

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The logo for tpgroup, featuring the lowercase letters 'tpgroup' in a bold, orange, sans-serif font.

Notice of General Meeting

28th July 2021

TP Group PLC

(incorporated and registered in England and Wales under registration number 03152034)

Notice of General Meeting

Notice is hereby given that a General Meeting (the “GM”) of TP Group PLC (the “Company”) will be held at voco Hotel Reading, Madejski Stadium, Junction 11 M4 Reading, RG2 0FL on Wednesday 28th July 2021 at 10.30am.

Attendance at the GM

The Board is closely monitoring the evolving Coronavirus (COVID-19) situation. In these unprecedented times the health of the Company’s shareholders, as well as its employees and customers, is the Company’s highest priority. There is a possibility that some social distancing measures will remain in effect on the date of the GM, and so we are asking that all shareholders register notice of their intention to attend the GM at least 72 hours prior to the GM being held by email to agm2021@tpgroup.uk.com or by calling telephone number 01753 285 800, option 6. Please note that the format of the GM may be subject to change in order to adhere to government guidance.

If you do not register you will not be permitted to attend the GM.

In addition to the registration requirement please note that representatives of shareholders that are corporations will have to provide a letter of authority confirming their proper appointment when attending the GM, and we reserve the right to refuse admission to any shareholder representative who is not in possession of this letter. Please contact the Company’s registrar if you need any further guidance on this.

The revised format of the GM does not change shareholders’ ability to vote and we strongly recommend that shareholders should vote by appointing the chair of the GM as their proxy (giving the chair instructions on how to vote the shareholder’s shares) by completing the enclosed proxy form in accordance with the instructions printed on the form and return it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA in the pre-paid envelope enclosed by no later than 10.30 am on Monday 26th July 2021

Any updates to this situation will be advised via the company website www.tpgroupglobal.com.

Resolution

The purpose of this meeting is to consider and, if thought fit, to pass the resolution contained within this Notice of GM. The resolution will be proposed as an ordinary resolution:

Ordinary Resolution

- 1 To receive and adopt the Company’s annual accounts and reports for the financial year ended 31 December 2020.

By order of the Board

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke.

C MacPherson
Company Secretary

18th June 2021

Registered Office:

*A2/1064 Cody Technology Park
Old Ively Road
Farnborough
Hampshire
GU14 0LX*

General Notes:

- 1 This Notice reflects the intention of the Board with respect to the general meeting (the “GM”) given the law in force and relevant guidance at the latest practicable date before the publication of this Notice. However, the situation as a result of the COVID-19 pandemic is fast moving and so our plans may change at short notice. We will update our website (www.tpgroup.uk.com) if plans change. Shareholders should check our website and regulatory news to ensure they have the most up to date information available regarding the GM.
- 2 A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him and the member indicates the number of shares in respect of which he is making each appointment.
- 3 Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will be automatically terminated.
- 4 A form of proxy is enclosed with this notice and instructions for use are shown on the form. In order to be valid, a completed form of proxy must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) by the Company’s registrar, Equiniti Limited, no later than 48 hours before the time for holding the meeting or any adjournment thereof either by post, by courier or by hand to the Company’s Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
- 5 To change your proxy instructions you may return a new proxy form using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti on 0371 384 2030 (international callers: +44 (0)121 415 7047). Lines are open 9am to 5pm, Monday to Friday (excluding public holidays in England and Wales). The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
- 6 CREST members who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Equiniti (agent ID RA19) no later than 48 hours before the meeting or any adjournment thereof. 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 Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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.

- 7 The Company specifies, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 6.30 p.m. on the day which is two days before the meeting, excluding any day which is not a working day (or, if the meeting is adjourned, two days before the time fixed for the adjourned meeting, excluding any day which is not a working day) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
- 8 Representatives of shareholders that are corporations will have to provide a letter of authority confirming their proper appointment when attending the general meeting. Please contact the Company's registrar if you need any further guidance on this.
- 9 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).
- 10 The contents of this notice of general meeting and details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting will be available on the Company's website: www.tpgroup.uk.com. As at 11th June 2020 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 779,178,719 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at 11th June 2020 were 779,178,719.
- 11 Members may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- 12 Any member has the right to ask questions. In light of point 1 to these General Notes, any questions should be provided to the Company at email address at least 24 hours prior to the time and date 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.