

IMPELLAM GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action which you should take, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Impellam Group plc please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for onward transmission to the purchaser or transferee.



Impellam Group plc

Registered in England No. 6511961

DETAILS OF THE 2019 ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Impellam Group plc which is set out on pages 2 to 4 of this document recommending, on behalf of the Directors, that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting, to be held at the offices of Impellam Group plc, 4th Floor, 9 Devonshire Square, London EC2M 4HP at 9.00 a.m. on Wednesday 26 June 2019, is set out on pages 5 to 7 of this document. Members may appoint a proxy or proxies (provided that each proxy is appointed to exercise the rights attached to different shares) to exercise all or any of his or her rights to attend, speak and vote at the Annual General Meeting. To appoint a proxy please go to www.signalshares.com and follow the instructions to register your appointment no later than 9.00 a.m. on Monday 24 June 2019. If you hold shares in CREST you may appoint a proxy or proxies (provided that each proxy is appointed to exercise the rights attached to different shares) by completing and transmitting a CREST Proxy Instruction to Link Asset Services (CREST Participant ID RA10) so that it is received no later than 9.00 a.m. on Monday 24 June 2019. Completion and return of a web or CREST Proxy Instruction will not prevent Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

20 May 2019

To: Holders of Ordinary Shares

Dear Shareholder,

Annual General Meeting – Wednesday 26 June 2019

I have pleasure in sending to you the Notice of the Annual General Meeting (“AGM”) of Impellam Group plc (the “Company”) which is to be held at 9.00 a.m. on Wednesday 26 June 2019 at the offices of Impellam Group plc, 4th Floor, 9 Devonshire Square, London EC2M 4HP. Set out below is an explanation of the Resolutions that are to be proposed at the AGM. Resolutions 1 to 11 are proposed as Ordinary Resolutions and Resolutions 12 to 14 are proposed as Special Resolutions.

Ordinary Resolutions

Resolution 1 – Annual Report 2018

Shareholders will be asked to receive and adopt the Company’s Annual Report & Financial Statements and the reports of the Directors and the Auditors for the period ended 4 January 2019 (the “Annual Report 2018”). A copy of the Annual Report 2018 can be found on the Company’s website.

Resolutions 2 to 7 (inclusive) – Re-election of Directors

In accordance with best practice, each of the current Directors of the Company are subject to annual re-election by Shareholders. Accordingly, each of them retires and, being eligible, offers themselves for re-election. Biographical details of all current Directors are set out on pages 34 and 35 of the Annual Report 2018.

Resolutions 8 and 9 – Appointment of Auditors and Auditors’ remuneration

The Company is required at each AGM to appoint Auditors to hold office until the conclusion of the next AGM. Accordingly, Resolutions 8 and 9 propose the re-appointment of KPMG LLP as Auditors of the Company and authorise the Directors to determine their remuneration.

Resolution 10 – Political donations and political expenditure

The Company does not make, and has no intention of changing its current practice of not making, donations to political parties or organisations (and will not do so without specific endorsement of its Shareholders), and there are restrictions under the Companies Act 2006 upon political donations and political expenditure being made or incurred without prior Shareholder authorisation. The restricted activities are given broad meanings by the Companies Act 2006, such that certain expenditure which might be, in the view of the Directors, in the interests of the Company to incur would be prohibited (such as expenditure for the purposes of communicating the Company’s views to political audiences and relevant interest groups). To allow the Directors to comply with the Companies Act 2006 and to act in the interests of the Company, a Resolution will be proposed which would give the Directors authority to make political donations or incur political expenditure in an aggregate amount not exceeding £50,000 in the period ending on 30 June 2020 or the conclusion of the 2020 AGM (whichever is the earlier). This Resolution also covers any political donations made, or any political expenditure incurred by, any subsidiaries of the Company.

