
The 600 Group Public Limited Company

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

Notice of Annual General Meeting

This document should be read as whole. Your attention is drawn to the letter from the Executive 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 42 Berkeley Square, London W1J 5AW on Wednesday 25 September 2019 at 11.00am is set out at the end of this document.

Proxy voting

If you have not elected to receive hard copy information, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Asset Services (previously called Capita).

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 11:00 on Monday 23 September 2019.

You may request a hard copy form of proxy directly from the registrars, Link Asset Services, on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

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 30 March 2019, containing the directors and auditor's report.
Articles	the articles of association of the Company adopted by special resolution on 29 September 2010 (as amended from time to time)
Board	the board of Directors of the Company as at the date of this document
Company	The 600 Group Public Limited Company
Directors	the directors of the Company as at the date of this document
Form of Proxy	the form of proxy 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
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 Executive Chairman of The 600 Group Public Limited Company

Registered no. 196730

Registered Office:
Lowfields Way
Lowfields Business Park
Elland
West Yorkshire
HX5 9DA

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

23 August 2019

Dear Shareholder

Annual General Meeting

A formal notice of the ninety-fifth Annual General Meeting of the Company to be held at 42 Berkeley Square, London W1J 5AW on 25 September 2019 at 11.00am accompanies 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.

Each Shareholder registered on the register of members of the Company at close of business on 23 September 2019 is entitled to vote on the resolutions contained in the notice of the Annual General Meeting. If you would like to vote on the resolutions but cannot come to the Annual General Meeting, please complete a Form of Proxy.

Proxy voting

If you have not elected to receive hard copy information, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Asset Services (previously called Capita).

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 11:00 on Monday 23 September 2019.

You may request a hard copy form of proxy directly from the registrars, Link Asset Services, on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

The notice sets out the resolutions to be proposed at the Annual General Meeting. Resolutions 1 to 5 are proposed as ordinary resolutions. This means that, for each of these resolutions to be passed, more than half the votes cast must be in favour of the resolutions. Resolutions 6 and 7 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolutions. The notes detailed below are intended to help you understand the effect and purpose of the resolutions.

Resolution 1 – Report and accounts

The Act requires the directors of a public company in respect of each financial year to lay its annual report and accounts 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, which will be proposed as an ordinary resolution.

Resolution 2– Approval of Dividend

The Directors' have recommended the payment of a dividend of 0.5p per ordinary share on the 30 September 2019 to members on the register at 30 August 2019.

Resolution 3– Auditor

This resolution, which will be proposed as an ordinary resolution, proposes the re-appointment of BDO LLP to act as the Company's 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 4– Authority to allot shares

The Act provides that the Directors may not allot Ordinary Shares (or grant certain rights over Ordinary Shares) unless authorised to do so by the Company in general meeting or by its Articles. The Directors' existing authority to allot Ordinary Shares, which was granted at the annual general meeting held on 20 September 2018 will expire at the end of the Annual General Meeting. This resolution, which is proposed as an ordinary 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 21 August 2019 (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 2020 annual general meeting or, if sooner, on 24 December 2020 and will replace the authority granted to the Directors at last year's annual general meeting.

Resolution 5 – 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 by the relevant restrictions.

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, trade 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.

This resolution, which is proposed as an ordinary resolution, does not authorise any specific donations or expenditure. As required by the Act, 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 (whether individually or in aggregate) exceeds £2,000. The authority conferred by this resolution will expire at the end of next year's annual general meeting or, if sooner, on 24 December 2020.

Resolution 6–Authority to purchase own shares

This resolution (which will be proposed as a special 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 necessarily be purchased. The authority will expire at the close of the 2020 annual general meeting or, if sooner, on 24 December 2020.

The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued Ordinary Share capital as at 21 August 2019 (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 at the time the relevant repurchase is made. 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 if the Directors wish to allot any equity securities for cash, or grant rights over any equity securities for cash or sell treasury shares for cash. 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 Annual General Meeting and, accordingly, this resolution, which will be proposed as a special resolution, seeks to renew this authority on similar terms for a further period, expiring at the close of the 2020 annual general meeting or, if sooner, on 24 December 2020. The authority, if granted, gives 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; and second, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £117,473 (representing approximately 10% of the nominal value of the issued Ordinary Share capital of the Company as at 21 August 2019 (being the latest practicable date prior to publication of this document)).

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 representing 20.8% of the total shares.

Action to be taken

All Shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are invited to complete a Form of Proxy no later than 11.00am on 23 September 2019. Completion of a Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person should you wish.

Yours faithfully

Paul Dupee
Executive Chairman

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Part II

Notice of Annual General Meeting

Notice is hereby given that the ninety-fifth Annual General Meeting of The 600 Group Public Limited Company (the "**Company**") will be held at 42 Berkeley Square, London W1J 5AW on 25 September 2019 at 11.00 am. The business to be brought before the Annual General Meeting will be to ask Shareholders to vote on the resolutions set out below, which, in the case of resolutions 1 to 5 are to be proposed as ordinary resolutions and, in the case of resolutions 6 and 7 are to be proposed as special resolutions:

1. To receive the Annual Report and Accounts for the period ended 30 March 2019.
2. To approve the payment of a dividend of 0.5p per ordinary share on the 30 September 2019 to ordinary Shareholders on the register at 30 August 2019.
3. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.
4. That, in substitution for all subsisting authorities granted 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 (the "Act"), 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 21 August 2019 for a period expiring (unless previously revoked, varied or renewed) at the conclusion of the annual general meeting of the Company to be held in 2020 or, if sooner, on 24 December 2020, 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 this authority had not expired.
5. That, in accordance with section 366 of 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 2020.

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.
6. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of 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 on such terms and in such manner as the Directors shall determine provided that:-
 - (a) the maximum aggregate number of ordinary shares authorised to be purchased is 11,747,334 (representing 10% of the Company's issued ordinary share capital as at the close of business on 21 August 2019);
 - (b) the minimum price which may be paid for each such share is 1p per share (exclusive of expenses);
 - (c) the maximum price which may be paid for an ordinary share shall not be more than 5% 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, this authority shall expire at the conclusion of the annual general meeting to be held in 2020 or, if sooner, on 24 December 2020; 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 4, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 4 and/or to sell shares held by the Company as treasury shares for cash 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 (including without limitation by way of a rights issue, open offer or similar arrangement) 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, limits, restrictions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory 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 £117,473 (representing approximately 10% of the Company's issued ordinary share capital as at the close of business on 21 August 2019 (being the last practicable date prior to the publication of this document)),

and shall expire (unless previously revoked, varied or renewed) at the conclusion of the annual general meeting of the Company to be held in 2020 or, if sooner, on 24 December 2020, 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.

By Order of the Board

N R Carrick
Secretary
23 August 2019

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 23 September 2019. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
 2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 10 minutes prior to the commencement of the Meeting at 11 am (UK time) on 25 September 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
 3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
 4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
 5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
 6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - You may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 11 am on 23 September 2019.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
 8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
 9. 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
 10. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11 am on 23 September 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the 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.
 11. 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 message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
 13. As at close of business on 21 August 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 117,473,341 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 August 2019 are 117,473,341.
 14. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be

laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

15. Any shareholder attending the Meeting has the right to ask questions. The Company 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 preparation for 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 Company or the good order of the Meeting that the question be answered.

16. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 10.45am on the day of the Meeting until the conclusion of the Meeting:

copies of the Directors' letters of appointment or service contracts.

17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.600group.com.