |   | 0.00%   | 37,500  | 0.03%  |
| Total:                                | <u>22,792,535</u>                         | <u>25.44%</u>                                     | <u>30,172,535</u>   | <u>22.59%</u>  |

Following consultation with Haddeo, the approval of Shareholders to a waiver of the obligation in Rule 9 of the Takeover Code (to make a general offer for the issued share capital of the Company that the Haddeo Concert Party does not already own) upon the exercise of the New Warrants by Haddeo (or by members of the Haddeo Concert Party) is not being sought.

## 6. General Meeting

The notice convening the General Meeting of the Company to be held at 10.30 a.m. on 18 March 2015 at Pinsent Masons LLP, 30 Crown Place, Earl Street, London, EC2A 4ES is enclosed at the end of this document. The purpose of this meeting is to seek Shareholders' approval of the Resolutions set out in the notice of the General Meeting.

The Resolutions to be proposed at the General Meeting (and the Directors' reasons for them) are as follows:

The first Resolution is to seek authority pursuant to section 551 of the Companies Act for the Directors to issue the New Warrants, comprising the rights for the new holders thereof to subscribe for a maximum of 43,950,000 Ordinary Shares (with an aggregate nominal value of £439,500). As noted above, the Directors intend to issue the New Warrants to the New Loan Note Holders.

The second Resolution, which is subject to the passing of the first Resolution, is to dis-apply statutory pre-emption rights in respect of the issue of the New Warrants (which comprise equity securities for the purposes of the statutory pre-emption provisions set out in the Companies Act). If approved, this Resolution will authorise the Directors to issue the New Warrants without offering these warrants to existing Shareholders first. The Directors intend to use this authority to issue the New Warrants to the New Loan Note Holders.

As required by the Companies Act when proposing a special resolution to dis-apply pre-emption rights, the Directors hereby confirm that:

- a) the amount to be paid to the Company in respect of each Ordinary Share to be allotted pursuant to the exercise of each New Warrant is 20 pence (the "**exercise price**");
- b) the number of Ordinary Shares that may be issued pursuant to the exercise of the New Warrants is 43,950,000;
- c) the exercise price represents, in the Board's view, an appropriate exercise price given the Company's recent share price history and given the terms of the New Loan Notes (and the need for the Company to have obtained that financing for the purposes described above); and
- d) the Directors are recommending that Shareholders dis-apply pre-emption rights (in the terms set out in the second Resolution) in order to satisfy those terms of the New Loan Notes which require the Company to issue the New Warrants or to otherwise pay each New Loan Note Holder the Redemption Premium when those New Loan Notes are redeemed by the New Loan Note Holders.

Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution. The ordinary resolution will be passed if more than 50 per cent of the votes cast are in favour. The special resolution will be passed if at least 75 per cent of the votes cast are in favour.

The authority granted pursuant to the Resolutions will expire on 31 December 2015, but the Directors can make offers and enter into agreements which would, or might require New Warrants to be issued to New Loan Note Holders after that expiry.

In the event that Shareholders do not vote in favour of the Resolutions at the General Meeting the New Warrants will not be issued by the Company and the Company will instead be required to pay the Redemption Premium to each New Loan Note Holder on the date on which the applicable New Loan Note held by that New Loan Note Holder is redeemed.

## **7. Action to be taken**

You will find enclosed with this document a Form of Proxy for use at the General Meeting or at any adjournment thereof. Whether or not you intend to be present in person at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible, but in any event so as to be received no later than 10.30 a.m. on 16 March 2015 by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Alternatively, Shareholders can submit their Form of Proxy electronically through the shareholder portal at [www.capitashareportal.com](http://www.capitashareportal.com) by no later than 48 hours before the time for holding the Meeting. The lodging of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

Only holders of Ordinary Shares may vote at the General Meeting.

CREST Shareholders who are CREST-sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document.

If you have any doubt as to what action you should take, you should seek your own financial advice from your stockbroker, solicitor or other independent financial adviser duly authorised under FSMA immediately.

## **8. Recommendation**

Paul Dupee, a Director of the Company, is deemed to be a related party for the purposes of the AIM Rules for Companies in relation to the proposed issue of the New Warrants by the Company on the basis that he is the managing partner of Haddeo. Haddeo was the holder of £810,000 of the Old Shareholder Loan Arrangements all of which was refinanced by the New Loan Note issue and, if the Resolutions are approved, 5,050,000 Old Warrants held by Haddeo will be cancelled and replaced with 5,050,000 New Warrants.

Neil Carrick, a Director of the Company, is also deemed to be a related party for the purposes of the AIM Rules for Companies in relation to the proposed issue of the New Warrants by the Company on the basis that his wife, Mrs M Carrick who subscribed for £50,000 New Loan Notes, will receive 250,000 New Warrants if the Resolutions are approved.

