
If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other authorised professional adviser.

If you have sold or otherwise transferred all of your The Vitec Group plc (the “Company”) ordinary shares, 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 these documents to the person who now holds the shares.

The Vitec Group plc

(Incorporated and registered in England and Wales with number 227691)

Notice of Annual General Meeting

Tuesday, 21 May 2019 at 2.00pm

Notice of the Annual General Meeting of The Vitec Group plc to be held at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH on Tuesday, 21 May 2019 at 2.00pm is set out in this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 2.00pm on Sunday, 19 May 2019. Please note that a proxy need not be a shareholder of the Company.



Chairman's Letter

20 March 2019

To the ordinary shareholders of The Vitec Group plc

Dear Shareholder,

Notice of Annual General Meeting

The AGM will be held at 2.00pm on Tuesday, 21 May 2019 at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH and the notice of the AGM (the "Notice") can be found on pages 4 and 5 of this document. A map of the venue is shown on the reverse of the attendance card.

I will be exercising my right under the Company's Articles that all resolutions at the AGM will be voted by way of a poll rather than a show of hands. The Board and I consider that a poll is in accordance with good corporate governance since it allows the votes of all shareholders who have submitted a proxy form to be counted. Shareholders attending the AGM will have the opportunity to ask questions of your Board and vote on the resolutions proposed. The outcome of the vote at the AGM will be announced by way of a Stock Exchange announcement after the close of the AGM and will be published on our website.

Whether you propose to attend the AGM or not, please complete the enclosed proxy form and return it to our registrars, Link Asset Services. They must receive it no later than 2.00pm on Sunday, 19 May 2019. The return of the proxy form will not prevent you from attending the AGM and voting in person should you wish.

I set out below a short explanation of each resolution at the AGM. Resolutions 1 to 13 are ordinary business as the Company considers these to be matters that would usually be dealt with at an AGM. Resolutions 14 to 17 are special business. Resolutions 1 to 14 are ordinary resolutions and require a simple majority of votes cast to be in favour of the resolution to be approved. Resolutions 15 to 17 are special resolutions and require at least 75 per cent of votes cast to be in favour of the resolution to be approved.

Resolution 1 Report and Accounts

The Directors present the report and audited Group accounts for the year ended 31 December 2018 ("2018 Annual Report") for adoption. Copies of the 2018 Annual Report will be available at the meeting. The 2018 Annual Report may also be accessed on the Company's website at www.vitecgroup.com.

Resolution 2 Directors' Remuneration Report

Resolution 2 seeks an advisory vote by way of an ordinary resolution to the annual remuneration report contained on pages 72 to 98 of the 2018 Annual Report which sets out payments made to the Company's Directors in 2018. It is confirmed that this annual remuneration report and payments made to Directors in 2018 have been in accordance with the Directors' Remuneration Policy Report that was approved by shareholders at the 17 May 2017 AGM.

Deloitte LLP ("Deloitte") audited those parts of the Directors' Remuneration Report that are required to be audited and their report can be found on pages 103 to 109 of the 2018 Annual Report.

Resolution 3 Final Dividend

The Directors have recommended a final dividend for the year ended 31 December 2018 of 25.5 pence per ordinary share.

Subject to approval at the 2019 AGM, the final dividend will be paid on Friday, 24 May 2019 to eligible shareholders on the Company's register of members at close of business on Tuesday, 23 April 2019.

Information on the Company's Dividend Reinvestment Plan or having dividends paid in your local currency can be found on page 168 of the 2018 Annual Report.

Resolutions 4 to 11 Reappointment of Directors

The Company's Articles require that each Director must offer himself or herself for reappointment every year. Accordingly a separate resolution for each Director to seek reappointment is included in the Notice. We ask shareholders to approve the reappointment of each of the following members of the Board: Stephen Bird, Martin Green, Kath Kearney-Croft, Christopher Humphrey, Ian McHoul, Duncan Penny, Caroline Thomson and Richard Tyson.

Biographical details for each Director are set out on pages 52 and 53 of the 2018 Annual Report.

In accordance with the UK Corporate Governance Code, an internal Board performance evaluation was carried out in 2018, as a result of which the Board believes that each of the Directors seeking reappointment is performing to the highest standards, continues to be an effective member of the Board and demonstrates commitment to the role. The Board further confirms that each Director continues to provide independent character and judgement to the running of the business particularly reviewing strategy, risk management, succession planning and ongoing financial and business performance.

