



GB Group plc

Incorporated and registered in England under number 2415211

Notice of 2017 Annual General Meeting

This document is important and requires your immediate attention. If you are in doubt of its contents or the action you should take, you should consult your stockbroker, solicitor, accountant or other professional advisor duly authorized under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares in GB Group Plc (the 'Company'), please pass this document together with the accompanying documents to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass the documents on to the person who now holds the shares.

22 June 2017

Dear Shareholder

You are invited to attend this year's Annual General Meeting ('AGM') which we are holding at GB Group plc's head office, The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB on Tuesday, 25 July 2017 at 1.00pm.

I am also pleased to advise you that GBG's Annual Report & Accounts 2017 ('the Annual Report') has been published and is available on the Company's website, www.gbgroup.com.

There are a number of formal matters to be dealt with at the AGM and the full Notice is set out on pages 4, 5 & 6 of this document. In addition further details about these matters are set out below.

If you are unable to attend the AGM in person your vote is still important to us and we would encourage you to appoint a proxy to vote on your behalf. You can do this online by visiting our Registrar, Equiniti's website at www.sharevote.co.uk or via the 'Crest' electronic proxy service. Alternatively you can appoint a proxy by post, by completing the "proxy form" sent to you and returning it in the pre-paid envelope provided. We must receive your votes by 1.00pm on Friday, 21 July 2017 (excluding non-working days). Further details relating to voting by proxy are set out in notes 1 to 4 on page 7 of this document.

Explanatory Notes

An explanation is provided below of certain Resolutions which are to be proposed at this year's AGM of the Company to be held on 25 July 2017.

Appointment of Directors

Since the last annual general meeting of the Company, the Board has appointed Christopher Graham Clark and Nicholas Richard Brown as Directors of the Company. The Company's articles of association provide that any Director who has been appointed by the Board since the last AGM shall only hold office until the next annual general meeting and shall then be eligible for election. Christopher Graham Clark and Nicholas Richard Brown are therefore seeking appointment as Directors.

In accordance with the Company's articles of association David Anthony Rasche and Charmaine Eggberry are retiring by rotation. Richard Linford having served for longer than 9 years is now required to retire every year going forward. All, being eligible, are seeking re-appointment by the Company's shareholders. Information in relation to the Directors is shown on pages 38 & 39 of the Annual Report and Accounts 2017.

Dividend Reinvestment Plan

Subject to the final dividend set out in Resolution 2 of the Notice of AGM being approved by the Company's shareholders, the Board proposes that the Company once again makes available to shareholders a Dividend Reinvestment Plan (the DRIP). Under the DRIP, shareholders can elect to receive shares at market value on the dividend payment date as opposed to receiving their cash dividend. The DRIP is administered by the Company's registrar, Equiniti Limited. Shareholders wishing to participate in the DRIP (who have not already elected to do so) should contact Equiniti on 0371 384 2364 by 4 August 2017.

Renewal of Authority to Allot Shares

An Ordinary Resolution will be put to shareholders pursuant to Section 551 of the Companies Act 2006 (the 'Act'), to authorise the Directors to allot relevant securities in the Company and to grant rights to subscribe for or to convert any security into shares in the Company.

Paragraph (a)(i) of Resolution 11, if passed, would give the Directors the authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,265,131 which represents approximately one third (33.3 per cent) of the existing issued share capital of the Company as at 6 June 2017.

In accordance with latest guidelines, paragraph (a)(ii) of Resolution 11, if passed, would give the Directors authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company in connection with a rights issue, to existing shareholders in proportion (as nearly as may be practicable) to their existing shareholdings, up to an aggregate nominal amount of £2,530,262 representing approximately two thirds (66.6 per cent) of the Company's existing issued share capital and calculated as at 6 June 2017 as reduced by the nominal amount of any shares issued under paragraph (a)(i) of Resolution 11.

Except for the allotment of relevant securities pursuant to the exercise of share options, the Directors have no present intention of issuing any shares. However, it is considered prudent to maintain the flexibility that this authority provides. This authority shall expire at the end of the next AGM or, if earlier, 15 months from the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Dis-Application of Pre-Emption Rights

In light of the Company's acquisition strategy, this Special Resolution is sought in order to give the Directors the authority to allot equity securities without first offering them to existing shareholders. This Special Resolution drawn up in accordance with the Pre-Emption Group's Statement of Principles, would be limited to:

- (i) An aggregate nominal amount of £189,769 which represents five per cent of the issued ordinary share capital of the Company as at 6 June 2017 and could be used for any purpose; and
- (ii) An additional aggregate nominal amount of £189,769 which represents five per cent of the issued ordinary share capital of the Company as at 6 June 2017 and could only be used for an acquisition or specified capital investment.