The Board (with the exception, for this purpose, of Paul Dupee and Neil Carrick in their capacities as related parties), having been so advised by SPARK, considers that the issue of the New Warrants (and the terms of the Resolutions to be proposed at the General Meeting) to be fair and reasonable insofar as its Shareholders are concerned and to be in the best interests of the Shareholders and the Company as a whole. In providing advice to the Board, SPARK has taken account of the Directors' commercial assessment of the issue of the New Warrants.

The Board unanimously recommends Shareholders to vote accordingly in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings amounting, in aggregate, to 24,725,447 Ordinary Shares, representing approximately 28 per cent of the Company's issued share capital.

Yours sincerely

**Paul Dupee**  
*Chairman*



## PART II

### DEFINITIONS AND GLOSSARY OF KEY TERMS

|                             |  |
|-----------------------------|--|
| “600 Group” or “Company”    | The 600 Group PLC  |
| “£” or “sterling”           | pounds sterling, the lawful currency of the UK   |
| “AIM”                       | the market of that name operated by the London Stock Exchange  |
| “Board” or “Directors”      | the members of the board of directors of the Company listed on page 3 of this document   |
| “Capita Asset Services”     | a trading name of Capita Registrars Limited  |
| “Companies Act”             | the Companies Act 2006   |
| “CREST”                     | the relevant system (as defined in the Regulations) in respect of which Euroclear UK and Ireland Limited is the operator (as defined in the Regulations)   |
| “CREST Manual”              | the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Disciplines Rules, CCSS Operations Manual, Daily Timetable, CREST application Procedures and CREST Glossary of Terms (all defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since) |
| “CREST member(s)”           | a person who has been admitted to Euroclear as a system member (as defined in the CREST Regulations)   |
| “CREST participant”         | a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)  |
| “CREST Regulations”         | the Uncertificated Securities Regulation 2001 (SI 2001/3755), as amended   |
| “CREST sponsor”             | a CREST participant admitted to CREST as a CREST sponsor   |
| “CREST sponsored member(s)” | a CREST member admitted to CREST as a sponsored member   |
| “Enlarged Share Capital”    | the issued share capital of the Company as enlarged by the admission to trading of new Ordinary Shares assuming the full exercise of all of the New Warrants   |
| “Form of Proxy”             | the form of proxy for use in connection with the General Meeting being sent to Shareholders with this document   |
| “FSMA”                      | Financial Services and Markets Act 2000 (as amended)   |
| “General Meeting”           | the general meeting of the Company to be held at 10.30 a.m. on 18 March 2015 at Pinsent Masons LLP, 30 Crown Place, Earl Street, London, EC2A 4ES, notice of which is set out on page 11 of this document  |
| “Group”                     | The 600 Group PLC and its subsidiaries   |
| “Haddeo”                    | Haddeo Partners LLP  |

|                                     |   |
|-------------------------------------|---|
| “Haddeo Concert Party”              | Haddeo, RHPS, WH Ireland and the employees of WH Ireland, further details of which can be found in the circular issued by the Company to the Shareholders on 3 August 2010  |
| “London Stock Exchange”             | London Stock Exchange plc   |
| “New Loan Note(s)”                  | secured loan notes of the Company of up to £8,500,000 constituted by a loan note instrument dated 14 February 2015 or, as the case may be, the amount of such loan notes from time to time issued and outstanding or, as the context may require, a specific portion of such loan notes |
| “New Loan Note Holder(s)”           | the holders of the New Loan Notes   |
| “New Warrant Instrument”            | the warrant instrument executed by the Company pursuant to which, subject to the passing of the Resolutions, the New Warrants are to be constituted   |
| “New Warrants”                      | the warrants to be created by the New Warrant Instrument and issued by the Company to the New Loan Note Holders, giving them the right to subscribe for up to an aggregate of 43,950,000 Ordinary Shares at a price of 20 pence per Ordinary Share                                      |
| “Old Lenders”                       | Haddeo and the other old lenders to the Company pursuant to the Old Loan Agreement and “Old Lender” means any one of them   |
| “Old Loan Agreement”                | the loan facility agreement constituting the Old Shareholder Loan Arrangements entered into by the Company pursuant to which the Old Lenders made available to the Company a secured term loan of £2,500,000  |
| “Old Shareholder Loan Arrangements” | the £2,500,000 loan provided by the Old Lenders on the terms set out in the Old Loan Agreement  |
| “Old Warrant Instrument”            | the warrant instrument executed by the Company pursuant to which, the Old Warrants were constituted   |
| “Old Warrants”                      | those warrants granted to the Old Lenders on the terms set out in the Old Warrant Instrument, giving them the right to subscribe for up to an aggregate of 12,500,000 Ordinary Shares at a price of 20 pence per Ordinary Share   |
| “Ordinary Shares”                   | the 1 pence shares in the capital of the Company and “Ordinary Share” means any of them   |
| “Resolutions”                       | the resolutions set out in the notice of General Meeting at the end of this document  |
| “RHPS”                              | Rupert Hambro & Partners Limited Pension Scheme   |
| “Shareholders”                      | holders of Ordinary Shares and “Shareholder” means any of them  |
| “SPARK”                             | SPARK Advisory Partners Limited, Financial Adviser and Nominated Advisor to the Company   |
| “Takeover Code” or “Code”           | the City Code on Takeovers and Mergers  |
| “UK”                                | United Kingdom  |
| “WH Ireland”                        | WH Ireland Limited, a wholly owned subsidiary of WH Ireland   |

