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If you were a Shareholder and have sold or otherwise transferred all your Shares, please send this document (together with the accompanying Form of Proxy) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this document nor any accompanying document(s) should be forwarded or transmitted to or into any jurisdiction outside the United Kingdom where to do so may violate any legal or regulatory requirement. If you are an existing holder of Shares and you have sold or transferred part only of your registered holding of Shares, please contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

TP Group plc

(Incorporated in England & Wales with registered number 03152034)

Notice of Requisitioned General Meeting and

Unanimous Recommendation of Your Board to

VOTE AGAINST ALL RESOLUTIONS

Notice of a Requisitioned General Meeting to be held at voco Hotel Reading, Madejski Stadium, Junction 11 M4, Reading RG2 0FL at 10.30 a.m. on 1 October 2021 is set out at the end of this document. **In light of the current Covid-19 pandemic, Shareholders are strongly encouraged to appoint the chairman of the meeting as their proxy, in CREST or by completing the enclosed Form of Proxy.**

Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the Requisitioned General Meeting. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, as soon as possible and, in any event, so as to arrive by no later than 10.30 a.m. on 29 September 2021.

The distribution of this document, together with accompanying documents, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction.

**SCIENCE GROUP IS ATTEMPTING TO ERODE THE
INDEPENDENCE OF THE BOARD OF TP GROUP PLC
YOUR BOARD'S RESPONSE IS AS FOLLOWS:**

**Your Board is independent and acting in the interests of all
Shareholders**

**The Company never received a firm offer from Science Group
at any price**

**Your Board never believed that Science Group would make a
firm offer at 6.5p per Share**

**Your Board is concerned that the purpose of the requisition
is a back-door attempt to take control of the Company by
Science Group, having failed to make an offer**

**The appointment of the Science Group nominees would
erode the independence of the Board – a threat to all
Shareholders**

**The existing Board is well placed to increase Shareholder
value through execution of its revised strategy**

**Support your Board by voting AGAINST ALL REQUISITIONED
RESOLUTIONS**

Your vote is important

**Please lodge your Form of Proxy and vote AGAINST ALL
REQUISITIONED RESOLUTIONS TODAY**

GENERAL INFORMATION

FORWARD-LOOKING STATEMENTS

This document may include certain forward-looking statements, beliefs or opinions, including statements with respect to the Company's business, financial condition and results of operations. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other various or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. These statements are made by the Directors in good faith based on the information available to them at the date of this document and reflect the Directors' beliefs and expectations. By their nature these statements involve risk and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, developments in the global economy, changes in regulation and government policies, spending and procurement methodologies and currency fluctuations.

No representation or warranty is made that any of these statements will come to pass. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this document speak only as of their respective dates, reflect the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations and growth strategy. Subject to the requirements of the FCA, the London Stock Exchange, the AIM Rules, and the Disclosure Guidance and Transparency Rules (and/or any regulatory requirements) or applicable law, the Company explicitly disclaims any obligation or undertaking publicly to release the result of any revisions to any forward-looking statements in this document that may occur due to any change in the Company's expectations or to reflect events or circumstances after the date of this document.

Any information contained in this document on the price at which shares or other securities in the Company have been bought or sold in the past, or on the yield on such shares or other securities, should not be relied upon as a guide to future performance.

NO OFFER OR SOLICITATION

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to purchase, acquire, subscribe for, sell, dispose of or issue any security.

PUBLICATION ON WEBSITE AND AVAILABILITY OF HARD COPIES

A copy of this document, together with all information incorporated into this document by reference to another source, is and will be available for inspection on the Company's website www.tpgroupglobal.com from the time this document is published. For the avoidance of doubt, the contents of the website referred to in this document are not incorporated into, and do not form part of, this document.

If and to the extent that any document or information incorporated by reference to this document itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this document, except where such information or document is stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such information or document.

In particular, information on or accessible through the Company's website at www.tpgroupglobal.com does not form part of, and is not incorporated into, this document.

If you have received this document in electronic form, you may request a hard copy of this document and/or any information incorporated into this document by reference to another source by contacting the Company's Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex,

BN99 6DA between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales), on 0371 384 2030 from within the UK or on +44 (0) 121 415 7047 if calling from outside the UK (calls from outside the UK will be charged at the applicable international rate), and providing the Registrar with your full name and the full address to which the hard copy may be sent (calls may be recorded and monitored for training and security purposes).