As explained in the 2018 Annual Report, I will not be seeking reappointment at the 2019 AGM and will cease to be a Director of the Company at the close of the 2019 AGM.

Resolutions 12 and 13 Reappointment of Deloitte LLP as auditor and authorisation for the Directors to set the auditor's remuneration

The Company is required to reappoint its auditor annually and at the 2018 AGM the Company appointed Deloitte LLP as its auditor following a detailed audit tender process. Full details of that process were set out in the 2017 Annual Report and Accounts. The Audit Committee has considered the performance of Deloitte LLP at its meeting on 18 February 2019 and recommended the reappointment of Deloitte LLP to the Board. The Audit Committee was notably satisfied with the 2018 audit and how Deloitte handled the transition in audit firm.

Resolution 12 therefore proposes the reappointment of Deloitte LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 13 seeks to authorise the Board to set the remuneration payable to the Company's auditor. Details of the remuneration paid during the year ended 31 December 2018 to Deloitte LLP can be found on page 71 of the 2018 Annual Report.

Resolution 14 Allotment of share capital

This resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £905,416 (representing 4,527,081 ordinary shares of 20 pence each). This amount represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at Monday, 25 February 2019, the latest practicable date prior to publication of this Notice. A similar resolution was approved at the 2018 AGM and will expire at the 2019 AGM. The Directors therefore wish to seek a renewal of this authority.

The authority sought under this resolution will expire at the earlier of 20 August 2020 or the conclusion of the 2020 AGM. The Directors have no present intention to exercise the authority sought under this resolution other than to allot shares to satisfy the exercise of share options to the Company's employees under the Company's share schemes notably including the Sharesave Scheme and the International Sharesave Plan.

The Directors will not be authorised under this resolution to exercise powers of the Company to allot equity securities in connection with any offer by way of a rights issue.

As at Monday, 25 February 2019, the Company held 133,600 ordinary shares in treasury representing 0.3% of the Company's issued share capital (excluding treasury shares) as at that date, being the last practicable date prior to the date of this Notice.

Resolution 15

Disapplication of pre-emption rights

This special resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £452,708 (representing 2,263,540 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at Monday, 25 February 2019, the latest practicable date prior to the publication of this Notice.

The Directors confirm their 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% should not take place without prior consultation with shareholders.

The authority if approved will expire at the earlier of 20 August 2020 or the conclusion of the Company's AGM to be held in 2020.

As at Monday, 25 February 2019, the Company held 133,600 ordinary shares in treasury.

Resolution 16

Authority to purchase shares in the market

This special resolution seeks authority for the Company to purchase up to 5% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous AGMs. The Company purchased 58,000 ordinary shares in the period from the last AGM to Monday, 25 February 2019 under the existing authority.

The Directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future.

The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in the Company's earnings per share.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently holds 133,600 ordinary shares in treasury.

The minimum price, exclusive of expenses, which may be paid for an ordinary share is 20 pence (its nominal value). The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (1) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and (2) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options outstanding over 1,274,282 ordinary shares, representing 2.8% of the Company's ordinary issued share capital (excluding treasury shares) as at Monday, 25 February 2019. If the authority given by this resolution were to be fully used, these options would represent 2.97% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

The authority will expire at the earlier of 20 August 2020 or the conclusion of the Company's AGM to be held in 2020.

Resolution 17

Notice of general meetings

This special resolution is required to reflect changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 which increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs will continue to be held on at least 21 clear days' notice.)

This special resolution seeks shareholders' approval to hold general meetings on a shorter notice period of no less than 14 clear days.

The shorter notice period of 14 days would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The provisions of the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The approval will be effective until the Company's AGM in 2020, when it is intended that a similar resolution will be proposed.

A similar authority was sought and given by shareholders at the 2018 AGM.

Recommendation

The Directors consider that all of the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Directors will be voting in favour of them in respect of their respective share interests in the Company and unanimously recommend that you do so as well.

Yours sincerely,

John McDonough CBE

Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of The Vitec Group plc (the “Company”) will be held at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH on Tuesday, 21 May 2019 at 2.00pm.

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 14 will be proposed as ordinary resolutions. Resolutions 15 to 17 will be proposed as special resolutions.