# THE 600 GROUP PLC

*(Incorporated and registered in England and Wales with registered number 196730)*

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT a GENERAL MEETING** of The 600 Group PLC (the “**Company**”) will be held at Pinsent Masons LLP, 30 Crown Place, Earl Street, London, EC2A 4ES on 18 March 2015 at 10.30 a.m. for the following purposes:

### ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

1. **THAT**, in addition to all subsisting authorities, to the extent unused, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to grant rights to subscribe for ordinary shares of 1 pence each in the capital of the Company up to an aggregate nominal amount of £439,500, such authority to be limited to the grant of New Warrants (as defined in the circular accompanying this notice of meeting dated 2 March 2015), **PROVIDED THAT** (unless previously revoked, varied or renewed) this authority shall be for a period expiring on 31 December 2015, save that the Company may, before such authority expires, make an offer or agreement which would or might require New Warrants to be granted after such expiry and the Directors may grant New Warrants in pursuance of such offer or agreement as if such authority had not expired.

### SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

2. **THAT**, subject to and conditional upon the passing of resolution 1 set out in this notice of General Meeting (and in addition to all subsisting authorities, to the extent unused), the Directors be and they are hereby empowered pursuant to section 571(1) of the Companies Act 2006 (the “**Act**”) to grant New Warrants (as defined in the circular accompanying this notice of meeting and dated 2 March 2015) pursuant to the authority conferred by resolution 1 as if section 561 of the Act did not apply to any such allotment **PROVIDED THAT** (unless previously revoked, varied or renewed) this power shall be for a period expiring on 31 December 2015, save that the Company may, before such power expires, make an offer or agreement which would or might require New Warrants to be granted after such expiry and the Directors may grant New Warrants in pursuance of any such offer or agreement as if such power had not expired.

### BY ORDER OF THE BOARD

Neil Carrick  
*Company Secretary*  
Date: 2 March 2015

*Registered office:*

1 Union Works  
Union Street  
Heckmondwike  
West Yorkshire  
WF16 0HL

## NOTES

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy or 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. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. To be valid, the Form of Proxy or other instrument appointing a proxy and, if relevant, the power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority) must be received by Capita Asset Services at the address stated on the Form of Proxy, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the Meeting. A Form of Proxy is enclosed with this notice. Alternatively, members can submit their Form of Proxy electronically through the shareholder portal at [www.capitashareportal.com](http://www.capitashareportal.com) by no later than 48 hours before the time for holding the Meeting. Members will need their user name and password in order to log in and vote. If you have forgotten your user name or password, you can request a reminder via the shareholder portal. If you haven't previously registered to use the Portal, you will require your investor code.
3. 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 at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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.
4. 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 ("Euroclear UK & Ireland") 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 RA10) by the latest time for the receipt of proxy appointments specified in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by CREST application 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.
5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular message. Normal system timing 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, 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 systems and timing.
6. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.
7. Any corporation which is a member may, by resolution of its directors or other governing body, 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.
8. 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.
9. To be entitled to attend and vote at the Meeting (and for the purposes of determination by the Group of the votes they may cast), a person must be entered on the Register of Members of the Group at 6.00 p.m. on 16 March 2015 or, if the Meeting is adjourned, 6.00 p.m. on the date two days before the date for the adjourned Meeting. 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.
10. As at 27 February 2015 (being the latest business day prior to the publication of this notice) the Group's issued share capital consisted of 89,607,958 ordinary shares of 1 pence ("shares" and each "a share"). The Company does not hold any shares in treasury.
11. Any member attending the Meeting has the right to ask questions. The Group must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the conduct of the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Group or the good order of the Meeting that the question be answered.
12. A copy of this notice can be found at [www.600group.com](http://www.600group.com).

You may not use any electronic address provided within this notice or any related documents (including the Form of Proxy) to communicate with the Company other than as expressly stated.