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EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Proxy	10.30 a.m. on 29 September 2021
Requisitioned General Meeting	10.30 a.m. on 1 October 2021

Notes:

1. Each of the times and dates referred to in the expected timetable above and elsewhere in this document are indicative and may be subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.
2. All times referred to in this document are, unless otherwise stated, references to London time.
3. If you have any questions on how to complete the Form of Proxy, please contact the Registrar, Equiniti Limited on 0371 384 2030. If you are calling from overseas, please call +44 (0) 121 415 7047. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. – 5.30 p.m. (UK time), Monday to Friday, excluding public holidays in England and Wales. Please note that Equiniti Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

LETTER FROM THE BOARD

TP Group plc

(Incorporated in England & Wales with registered number 03152034)

Directors:

Andrew McCree (*Non-executive Director and Chairman*)
David Lindsay (*Chief Executive Director*)
Philip Holland (*Non-executive Director*)
Derren Stroud (*Finance Director*)
Jeremy Warner-Allen (*Non-executive Director*)

Registered Office:

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

6 September 2021

Dear Shareholder

Notice of Requisitioned General Meeting and unanimous recommendation of your Board to **VOTE AGAINST all Resolutions**

1. Introduction

On 17 August 2021, the Company received a notice (“**Notice of Requisitioned General Meeting**”) from Science Group, a recent Shareholder which first acquired shares in the Company on 9 August 2021, requesting it to requisition a general meeting of the Company. The Notice of Requisitioned General Meeting requires the Directors to convene a general meeting (the “**Requisitioned General Meeting**”) for the purpose of proposing ordinary resolutions, inter alia, to remove two of your independent Non-Executive Directors, your Chairman, Andrew McCree and Jeremy Warner-Allen, and replace them with Science Group directors, Martyn Ratcliffe (the Executive Chairman and CEO and a substantial shareholder in Science Group) and Peter Bertram (a Non-executive director of Science Group) (the “**Requisitioned Resolutions**”).

Your Board believes that these proposals should be vigorously resisted in the interests of Shareholders as a whole.

A notice convening the Requisitioned General Meeting for 10.30 a.m. on 1 October 2021 is set out on page 17 of this document.

The purpose of this letter is to explain why your Board believes these proposals are wholly unacceptable and strongly believes that the Requisitioned Resolutions are not in the best interests of the Company and its Shareholders as a whole and regrets the unnecessary expense, waste of management time and damage to your Company caused by the actions of Science Group.

Accordingly, your Board recommends unanimously that Shareholders **VOTE AGAINST THE REQUISITIONED RESOLUTIONS at the Requisitioned General Meeting. Shareholders representing approximately 25.40 per cent. of the Company’s issued share capital have already signalled their support for your Board by signing irrevocable undertakings to vote against the Requisitioned Resolutions.**

2. Background to Science Group's requisition

Science Group first notified the Company that it had acquired 79,308,596 Shares representing 10.2 per cent. of the issued share capital of the Company on 9 August 2021.

By a letter to the Company received on 13 August 2021, Science Group referred to the terms on which it would be prepared to make an indicative and non-binding cash offer for the Company at 5.8p per Share, subject to substantial pre-conditions. On 20 August 2021, Science Group notified the Company that following further share purchases it owned 139,621,829 Shares, representing 17.9 per cent. of the Company and that the highest price paid was 6.5p per Share. Science Group also notified the Company that, subject to the same substantial pre-conditions, it would be willing to increase its non-binding indicative offer to 6.5p per Share (the "**Proposal**"). Despite Science Group's repeated references to an indicative offer, the Company **never** received a firm offer from Science Group at any price and by its announcement on 3 September 2021, Science Group withdrew its "possible offer" for the Company.

Your Board responded to Science Group by offering to discuss the Proposal but subject to it first providing satisfactory evidence as to the sources and availability of funding to enable it to satisfy the acceptance in full of any offer that it may make, which would, in accordance with the Code, have been required to be in cash, or accompanied by a cash alternative, at not less than the highest price paid by Science Group, being 6.5p per Share.