Ordinary Business

1. That the audited accounts, and the Auditor’s Report thereon, the Directors’ Report and the Strategic Report for the year ended 31 December 2018 be received and adopted.
2. That the Directors’ Remuneration Report, other than the part containing the Directors’ Remuneration Policy Report, in the form set out in the Company’s Annual Report for the year ended 31 December 2018, be approved.
3. That a final dividend of 25.5 pence per ordinary share for the year ended 31 December 2018 be declared and paid on Friday, 24 May 2019 to all ordinary shareholders who are on the register of members on Tuesday, 23 April 2019.
4. That Stephen Bird be reappointed as a director of the Company.
5. That Martin Green be reappointed as a director of the Company.
6. That Kath Kearney-Croft be reappointed as a director of the Company.
7. That Christopher Humphrey be reappointed as a director of the Company.
8. That Ian McHoul be reappointed as a director of the Company.
9. That Duncan Penny be reappointed as a director of the Company.
10. That Caroline Thomson be reappointed as a director of the Company.
11. That Richard Tyson be reappointed as a director of the Company.
12. That Deloitte LLP be reappointed as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. That the Directors be authorised to determine the remuneration of the auditor.

Special Business

Authority to allot share capital

14. That the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £905,416 so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on 20 August 2020) save that the Company may, before such expiry, make offers and enter into agreements during the relevant period 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 under any such offer or agreement as if the authority had not ended.

This resolution shall not authorise the Directors to exercise powers of the Company to allot any equity securities in connection with an offer by way of a rights issue.

Disapply pre-emption rights

15. That, subject to the approval of resolution 14, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006; such power to be limited in the case of the authority granted under resolution 14 and/or in the case of any sale of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment of equity securities up to a nominal amount of £452,708, such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on 20 August 2020) save that the Company may, before such expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Authority to make market purchases

16. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 20 pence each ("ordinary shares"), such power to be limited:

- (1) to a maximum number of 2,263,540 ordinary shares;
- (2) by the condition that the minimum price which may be paid for an ordinary share is 20 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses, such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on 20 August 2020) save that, in each case, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed wholly or partly after the expiry of such power and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Notice period for general meetings

17. 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

Jon Bolton

Group Company Secretary

20 March 2019

Registered Office: Bridge House, Heron Square, Richmond, TW9 1EN
Registered in England and Wales No. 227691

Notes to AGM Circular

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak or vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM 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 shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Link Asset Services on 0871 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. Link Asset Services are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 2.00pm on Sunday, 19 May 2019. Alternatively, a proxy may be appointed electronically using the Share Portal service at www.signalshares.com by the same time and date.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and then attend the AGM in person, your proxy appointment will automatically be terminated.
4. 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 AGM. 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Company's register of members by close of business on Sunday, 19 May 2019, being the date which is two working days before the time of the meeting (or, in the event of any adjournment, by close of business on the date which is two working days before the time of the adjourned meeting). 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.
7. As at Monday, 25 February 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 45,404,419 ordinary shares, carrying one vote each. The Company also held 133,600 shares in treasury as at this date. Therefore, the total voting rights in the Company as at Friday, 22 February 2019 are 45,270,819.
8. 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 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.
9. 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. 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 2.00pm on Sunday, 19 May 2019. 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 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.
10. 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.
11. 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. Shareholders should note that it is possible that, pursuant to requests made by the Company's shareholders under section 527 of the Companies Act 2006 who meet the threshold requirements set out in that section, the Company may be required 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 AGM; 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
13. 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 they do not do so in relation to the same shares.
14. 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).
15. Under section 338 and section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to the Company's shareholders entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the

Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Monday, 8 April 2018, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request. You may not use any electronic address provided in either this notice of meeting or in any related documents (including the Chairman's Letter and Proxy form) to communicate with the Company for any purposes other than those expressly stated.

16. 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: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the Company's interests or the good order of the meeting that the question be answered.
17. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at **www.vitecgroup.com**
18. The following documents will be available for inspection at the Company's registered office at Bridge House, Heron Square, Richmond, TW9 1EN during normal business hours on each business day from the date of this notice up to the date of the AGM and at The Academy of Medical Sciences, 41 Portland Place, London, W1B 1QH from 30 minutes before the AGM until it ends:
- Copies of the Executive Directors' service contracts; and
 - Copies of letters of appointment of the Non-Executive Directors (including the Chairman).

These documents are also available for inspection on the Company's website at **www.vitecgroup.com**.



The Vitec Group plc
Registered in England and Wales
with number 227691

Registered Office:
Bridge House, Heron Square,
Richmond, TW9 1EN