

# **NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

This document is important and requires your immediate attention.

If you have any doubts about what action you need to take, you should immediately contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your holding of ordinary shares you should pass this document and any accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Tribal Group plc

Company registered in England and Wales no. 4128850

Registered office: Kings Orchard, One Queen Street Bristol BS2 0HQ

8 April 2016

Dear Shareholder,

This year's Annual General Meeting of the Company will be held at 10 a.m. on Friday 13 May 2016 at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB. For directions to this address, please visit <http://www.osborneclarke.com/contact-us/london/directions.aspx> or call us on 0845 123 6001.

The notice of the Annual General Meeting is set out on pages 3 to 5 of this document. This letter summarises the items of business to be transacted at the meeting and, on pages 9 to 12 of this document, there are notes explaining these resolutions.

Shareholders who have elected to receive information from the Company in hard copy have received this document with the Annual Report and Accounts for the year ended 31 December 2015. Shareholders receiving information electronically can view this document and the Annual Report and Accounts on our Company's website at [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors).

## **Ordinary Business**

Resolutions 1 to 9 deal with the directors' report and financial statements for the year ended 31 December 2015 (resolution 1); the directors' remuneration report (resolution 2); the re-appointment of the Company's auditors (resolution 3); the granting of authority to directors to determine the auditors' remuneration (resolution 4); and the election and re-election of directors (resolutions 5 to 9).

Resolutions 10 and 11 deal with the directors' authority to allot new shares (resolution 10); and the authority to disapply the pre-emption rights on issue of a limited number of further shares (resolution 11).

### **Special Business**

Resolution 12 deals with the authority of the Company to purchase its own shares.

Resolution 13 deals with the fixing of the notice period for general meetings (other than annual general meetings).

### **Action**

If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed you should complete the Form of Proxy and return it to the Company's Registrars, Capita Asset Services, by no later than 10 a.m. on 11 May 2016 following the instructions on the form. Alternatively you may submit your proxy electronically using our registrar's Share Portal service at [www.capitashareportal.com](http://www.capitashareportal.com).

If you have elected to receive information from the Company in hard copy you will have received the Form of Proxy with this Notice and the Annual Report and Accounts for the year ended 31 December 2015. If you are receiving information electronically you will have received the Form of Proxy. Alternatively, copies of the Form of Proxy are available from our registrars on 0871 664 0300 (Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales).

### **Recommendation**

Your Board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Richard Last

Chairman

## **Notice of Annual General Meeting**

Notice is hereby given that the sixteenth Annual General Meeting of Tribal Group plc ("the Company") will be held at 10 a.m. on Friday 13 May 2016 at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB, for the following purposes:

### **As Ordinary Business**

1. To receive and adopt the audited financial statements for the year ended 31 December 2015, together with the directors' reports and the auditors' report on those financial statements.
2. To approve the directors' remuneration report (excluding the directors' remuneration policy set out on pages 62 to 65 of the directors' remuneration report) for the year ended 31 December 2015.
3. To re-appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
4. To authorise the directors to determine the remuneration of the auditors.
5. To elect as a director Ian Bowles.
6. To re-elect as a director Steve Breach who offers himself for re-election.
7. To elect as a director Richard Last.
8. To elect as a director Roger McDowell.
9. To re-elect as a director David Egan who offers himself for re-election.
10. To consider and if thought fit pass the following resolution as an Ordinary Resolution:  
  
"That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company ("Shares") and grant rights to subscribe for, or to convert any security into, Shares ("Subscription or Conversion Rights") up to an aggregate nominal amount of £3,529,126.50, provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2017 unless previously renewed or extended, save that the Company may before such expiry make offers or agreements which would or might require Shares to be allotted or Subscription or Conversion Rights to be granted after such expiry and the directors may allot Shares and grant Subscription or Conversion Rights in pursuance of any such offers or agreements as if the authority conferred hereby had not expired and all unexercised authorities previously granted to the directors to allot Shares and grant Subscription or Conversion Rights be and are hereby revoked."
11. To consider and if thought fit pass the following resolution as a Special Resolution:

“That, subject to the passing of Resolution 10 above, the directors are hereby empowered to allot equity securities (as defined in section 560 of the 2006 Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the 2006 Act conferred by Resolution 10 above (in accordance with section 570(1) of the Act), and/or by way of a sale of treasury shares (in accordance with section 573 of the Act, in each case as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:
  - (i) in favour of holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
  - (ii) to holders of any 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 to deal with treasury shares, fractional entitlements, record dates, legal regulatory or practical problems in or under the laws of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or any stock exchange or any other matter; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £976,901.45,

and unless previously revoked, varied or extended, such power shall expire at the conclusion of the annual general meeting of the Company to be held in 2017 except that the Company may before the expiry of this power 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 such an offer or agreement as if this power had not expired.”

### **As Special Business**

12. To consider and if thought fit pass the following resolution as a Special Resolution:

“That, in accordance with Article 11 of its Articles of Association, the Company is generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares of 5p each in the Company (“Ordinary Shares”) on such terms and in such manner as the directors of the Company may from time to time determine provided that:

- (a) the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 19,538,029;
- (b) the maximum price which may be paid for an Ordinary Share purchased pursuant to this authority is an amount equal to 105 per cent. of the average of the middle market quotation of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased and the minimum price which may be paid is 5p per Ordinary share (in each case exclusive of expenses payable by the Company); and
- (c) this authority will expire at the conclusion of the annual general meeting of the Company to be held in 2017 unless renewed or extended before that time, but the Company may enter into a contract for the purchase of its Ordinary Shares under this authority before its expiry which will or may be completed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.”

13. To consider and if thought fit pass the following resolution as a Special Resolution:

“That a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days’ notice.”

By order of the Board

Rob Ewin

Secretary

Tribal Group plc

8 April 2016

Registered Office:

Kings Orchard, One Queen Street Bristol BS2 0HQ

Registered in England and Wales.

Registered number: 4128850

## NOTES

1. A member of the Company who wishes to attend the meeting in person should arrive at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB, in good time before the meeting, which will commence at 10 a.m. In order to gain admittance to the meeting, members may be required to produce their attendance card, which is attached to the form of proxy enclosed with this document, or otherwise prove their identity.

2. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him.

3. A proxy need not also be a member of the Company but must attend the Annual General Meeting in order to represent his appointor. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the Annual General Meeting or another person as proxy. A proxy must vote in accordance with any instructions given by his appointer. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. To be effective the form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must reach the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 10 a.m. on 11 May 2016. You may submit your proxy electronically using The Share Portal Service at <http://www.capitashareportal.com>

4. Pursuant to Part 13 of the Companies Act 2006 and to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 11 May 2016 (or if the Annual General Meeting is adjourned, 6.00 p.m. on the day being two working days before the time fixed for the adjourned Annual General Meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. In each case, any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

5. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, notes 2 and 3 above do not apply to you but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

6. To appoint a proxy or to amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RAI0) by 10 a.m. on 11 May 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the

message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsor or voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Members attending the meeting have the right to ask and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the meeting.

8. As soon as practicable following the AGM, the results of the voting at the meeting will be announced via a Regulatory Information Service and also placed on the Company's website [www.tribalgroup.com](http://www.tribalgroup.com).

9. The Company's expected issued share capital once the rights issue and the subscriptions by Ian Bowles, Richard Last and Roger McDowell have completed, expected to be on 19 April 2016, will consist of 195,380,299 ordinary shares of 5p each carrying one vote each. No ordinary shares are held in treasury and accordingly the total voting rights in the Company as at 19 April 2016 is expected to be 195,380,299.

10. The following information is available at [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors): (i) the matters set out in this notice of Annual General Meeting; (ii) the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting; (iii) the totals of the voting rights that members are entitled to exercise at the meeting; and (iv) members' statements, members' resolutions and members' matters of business received by the Company after the date on which notice of the Annual General Meeting was given.

11. Under section 527 of the Companies Act 2006 members 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 accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

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

13. Copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings, and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the Annual General Meeting.