Despite repeated requests from the Company and its financial advisers, Science Group was not able to provide any evidence that it had the funds available to make such an offer but confirmed it would need to raise debt and/or equity and provided no detail as to how it planned to do so. Your Board never believed Science Group would make a firm offer at 6.5p per Share and was not surprised that it withdrew its "possible offer" on 3 September 2021.

On 25 August 2021 Science Group wrote to the Company requesting an extensive list of confidential due diligence information. On 26 August 2021 the Company, subject to Science Group withdrawing its Requisition to attempt to erode your Board's independence, offered to provide agreed due diligence information and via its advisers offered to discuss the extent of such due diligence. The Company also sent to Science Group at the same time a market standard confidentiality agreement which, as is usual, would need to be signed prior to the disclosure of any confidential information. Science Group never constructively engaged with the Company, either on the confidentiality agreement or on the extent of the due diligence information requested.

The Company met with Science Group, at its request, on 27 August 2021 to provide it with the Company's current institutional shareholder presentation.

3. Your Directors' Response to Science Group

Your Board believes that the requisitioning of a general meeting and the resolutions proposed is part of Science Group's attempts to undermine the value and reputation of your Company.

In the Company's announcement on 17 August 2021, and as referred to in its further announcement on 23 August 2021, the Company invited Shareholders to consider the acquisition of Frontier Smart Technologies Group Limited ("**Frontier**") by Science Group. This reference, far from being "ironic" as described by Science Group in its announcement of 23 August 2021, was made because the Board believes that the Frontier transaction illustrates the tactics that Science Group is attempting to use to secure control of your Company, with a view to potentially making an offer to Shareholders at a reduced level to its now withdrawn "possible offer" in the future.

In the case of Frontier, Science Group acquired a substantial shareholding in Frontier, whilst painting a picture of an underperforming company. Having initially acquired a stake of 9 per cent. of Frontier's shares in May 2019, Science Group subsequently put forward a proposal to acquire Frontier's shares at 30p per share. Following an announcement by Science Group that in its opinion "Frontier had consistently tried to frustrate Science Group's proposal", Science Group made a revised cash offer at 35p per share, without prior consultation with Frontier. Science Group continued to build its stake in Frontier following this offer. On 12 July 2019, Frontier announced that the parties had reached a verbal agreement that Science Group would increase its offer price to 37p per share conditional upon the board of Frontier agreeing to recommend the offer. However, on the same day Science Group announced that during the drafting stage, Frontier sought to rescind key conditions, including the Frontier board structure and that talks were therefore suspended. Science Group announced that as the largest shareholder in Frontier, Science Group would anticipate seeking changes to the board of Frontier. On 29 July 2019, Science Group sent an EGM requisition to Frontier seeking to appoint Martyn Ratcliffe and Sarah Cole (company secretary and group legal counsel of Science Group) to the Frontier board and to remove the non-executive directors of Frontier.

On 30 July 2019 Frontier announced that Martyn Ratcliffe and Sarah Cole would join the board "subject to completion of standard pre-appointment diligence checks by N+1 Singer as Nomad to Frontier and completion of Science Group due diligence".

Science Group then announced that it had been given access to information by Frontier and, citing financial and strategic concerns, stated that Martyn Ratcliffe and Sarah Cole had advised Frontier that they considered it would be imprudent to accept such appointments unless or until certain strategic and financial matters were addressed in advance of their appointments.

The EGM requisition was later withdrawn as the non-executive directors resigned from the Frontier board. Following these changes, Science Group acquired shares in Frontier at 25p per share both in the market and by a subscription for new shares.

Ultimately, a merger between Frontier and Science Group proceeded at 25p per Frontier share, a substantial discount (approximately 29 per cent.) to the price of 35p per share offered by Science Group for Frontier's shares.

Your Board believes the similarities between Science Group's tactics in relation to Frontier and the Company are clear. Science Group has acquired a significant stake, alongside making announcements which seek to paint a negative picture of the Company, including repeated references to the "material uncertainty" detailed in the Company's 2020 annual report and accounts (the "**2020 Annual Report**"), which are incorrect and misleading. The Board believes this is designed to undermine the confidence in your Company. Once again, your Board would remind Shareholders that it received an unqualified audit opinion from its auditor on its 2020 Annual Report.