Resolution 11 – Authority to allot shares

The existing power granted to the Directors to allot shares will expire on the conclusion of the AGM on Wednesday 26 June 2019. Accordingly, a Resolution will be proposed to renew the Directors’ authority to allot:

- a) in relation to a pre-emptive rights issue only, shares up to a maximum nominal amount of £326,741 (which represents approximately two-thirds of the Company’s issued share capital as at 9 May 2019, being the last practicable date prior to the date of this document). This maximum is reduced by the nominal amount of any shares allotted under the authority set out in paragraph 11(b); and
- b) in any other case, shares up to a maximum nominal amount of £163,370 (which represents approximately one-third of the Company’s issued share capital as at 9 May 2019, being the last practicable date prior to the date of this document). This maximum amount is reduced by the nominal amount of any shares allotted under the authority set out in 11(a) in excess of £163,370.

This authority will expire at the earlier of the conclusion of the 2020 AGM and 30 June 2020. The Directors do not have any current intention to exercise this general authority, however, the Directors consider it appropriate to maintain the flexibility that this authority provides. It is intended to renew this authority at successive AGMs. As at the last practicable date prior to the date of this document, the Company does not hold any shares as treasury shares within the meaning of section 724 of the Companies Act 2006.

Special Resolutions

Resolution 12 – Disapplication of statutory pre-emption rights

In addition to Resolution 11, a Resolution will be proposed to renew the Directors' powers to allot shares for cash up to an aggregate nominal amount of £49,011 (being 10 per cent of the nominal value of the Company's issued ordinary share capital as at 9 May 2019, being the last practicable date prior to the date of this document) without first offering such shares to existing Shareholders. The Resolution also enables the Company, in the event of a rights issue, to meet certain practical difficulties which may arise in connection with fractional entitlements or in respect of overseas Shareholders as a result of local laws and which prevent shares from being issued strictly pro rata. This authority will expire at the earlier of the conclusion of the 2020 AGM and 30 June 2020. The Directors do not have any current intention to exercise this power, however, the Directors consider it appropriate to maintain the flexibility that this power provides. It is intended to renew this power at successive AGMs.

Resolution 13 – Purchase of own shares

The Directors consider that it would be beneficial to the Company if, in certain circumstances, the Company had the power to continue to purchase its own Ordinary Shares. The current authority given in the 2018 AGM for the Company to purchase Ordinary Shares will expire on the conclusion of the AGM on Wednesday 26 June 2019. The Directors will only exercise this power if they are satisfied, after careful consideration, that it is in the best interests of shareholders and the Company. Furthermore, account will be taken of the overall financial implications for the Company of exercising this authority. If such purchases were made, the Company would be able to do either or a combination of the following:

- a) cancel the purchased Ordinary Shares so reducing the total number of Ordinary Shares in issue; or
- b) where the shares were purchased out of distributable profits, subject to certain limitations, hold them as treasury shares.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of the Company's employee share schemes. The statutory pre-emption rights apply to a sale of treasury shares for cash and the disapplication of the statutory pre-emption rights in Resolution 12 includes, within the pre-emption disapplication amount, any sales of treasury shares for cash which may occur.

Therefore, a further Resolution will be proposed at the AGM to authorise the Directors to purchase up to a maximum of 4,901,127 Ordinary Shares, being 10 per cent of the issued Ordinary Share capital of the Company as at 9 May 2019 (the last practicable date prior to the date of this document), and which provides that the maximum price per Ordinary Share payable on any exercise of the authority shall not be more than the higher of (i) 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange's Daily Official List for the five business days prior to making any purchase; and (ii) the higher of the price for the last independent trade of and the highest current independent bid for an Ordinary Share on the London Stock Exchange's AIM market. The minimum price payable shall be 1 pence per Ordinary Share, being the nominal value of an Ordinary Share. For this purpose both the maximum and minimum prices permitted to be paid are exclusive of expenses. This authority will expire at the earlier of the conclusion of the 2020 AGM, when the Directors intend to seek renewal of the authority, and 30 June 2020.

Resolution 14 – Amendment of Articles

Article 37.12(a) of the Company's articles of association (the "Articles") authorises the Company to direct payment of a dividend wholly or partly by the distribution of specific assets (and in particular of paid up shares or debentures of any company) (a "Non-Cash Dividend").

However, under articles 37.12(a)(i) and 37.12(a)(ii) of the Articles the Company can only pay a Non-Cash Dividend if it is approved by ordinary resolution of shareholders or if it is approved by directors (provided that the dividend satisfied other than for cash in any given financial year does not exceed a value of £10,000,000).