## **Explanatory notes to the resolutions as proposed at the 2016 Annual General Meeting**

### **ORDINARY BUSINESS AT THE ANNUAL GENERAL MEETING**

#### **Annual Report and Accounts for the year ended 31 December 2015 (Resolution 1)**

The directors must present the accounts, directors' report and auditors' report to the shareholders at the AGM. If you have requested to receive information from the Company in hard copy, a hard copy of the Annual Report and Accounts will be included with this document. If you have elected to receive documents electronically, the Annual Report and Accounts can be accessed on our website [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors) or are available on request from the company secretary or our registrars.

#### **Directors' Remuneration Report (Resolution 2)**

The board considers that appropriate directors' remuneration plays a vital part in helping to achieve the company's overall objectives. In compliance with the legislation, shareholders will be invited to approve the directors' remuneration report.

The directors' remuneration report, which can be found on pages 61 to 73 of the report and accounts, includes a description of the remuneration committee's composition, remit and activities, the components of the executive directors' remuneration, and the non-executive directors' fees. This report will be considered as resolution 2. The vote on this resolution is advisory in nature.

There will be no final dividend paid in respect of the 2015 financial year, as previously announced by the Board.

#### **Re-appointment of Auditors (Resolution 3)**

Shareholders are required to appoint auditors at each general meeting at which accounts are presented. This resolution proposes the appointment of Deloitte LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid, that is, the next AGM.

#### **Remuneration of Auditors (Resolution 4)**

This resolution authorises the directors to fix the auditors' remuneration.

#### **Appointment and re-appointment of directors (Resolutions 5 to 9)**

Ian Bowles, Richard Last and Roger McDowell have each been appointed to the board, subject to confirmation by shareholders, since the date of the last Annual General Meeting and offer themselves for election as directors of the Company for the first time. Biographies of Richard Last and Roger McDowell are included in the Annual Report on page 46. Ian Bowles was appointed after the end of the

2015 financial year and so his biography is not included in the Annual Report. However, it is available to view on the Company's website at [www.tribalgroup.com/directors-biographies](http://www.tribalgroup.com/directors-biographies).

The board has resolved to adopt the practice that each director offers himself for re-election each year. Biographies of Steve Breach and David Egan appear on page 47 of the Annual Report. Steve Breach announced on 9 March 2016 his intention to stand down from the board. However, at the date of this notice his replacement had not yet been announced. Steve has agreed to remain as a director until his replacement is appointed and so is standing for re-election along with the other Directors. In respect of the other Directors, having considered the performance of and contribution made by each Director, the Board remains satisfied that each of them continues to be effective and demonstrates commitment to their roles and, as such, recommends their appointment or re-appointment by shareholders, as applicable.

Katherine Innes Ker, John Ormerod, Keith Evans and Robin Crewe have each stepped down as directors since the last Annual General Meeting. Duncan Lewis, who was appointed after the date of the last Annual General Meeting, died in March 2016.

#### Authority to allot shares (Resolution 10)

At an extraordinary General Meeting of the Company held on 1 April 2016, the Directors were granted authority to allot shares in respect of the rights issue undertaken by the Company and subscription for shares by certain Directors and empowered them to dis-apply pre-emption rights in relation to the allotment of those shares. Those authorities were exceptional and expire at the conclusion of this year's AGM.

The board is therefore seeking approval for the rolling annual authorities granted by shareholders. This notice was published prior to the rights issue and the subscription by Directors completing. If for any reason the rights issue or the subscriptions by Directors do not complete as planned and the share capital of the company is not enlarged as anticipated, the Directors will reduce the amounts of the authorities sought under resolutions 10, 11 and 12 accordingly.