Furthermore, your Board confirms that:

in response to Science Group's continued reference to the going concern position of the Company, the Company's adjusted EBITDA and cash are tracking in line with 2021 market expectations being adjusted EBITDA of £4.2 million and cash of £4.6 million which provides sufficient liquidity and bank covenant compliance;

unaudited revenue for the six months ended 30 June 2021 increased 22.7 per cent. year on year to c. £33.8 million (2020 H1: c. £27.5 million); and

under the Company's new CEO, the Company has commenced a significant central cost reduction programme. These cost savings are not expected to adversely impact operational execution and will improve the current 2022 adjusted EBITDA market expectation of £5.1 million by £1.0 million to £6.1 million.

The Board is concerned that if the Requisitioned Resolutions are passed and Science Group's directors are appointed to your Company's Board, this will lead to Science Group bidding a much lower price in 12 months' time, as it did in relation to its acquisition of Frontier.

Science Group has not articulated a strategy for the future of your Company. The two groups operate in different markets. Science Group has failed to identify to the Board the synergies to which it refers between Science Group and the Company. Your Board believes the Requisitioned Resolutions will result in a non-executive representation on your Board with conflicts of interest to the detriment of your Company. In contrast your Board believes the Company has an exciting future with its revised strategy and new CEO, as detailed further in paragraph 4 below.

Furthermore, your Board considers TP Group to be well regarded by its clients. This is largely due to the skills and working practices of TP Group's employees, who choose to stay at TP Group in large part because of its culture. The aggressive approach taken by Science Group to date has raised concerns amongst some of TP Group's employees about the future of TP Group, which your Board believes may undermine the stability of TP Group's businesses.

As set out in the Company's announcement of 23 August 2021, the Company will consider any properly funded and constructed offers for the Company at an appropriate valuation.

Given the conduct of Science Group to date, your Board is concerned that the Requisitioned Resolutions are designed to destabilise the Company, with a view to Science Group making an offer at an undervalue in the future. Therefore, your **Board recommends unanimously that Shareholders VOTE AGAINST THE REQUISITIONED RESOLUTIONS at the Requisitioned General Meeting.**

4. Your Board's Strategy

Your Company has a new CEO, David Lindsay, with a strategic plan which will focus the Company on becoming a leading international consultancy building upon the Company's strong position in the markets in which it operates. This plan is already being implemented and is being combined with a significant central cost reduction programme.

Future direction of TP Group

The Company's mission is to be a leading consultancy ("TP Consultancy") serving European, American and Commonwealth clients that require high dependability in various sectors, including Defence, Aviation and Space, delivering high margins and predictable cash flows.

Your Board believes that Shareholder value can be significantly increased by continuing as an independent company that has already proven that it can grow its consultancy business and identify, purchase and integrate earnings enhancing 'bolt-on' acquisitions, examples being the acquisitions of

ALS Technologies Ltd and Flexible Software Solutions Ltd (together “**ALS**”), Polaris Consulting Holdings Ltd (“**Polaris Consulting**”) and Osprey Consulting Services Ltd (“**Osprey Consulting**”).

The engineering businesses, Maritime and Westek, have different operating models to TP Consulting and will be carefully managed by the Board.

TP Consultancy today

TP Consultancy is well-respected and ‘punches above its weight’, serving European clients requiring high dependability in Defence, Aviation and Space. The business employs highly skilled staff with extensive experience in the Defence, Aviation and Space sectors with capabilities including cost and design engineering, safety management and software development and assurance.

TP Consultancy operates in sectors that require of their suppliers: high levels of security classification; compliance and assurance; specific experience and expertise; and certification. TP Consultancy meets these requirements and its independent advice is valued by end customers who do not wish to be over-dependent upon prime contractors. As a result, the business benefits from:

- highly visible future customer programmes e.g. LE TacCIS (MOD next generation tactical communication systems for the armed forces) and SKYNET (MOD satellite communication systems programme);
- recurring revenue as demonstrated on major frameworks including the MOD’s engineering delivery partner and programme delivery partner frameworks; and
- the opportunity to grow across the lifecycle of customer multi-year projects.