This authority shall expire on the date of the next AGM of the Company after the passing of this Resolution (or, if earlier, 15 months from 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 Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Purchase of The Company's Own Shares

This Special Resolution seeks authority from shareholders pursuant to Section 701 of the Act for the Company to make market purchases (within the meaning of Section 693(4) of the Act) of its own ordinary shares of 2.5 pence provided that:

- The maximum number of ordinary shares to be purchased is 15,181,575 ordinary shares, an aggregate nominal amount of £379,539 which is equivalent to 10 per cent of the Company's issued ordinary share capital at 6 June 2017.
- The minimum price which may be paid for each ordinary share is 2.5 pence; and
- The maximum price which may be paid for each ordinary share shall be the higher of (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) the higher of the price quoted for (a) the last independent trade of; and (b) the highest current independent bid for; any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority will expire at the end of next year's AGM or 15 months from the passing of this Resolution, whichever is the sooner.

The Directors have no immediate intention of exercising the proposed authority when it becomes effective, but believe that the ability of the Company to buy its own shares if, in the Directors' opinion market prices do not reflect the Company's worth, will be in the best interests of the Company and its shareholders. The Directors intend to exercise this power only if they believe the effect of such purchases will increase earnings per share. Appropriate gearing levels and the overall financial position of the Company will be taken into account before deciding on this course of action. Any shares purchased pursuant to this power will be cancelled and the number of shares in issue will be reduced accordingly.

Voting Recommendation

Your Directors consider that the Resolutions being proposed at the AGM are in the best interests of both the Company and the shareholders as a whole and unanimously recommend that you vote in favour of them as the Directors intend to do in respect of their own beneficial holding.



David Rasche
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of GB Group plc (the 'Company') will be held at GB Group plc's head office, The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB on Tuesday, 25 July 2017 at 1.00pm.

You will be asked to consider and vote on the Resolutions below. Resolutions 1 to 11 will be proposed as Ordinary Resolutions and Resolutions 12 and 13 will be proposed as Special Resolutions.

Ordinary Business

Resolution 1 – To receive the Company's annual accounts for the year ended 31 March 2017 together with the directors' report and auditor's report on those accounts.

Resolution 2 – To declare a final dividend in the sum of 2.35 pence per ordinary share for the year ended 31 March 2017.

Resolution 3 – To appoint Christopher Graham Clark as Director of the Company.

Resolution 4 – To appoint Nicholas Richard Brown as Director of the Company.

Resolution 5 – To re-appoint Richard Martin Linford as a Director of the Company.

Resolution 6 – To re-appoint David Anthony Rasche as a Director of the Company.

Resolution 7 – To re-appoint Charmaine Eggberry as a Director of the Company.

Resolution 8 – To receive the Report on Directors' Remuneration as set out in the Company's annual report and accounts for the year ended 31 March 2017.

Resolution 9 – To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 10 – To authorise the Directors to determine the auditor's remuneration.

Resolution 11 – That:

- (a) in accordance with section 551 of the Companies Act 2006 (the 'Act') the directors be generally and unconditionally authorised to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £1,265,131; and
 - (ii) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £2,530,262 (including within such limit any shares allotted or rights granted under paragraph (i) above in connection with an offer by way of a rights issue as follows:
 - (A) to holders of ordinary shares of 2.5 pence each in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider it necessary;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (b) this authority shall expire on the earlier of the date 15 months from the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution (whichever is the earlier) save that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares or rights to subscribe for or to convert any security into shares in the Company to be allotted after the authority ends and the Board may allot shares or rights to subscribe for or to convert any security into shares in the Company under any such offer or agreement as if the authority had not expired; and
- (c) all previous authorities granted under Section 551 of the Act be revoked.

Special Business

Resolution 12

12.1 – That subject to the passing of Resolution 11 above, the Board be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 11(a) (ii), by way of a rights issue only):
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Clause 12.1(a) of this Resolution) to any person up to an aggregate nominal amount of £189,769.