At last year's Annual General Meeting, the shareholders authorised the Directors, under section 551 of the Companies Act 2006, to allot relevant securities up to an aggregate nominal value of £1,920,068.65. This authority is due to expire at the end of the AGM, at which the directors intend to seek to renew this authority. An ordinary resolution will be proposed to give the directors authority to allot further shares (and rights to subscribe for such shares) in the capital of the Company. In accordance with Institutional Shareholders' Committee guidelines, any such authority should be limited by reference to the issued ordinary share capital of the Company. In broad terms, such authority should be limited to an amount equal to one third of the existing issued ordinary share capital of the Company; to the one third figure can be added amounts which have been approved by shareholders to satisfy the Company's obligations to issue ordinary shares in respect of, inter alia, share options.

Accordingly, the proposed authority to allot ordinary shares will comprise:

a) 65,126,767 ordinary shares, representing approximately one third of the expected issued share capital of the Company once the rights issue and the subscriptions by Ian Bowles, Richard Last and Roger McDowell have completed, expected to be on 19 April 2016; and

b) 5,455,763 ordinary shares, being the maximum number of ordinary shares which the Company may be obliged to issue under its share option schemes.

The authority, when given, will expire at the conclusion of next year's Annual General Meeting. Save as referred to in paragraph (b) above, the directors have no present intention of exercising this authority.

#### Disapplication of pre-emption rights (Resolution 11)

As at last year's Annual General Meeting, a special resolution will be proposed to empower directors to allot securities of the Company up to a specified amount in connection with rights issues without having to obtain prior approval from the shareholders on each occasion and also to allot a small number of securities for cash without first being required to offer such shares to existing shareholders. The proposed disapplication of pre-emption rights will mean that the number of ordinary shares which may be issued for cash without first being required to offer such shares to existing shareholders will not exceed 19,538,029 ordinary shares, being approximately ten per cent of the expected issued ordinary share capital of the Company once the rights issue and the subscriptions by Ian Bowles, Richard Last and Roger McDowell have completed, expected to be on 19 April 2016.

The authority sought by this resolution represents an increase from the equivalent authority approved by shareholders at the 2015 AGM, in order to conform with revised investor guidance issued by the Pre-Emption Group. In seeking this authority, the Board confirms that it will only allot shares representing more than 5% of the issued ordinary share capital of the Company (excluding treasury shares), for cash pursuant to this authority where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. The Board also confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

#### SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING

##### Market purchase of shares (Resolution 12)

Under Article 11 of the Company's articles of association, the Company is empowered to purchase its own shares. As at last year's Annual General Meeting, the Company proposes a special resolution to enable it to purchase, for cancellation and/or for holding in treasury, ordinary shares in the market for

the period until the conclusion of the Company's Annual General Meeting to be held in 2016, up to a maximum number of 19,538,029 ordinary shares (representing approximately 10 per cent. of the expected issued ordinary share capital once the rights issue and the subscriptions by Ian Bowles, Richard Last and Roger McDowell have completed, expected to be on 19 April 2016) upon the terms set out in the resolution.

As at 7 April 2016 (being the latest practicable date before publication of this notice), there were outstanding options to subscribe for a total of 5,455,763 ordinary shares in the Company, representing approximately 2.79 per cent of the Company's issued ordinary share capital at that time. If the Company was to exercise in full the proposed authority to purchase its own shares and the Company's issued ordinary share capital remained unchanged, the shares for which there are outstanding options to subscribe would represent approximately 3.1 per cent of the Company's issued ordinary share capital as reduced by those purchases.

In seeking this authority the Board is not indicating any commitment to purchase ordinary shares. The directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time. In reaching a decision to purchase the ordinary shares and whether to cancel or hold such shares in treasury, the directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, any impact on earnings per ordinary share or on net tangible assets per ordinary share. No announcement will be made by the Company in advance of market purchases but any purchases made by the Company would be announced by 7.30 a.m. on the business day next following the transaction.

#### Notice of General Meetings (Resolution 13)

This resolution is required to reflect the changes made to the Companies Act 2006 by the Shareholders' Rights Regulations which increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period. Before the coming into force of the Shareholders' Rights Regulations in August 2009, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 13, which is proposed as a Special Resolution, seeks such approval. AGMs will continue to be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Board will only utilise the authority to hold meetings on less than 21 clear days' notice where it considers it to be in the best interests of shareholders as a whole.