TP Consultancy is well established in the UK and across a number of other European countries including France, Germany, the Netherlands, Italy and North Macedonia.

Major clients include BAE Systems, the MOD, European Space Agency and Airbus Defence & Space.

TP Consultancy’s growth

Clients in TP Consultancy’s sectors increasingly require systems that are dependable, autonomous, carbon neutral and supplier agnostic. Example applications include drones, driverless vehicles and satellite use in 5G communications. TP Consultancy has already carried out important work in air traffic management systems which manage cluttered and congested airspace and space systems which provide secure communications.

Since 2016 the business has achieved c. 101 per cent. total compound annual revenue growth, both organic and inorganic, as shown by the annual published revenues below:

- 2020: c.£35m
- 2019 c.£25m
- 2018 c.£11m
- 2017 c.£6m
- 2016 c.£2m

Successful UK bolt-on acquisitions to-date include:

- ALS acquired in 2017 for c. £1.5m, adding resource management capability;
- Polaris Consulting acquired in 2017 for c. £3.0m, adding access to MOD satellite communication systems programme (SKYNET); and

- Osprey Consulting acquired in 2020 for c. £3.5m, providing access to the Aviation market and safety assurance capability.

The strategic acquisition of Sapienza Consulting Holding BV in 2019, opened up the European market and extended TP Consultancy's capabilities into the space industry.

TP Consultancy owns the intellectual property rights of its software tools which are sold alongside its pure consultancy service. These software tools include:

- **Eclipse** which provides integrated document and configuration management, product assurance, risk management and quality assurance tools to enable the delivery of highly regulated programmes; and
- **Northstar** an artificial intelligence (AI) and machine learning (ML) toolkit, developed to enhance understanding and improve decision making in complex and dynamic environments.

5. Why you are Strongly Recommended to Vote Against the Requisitioned Resolutions

Preserve the independence of your Board

- Your Board members are all independent, conflict free, responsible and commercially prudent.
- The Science Group nominees would be appointed as representatives of Science Group and thus would not be independent.
- The Requisitioned Resolutions, if passed, will severely erode the independence and balance of the Board. Under the QCA Code, boards should have an appropriate balance between executive and non-executive directors and should have at least two independent non-executive directors.
- The Requisitioned Resolutions, if passed, could damage the ongoing stability of your Company and undermine its future.

Support your Board's growth strategy

- Your Board has a new CEO in place to deliver on its strategy for all its stakeholders, not just Science Group.
- Science Group has set out no plan or strategy for your Company.
- Science Group has failed to identify to the Board any synergies between it and the Company given its consulting businesses operate in less sophisticated sectors than TP Group's longstanding activities in Defence, Aviation and Space.

Your Board is concerned that Science Group is seeking to destabilise the Company with a view to potentially making an offer for the Company at an undervalue in the future.

6. Irrevocable Undertakings

The Directors are pleased to report that they have received irrevocable undertakings to vote against the Requisitioned Resolutions from Shareholders representing approximately 25.40 per cent. of the Company's issued share capital.

7. Requisitioned General Meeting

In accordance with the provisions of section 303 of the Act, the Directors are required to convene a general meeting if the Company receives a request to do so from one or more members representing at least 5 per cent. of the paid-up capital of the Company which carries the right of voting at general meetings of the Company. You will therefore find set out at the end of this document a notice convening the Requisitioned

General Meeting, which is to be held at voco Hotel Reading, Madejski Stadium, Junction 11 M4, Reading RG2 0FL at 10.30 a.m. on 1 October 2021 at which the following resolutions will be proposed:

Resolution 1

This is an ordinary resolution and is being proposed to remove your Chairman, Andrew McCree, from office as a director of the Company with immediate effect.

Resolution 2

This is an ordinary resolution and is being proposed to remove your Non-executive Director, Jeremy Warner-Allen, from office as a director of the Company with immediate effect.

Resolution 3

This is an ordinary resolution and is being proposed to appoint Martyn Ratcliffe of Science Group as a non-executive director of the Company with effect from the end of the meeting.