The Directors consider that it would be beneficial to the Company if the directors had sole authority to authorise a Non-Cash Dividend in excess of the current limits (being £10,000,000 each financial year). The Directors will only exercise this power if they are satisfied, after careful consideration, that it is in the best interests of the Company. Furthermore, account will be taken of the overall financial implications for the Company of exercising this authority. In particular, any Non-Cash Dividend will only be able to be made if the Company has "sufficient distributable reserves" (as required by section 830(1) of the Companies Act 2006) and the Company has a net worth at least equal to the amount of its capital (as required by section 831(1) of the Companies Act 2006).

Therefore, a Resolution will be proposed at the AGM to amend article 37.12(a)(ii) of the Articles to remove the restriction on directors only being able to approve and pay a Non-Cash Dividend if a Non Cash Dividend in any given financial year does not exceed a value of £10,000,000.

A copy of the existing Articles and proposed amended Articles marked to show the proposed changes will be available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 8.40 a.m. on the day of the Meeting until the conclusion of the Meeting.

Action to be taken

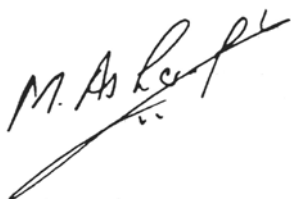
Whether or not shareholders propose to attend the Annual General Meeting, we would encourage shareholders to submit their proxy appointment and voting instructions electronically on the resolutions or complete, sign and return a form of proxy. Submitting voting instructions electronically or completing and returning a form of proxy in hard copy will not prevent you from attending and voting at the Annual General Meeting in person if you wish. To be valid, your online proxy appointment or the form of proxy must be lodged with the Company's registrars by not later than 9.00 a.m. on Monday 24 June 2019 or, if the meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting. This year we are not sending hard copy proxy forms to all shareholders, however these are available on request from the registrar. We encourage shareholders to give their instructions electronically via the registrar's website: www.signalshares.com. If their shares are held in CREST, they may give instructions electronically via CREST as detailed in the notes to the Notice of Annual General Meeting on page 7. Alternatively, a hard copy form of proxy may be requested from Link Asset Services. The completed hard copy form of proxy should be returned to the address shown on the form.

Recommendation

All of the Directors consider that the Resolutions to be considered at the AGM are in the best interests of the Company and of the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all the Resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings, amounting in aggregate to 2,388,525 Ordinary Shares, representing approximately 4.87 per cent of the issued ordinary share capital of the Company.

I and my fellow Board members look forward to your attendance at the upcoming AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'M. Ashcroft', written over a horizontal line.

Lord Ashcroft KCMG PC
Chairman

Notice of Annual General Meeting

Notice is hereby given that the eleventh Annual General Meeting of Impellam Group plc will be held at the offices of Impellam Group plc, 4th Floor, 9 Devonshire Square, London EC2M 4HP at 9.00 a.m. on Wednesday 26 June 2019 for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions:

1. That the Company's Annual Report and Financial Statements and the reports of the Directors and the Auditors for the period ended 4 January 2019 (the "2018 Accounts") be received, considered and adopted.
2. That Lord Ashcroft KCMG PC be re-elected as a Director of the Company.
3. That Julia Robertson be re-elected as a Director of the Company.
4. That Angela Entwistle be re-elected as a Director of the Company.
5. That Mike Ettlting be re-elected as a Director of the Company.
6. That Michael Laurie be re-elected as a Director of the Company.
7. That Baroness Stowell of Beeston be re-elected as a Director of the Company.
8. That KPMG LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
9. That the Directors be authorised to determine the remuneration of the Auditors.
10. That, in accordance with section 366 of the Companies Act 2006 (the "2006 Act"), the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates be and is hereby authorised to:

- a) make donations to political parties and/or independent election candidates;
- b) make donations to political organisations other than political parties; and
- c) incur political expenditure,

up to an aggregate amount of £50,000, and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such amount, during the period commencing on the date of this Resolution and ending on the earlier of the conclusion of the 2020 Annual General Meeting of the Company and 30 June 2020. Any terms used in this Resolution 10 which are defined in the 2006 Act shall bear the same meaning for the purposes of this Resolution 10.