The authority granted by this Resolution shall expire on the earlier of the date 15 months from the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

12.2 – That subject to the passing of Resolution 11, the Directors be authorised in addition to any authority granted under Clause 12.1 of this Resolution to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £189,769; and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this Resolution shall expire on the earlier of the date 15 months from the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

12.3 – The Resolutions in Clause 12.1 and Clause 12.2 revoke and replace all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

Resolution 13 – That the Company be generally and unconditionally authorised pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 2.5 pence each in the capital of the Company, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 15,181,575 (representing 10% of the Company's issued ordinary share capital at 6 June 2017);
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 2.5 pence (equivalent to the nominal value of the Company's ordinary shares);
- (c) the maximum price, exclusive of any expenses, which may be paid for any ordinary share is the higher of:
 - (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid for,

any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of the date 15 months from the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution; and
- (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

By Order of the Board



J H Constantin
Company Secretary (FCIS)
Dated: 22 June 2017

Registered Office: GB Group plc, The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB
(Registered in England, Number 2415211)

Notes

1. Appointment of proxies

A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and (on a poll) vote instead of him. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. A proxy form may be used to make such an appointment. Please find a proxy notice enclosed with this notice. The notes on the proxy form give instructions on the appointment of a proxy.

2. Online proxy voting

You may, if you wish, register the appointment of a proxy electronically by logging on to www.sharevote.co.uk. To use this service you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on your form of proxy (which will be sent to you by post). Full details of the procedure are given on the website.

3. CREST proxy voting

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. 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 our Registrars, Equiniti (ID RA19) by 1.00pm on 21 July 2017 (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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, 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.

4. Return date for proxies

To be effective a proxy card must be deposited with the Registrar to the Company not less than 48 hours before the time fixed for the meeting i.e. by 1.00pm on 21 July 2017 (excluding non-working days).

5. Documents available for inspection

Copies of service contracts of the Directors of the Company may be inspected at the registered office of the Company at all times during normal business hours and at the place of the Annual General Meeting for a period of 15 minutes immediately prior to the Annual General Meeting until its conclusion.

6. Record date for voting

Only members whose names appear on the register of members of the Company at the close of business on 21 July 2017 at 6.30pm (excluding non-working days) or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding any part of the day that is not a working day) shall be entitled to attend the Annual General Meeting either in person or by proxy and the number of ordinary shares and/or preference shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the Annual General Meeting. Changes to the register after the close of business on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting.

7. Voting by corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

8. Information Rights

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

9. Shareholders rights & proxies

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

10. Shareholder's right to ask questions

A member attending the meeting has the right, as if section 319A of the Companies Act applied to the Company, to ask questions in relation to the business of the meeting. 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.

11. Copy of Notice available on website

A copy of this Annual General Meeting Notice, and other information required by section 311A of the Companies Act 2006, can be found at <https://www.gbgplc.com/uk/investors/financial-statements>.

12. Shareholders' power to require website publication of audit concerns

Shareholders should note that the Company will treat section 527 of the Companies Act 2006 as applying to it, and consequently that it is possible that, pursuant to requests made by shareholders, the Company may be required to publish on a website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting. The Company may not require the shareholders requesting such website publication to pay its expenses. Where the Company is required to place a statement on a website, 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 Annual General Meeting includes any statement that the Company has been required to publish on a website as if section 527 of the Companies Act 2006 applied to the Company.

13. Electronic address restrictions

Any electronic address provided either in this Notice or any related documents (including the Chairman's letter and proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated.

Information about the Annual General Meeting

How to get there

By car

Leaving the M56 at junction 15, travel towards Chester along the M53/A55. At the signs for Chester Business Park (A483 Chester/Wrexham) exit the A55, taking the third exit off the roundabout (sign posted 'Chester Business Park'). Travel past the Holiday Inn Hotel and at the next roundabout, turn right (third exit) onto the Business Park. GBG's offices are located in the first building on your left (The Foundation).

Parking

Free visitor parking spaces are allocated in the car park in the area before the barrier. Disabled bays are located near to the front of the building.

By train

The office is located 15 minutes away from Chester Railway Station. A taxi is recommended.

By bus

There are numerous buses which stop at Chester Business Park. Please visit www.arrivabus.co.uk for further details.

Attending the meeting, what to bring

Please bring your attendance card with you. It will confirm your right to attend, speak and vote and will speed up your admission to the meeting. Please be advised that if you own shares through a nominee account, you will be required to provide the Company with a letter from the nominee confirming your shareholding. If you are unable to obtain this letter we cannot guarantee that you will be able to vote at the AGM.

Accessibility

The office of GBG is easily accessible by wheelchair users and has lift access inside.

Shareholder Enquiries

The address and contact details for the Company's registrar, Equiniti are Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. Tel: 0871 384 2367 (Lines are open 8.30am to 5.30pm Monday to Friday, excluding public holidays in England and Wales).