Resolution 4

This is an ordinary resolution and is being proposed to appoint Peter Bertram of Science Group as a non-executive director of the Company with effect from the end of the meeting.

Resolution 5

This is an ordinary resolution and is being proposed to remove from office as a director of the Company any person appointed by the Directors of the Company between the date of the requisition and the date of the General Meeting. The Board has no intention of making any such appointment.

You will also find enclosed with this document a Form of Proxy for you to cast your votes in relation to the Requisitioned General Meeting.

Please return your Form of Proxy TODAY and cast your votes AGAINST the Requisitioned Resolutions. Inaction on your part could result in the Requisitioned Resolutions being passed against your genuine wishes, and against the interests of Shareholders as a whole.

8. Action to be taken

Shareholders, whether or not they propose to attend the Requisitioned General Meeting in person, are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and, in any event, by not later than 10.30 a.m. on 29 September 2021. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the Requisitioned General Meeting, if they wish to do so.

If you hold your Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's agent, Equiniti Limited (CREST participant ID RA19) in accordance with the procedures set out in the notes to the Notice of Requisitioned Meeting on page 18 of this document.

9. Recommendation



For the reasons given above, your Board considers that the Requisitioned Resolutions are not in the interests of the Company or Shareholders as a whole. Accordingly, your Board unanimously recommends Shareholders to **VOTE AGAINST** all the Requisitioned Resolutions at the Requisitioned General Meeting, as they intend to do in respect of their own beneficial holdings, amounting, in aggregate, to 5,864,617 Shares, representing approximately 0.75 per cent. of the issued share capital of the Company as at 3 September 2021 (being the latest practicable date prior to the publication of this document).

In addition, as mentioned above your Board has received irrevocable undertakings to vote against the Requisitioned Resolutions from Shareholders representing approximately 25.40 per cent. of the Company's issued share capital.

Yours faithfully,

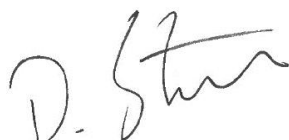


Andrew McCree
(Non-executive Chairman)



David Lindsay
(Chief Executive Director)

Philip Holland
(Non-executive Director)



Derren Stroud
(Finance Director)



Jeremy Warner Allen
(Non-executive Director)

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“2020 Annual Report”	has the meaning set out on page 8 of this document
“Act”	the Companies Act 2006, as amended
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange
“ALS”	has the meaning set out on page 9 of this document
“Board” or “Directors”	the board of directors of the Company, including any duly constituted committee thereof
“Code”	the City Code on Takeovers and Mergers
“Company”	TP Group plc
“CREST”	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the Uncertificated Securities Regulations 2001
“EBITDA”	earnings before interest, taxation, depreciation and amortisation
“Euroclear”	Euroclear UK & Ireland Limited
“FCA”	Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying this document for use in relation to the Requisitioned General Meeting
“Frontier”	Frontier Smart Technologies Group Limited
“Notice of Requisitioned General Meeting”	the notice of the Requisitioned General Meeting which is set out on page 17 of this document
“Maritime”	TPG Maritime Limited
“MOD”	the Ministry of Defence of the United Kingdom
“Osprey Consulting”	has the meaning set out on page 9 of this document
“Polaris Consulting”	has the meaning set out on page 9 of this document
“Proposal”	has the meaning set out on page 7 of this document
“QCA Code”	the QCA Corporate Governance Code for small and medium sized quoted companies in the UK published by the Quoted Companies Alliance
“Register”	the register of Shareholders
“Regulatory Information Service”	a regulatory information service approved by the FCA and on the list of regulatory information services maintained by the FCA

“Requisitioned General Meeting”	as set out on page 6 of this document, the general meeting of the Company convened for at 10.30 a.m. on 1 October 2021
“Requisitioned Resolutions”	has the meaning set out on page 6 of this document
“Science Group”	Science Group Plc
“Shareholders”	holders of Shares and “Shareholder” shall be construed accordingly
“Shares”	ordinary shares of £0.01 each in the capital of the Company
“TP Consultancy”	has the meaning set out in page 9 of this document
“TP Group”	the Company and its subsidiaries (as defined in section 1159 of the Act)
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“Westek”	Westek Technology Limited