11. That for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) in the Company or grant rights to subscribe for or convert any security into equity securities in the Company ("Relevant Securities")
 - a) up to an aggregate nominal amount of £326,741 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 11(b) below) in connection with an offer by way of a rights issue to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b) in any other case, up to an aggregate nominal amount of £163,370 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 11(a) above in excess of £163,370)

provided that this authority shall, unless renewed, varied or revoked by the Company in a general meeting, expire at the earlier of the conclusion of the 2020 Annual General Meeting and 30 June 2020, provided that the Company may before such expiry make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreements as if such authority had not expired or been revoked or varied.

Special Resolutions

To consider and, if thought fit, to pass the following Resolutions as Special Resolutions:

12. That, subject to the passing of Resolution 11, the Directors of the Company be and they are hereby empowered (in substitution for any such existing authorities) pursuant to section 570 and 573 of the Companies Act 2006 (the "2006 Act") to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash, pursuant to the general authority conferred on them by the passing of Resolution 11 above or by way of sale of treasury shares as if section 561(1) of the 2006 Act did not apply to such allotment, provided that this power shall be limited to:
- a) the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of ordinary Shareholders where the equity securities respectively attributable to the interests of all ordinary Shareholders are proportionate or as nearly as may be to the respective number of Ordinary Shares held by them on the record date applicable to such issue, but subject to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or legal or practical problems arising in or in respect of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of any other matter whatever; and
 - b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal amount of £49,011,
- and the power hereby conferred shall expire at the earlier of (a) 30 June 2020 and (b) the conclusion of the 2020 Annual General Meeting of the Company but may before such expiry be revoked or varied from time to time by special resolution, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power has not expired or been revoked or varied.
13. That the Company is hereby granted general and unconditional authority for the purposes of section 701 of the Companies Act 2006 (the "2006 Act") to make market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares of 1 pence each in its capital (the "Ordinary Shares") on such terms and in such manner as the Directors of the Company may determine, provided that:
- a) the maximum aggregate number of Ordinary Shares authorised that may be purchased is 4,901,127;
 - b) the minimum price (excluding expenses) that may be paid per Ordinary Share is not less than 1 pence;
 - c) the maximum price (excluding expenses) that may be paid per Ordinary Share is the higher of:
 - i. an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List for the five business days immediately preceding the day on which the purchase is made;
 - ii. the higher of the price quoted for the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange's AIM market; and
 - d) this authority, unless previously renewed, shall expire on the earlier of 30 June 2020 or at the conclusion of the 2020 Annual General Meeting of the Company except in relation to the purchase of any Ordinary Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date.
14. That with effect from the conclusion of the Annual General Meeting the articles of association of the Company be amended by deleting article 37.12(a)(ii) and replacing it with the following new article to be numbered article 37.12(a)(ii): by approval of the Directors only.

By order of the Board



Rebecca Watson
Company Secretary
20 May 2019

Registered office:
800 The Boulevard
Capability Green
Luton
Bedfordshire LU1 3BA
Registered Number: 6511961

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 24 June 2019. 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.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 9.00am (UK time) on 26 June 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can appoint a proxy either:
 - by logging on to www.signalshares.com and following the instructions;
 - by submitting a paper proxy form (If you require a paper proxy form (or if you need help with appointing a proxy online), please contact our Registrar, Link Asset Services, on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email [Link at enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). 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. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.);
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the appointment of a proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 9.00am on 24 June 2019.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. 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 UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 9.00am on 24 June 2019. For this purpose, the time of receipt will be taken to mean 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.
11. 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(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.
12. 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 no more than one corporate representative exercises powers in relation to the same shares.
13. As at 9 May 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 49,011,272 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 9 May 2019 are 49,011,272.
14. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 8.40 a.m. on the day of the Meeting until the conclusion of the Meeting: copies of the Directors' letters of appointment or service contracts, a copy of the existing Articles and the proposed amended Articles marked to show the changes proposed by Resolution 14.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.impellam.com