YOUR VOTE COUNTS – USE IT FOR THE GOOD OF YOUR COMPANY

ACT NOW BY RETURNING YOUR FORM OF PROXY

TODAY

You are strongly recommended to:

VOTE AGAINST THE REQUISITIONED RESOLUTIONS

To vote against the Requisitioned Resolutions, fill out your Form of Proxy as set out below:

		FOR	AGAINST
1.	THAT Mr Andrew McCree be removed from office as a director of the Company with immediate effect.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.	THAT Mr Jeremy Warner-Allen be removed from office as a director of the Company with immediate effect.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3.	THAT Mr Martyn Ratcliffe, having consented to act, be appointed as an additional director of the Company with effect from the end of the meeting.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4.	THAT Mr Peter Bertram, having consented to act, be appointed as an additional director of the Company with effect from the end of the meeting.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5.	THAT any director appointed between the date of the requisition and the date of the shareholder general meeting to consider the resolutions set out herein is convened, be removed as a director with immediate effect.	<input type="checkbox"/>	<input checked="" type="checkbox"/>

NOTICE OF REQUISITIONED GENERAL MEETING

TP Group plc

(Incorporated in England & Wales with registered number 03152034)

Notice is hereby given that a general meeting of TP Group plc (the “**Company**”) will be held at voco Hotel Reading, Madejski Stadium, Junction 11 M4, Reading RG2 0FL at 10.30 a.m. on 1 October 2021 to consider and, if thought fit, approve the following resolutions which will each be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** Mr Andrew McCree be removed from office as a director of the Company with immediate effect.
2. **THAT** Mr Jeremy Warner-Allen be removed from office as a director of the Company with immediate effect.
3. **THAT** Mr Martyn Ratcliffe, having consented to act, be appointed as an additional director of the Company with effect from the end of the meeting.
4. **THAT** Mr Peter Bertram, having consented to act, be appointed as an additional director of the Company with effect from the end of the meeting.
5. **THAT** any director appointed between the date of the requisition and the date of the shareholder general meeting to consider the resolutions set out herein is convened, be removed as a director with immediate effect.

By order of the Board



Claire MacPherson
Company Secretary

6 September 2021

Registered Office

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

Notes:

1. The Company specifies that only those Shareholders registered on the register of members of the Company as at 6.30 p.m. on 29 September 2021 (or in the event that the meeting is adjourned, only those Shareholders registered on the register of members of the Company as at 6.30 p.m. on the day which is 48 hours prior to the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Requisitioned General Meeting in respect of the number of Shares registered in their name 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. **In light of the current Covid-19 pandemic, Shareholders are strongly encouraged to appoint the chairman of the meeting as their proxy, in CREST or by completing the enclosed Form of Proxy.**

2. A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed they must not be appointed in respect of the same Shares. To be effective, the enclosed Form of Proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 48 hours before the time of the meeting or any adjournment thereof.

The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he/she is the holder.

The termination of the authority of a person to act as proxy must be notified to the Company in writing. In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority shall be determined by the order in which the names of the holders stand in the register.

3. Any question relevant to the business of the Requisitioned General Meeting may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by letter addressed to the Company Secretary at the registered office or by email to shareholders@tpgroup.uk.com.
4. As at 3 September 2021 (being the last business day prior to the publication of this notice) the Company's issued share capital amounted to 779,179,719 Shares carrying one vote each and the total number of voting rights were 779,179,719.
5. 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.
6. Representatives of Shareholders that are corporations will have to provide a letter of authority confirming their proper appointment when attending the Requisitioned General Meeting, and the Company reserves the right to refuse admission to any Shareholder representative who is not in possession of this letter. Please contact the Company's registrar, Equiniti Limited, if you need any further guidance on this.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting by following the procedures described in the CREST Manual. 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 by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by Equiniti Limited (agent ID RA19) by the latest time for receipt of proxy appointments specified in Note 2 above.

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 Company'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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service 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.

8. Defined terms in this Notice of Requisitioned General Meeting and the Requisitioned Resolutions have the same meanings as given to them in the circular published by the Company dated 6 September 2021, save where the context requires otherwise.
9. A copy of the notice of this meeting is available on the Company's website: www.tpgroupglobal.com.

