



Volution Group plc

Notice of Annual General Meeting 2017

Wednesday 13 December 2017

This document is important and requires your immediate attention

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Volution Group plc, please give this and the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was made.

Monday 30 October 2017

Dear shareholder,

Annual General Meeting 2017

This year's Annual General Meeting (AGM) of Volution Group plc (the Company), will be held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ, United Kingdom, on Wednesday 13 December 2017 at 12.00 noon.

The formal Notice convening the AGM is set out on pages 3 to 5 of this document. An explanation of each of the resolutions to be proposed at the AGM is set out on pages 6 to 8.

A copy of the Annual Report and Accounts 2017 is enclosed together with a Form of Proxy to enable you to exercise your voting rights.

The AGM is an opportunity for shareholders to express their views and to put questions to the Board. We, as your Board, are committed to open dialogue with our shareholders and our AGM is a good opportunity to engage with you directly. If you would like to submit a question in advance, please email investors@volutiongroupplc.com or write to the Company Secretary at Volution Group plc, Fleming Way, Crawley, West Sussex RH10 9YX.

Remuneration Policy review

During the year the Remuneration Committee of the Board reviewed the Remuneration Policy approved at the 2014 AGM to ensure it continues to be appropriate to the Group's strategy and business needs, and reinforces alignment between the interests of our shareholders and those of our Executive Directors and senior managers. Following the review, a new Remuneration Policy was drafted and we are asking shareholders to approve this new Policy. The Policy is set out on pages 69 to 75 of the Annual Report and Accounts 2017.

Re-election of Directors

In accordance with the UK Corporate Governance Code, all Directors will seek re-election by shareholders, except for Adrian Barden, who will retire from the Board at the conclusion of the 2017 AGM. As Chairman, I believe that the contribution and performance of each of the Directors seeking re-election continues to be valuable and effective. Each of these Directors demonstrates commitment to their role and I therefore believe that it is appropriate that each of these Directors should continue to serve on the Board.

Biographical details of the Directors seeking re-election are set out in full in the Annual Report and Accounts 2017 on pages 46 to 47 and information on their remuneration can be found on pages 67 to 84.

Employee share ownership

The Directors are keen to extend share ownership amongst Volution's employees so they may share in the future success of the Company. Accordingly, the introduction of a Sharesave Scheme will offer employees the opportunity to acquire shares, including, where appropriate and as permitted by relevant legislation, on a tax-favoured basis. The proposed Sharesave Scheme would enable employees to acquire shares and participate as stakeholders in Volution Group plc.

Voting arrangements

Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. The results of the poll will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM.

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed Form of Proxy in accordance with the instructions printed on it. Forms of Proxy should be returned to be received by the Company's registrar, Equiniti Limited, as soon as possible and in any event no later than 12.00 noon on Monday 11 December 2017.

Alternatively, if you hold your shares in CREST, you may appoint a proxy electronically via the CREST system.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Recommendation

Your Directors consider that all of the resolutions in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as they will do in respect of their own shareholdings.

Yours faithfully,



Peter Hill, CBE
Chairman

Volusion Group plc
Registered office: Fleming Way, Crawley, West Sussex RH10 9YX
Registered in England and Wales number: 09041571

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Volution Group plc will be held on Wednesday 13 December 2017 at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ, United Kingdom, at 12.00 noon to transact the business set out in the resolutions below.

Resolutions 1 to 14 will be proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 15 to 18 will be proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Voting on all resolutions will be by way of a poll.

For further information on all resolutions, please refer to the Explanatory Notes, which can be found on pages 6 to 8.

Ordinary resolutions

Annual Report and Accounts

1. To receive and adopt the Annual Report and Accounts for the financial year ended 31 July 2017 together with the Directors' Report and the Auditor's Report on those accounts.

Directors' Remuneration Policy

2. To approve the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration Report for the financial year ended 31 July 2017, as set out on pages 69 to 75 of the Annual Report and Accounts 2017.

Directors' Remuneration Report

3. To approve the Annual Report on Remuneration (excluding the Directors' Remuneration Policy) set out on pages 67 to 84 of the Directors' Remuneration Report in the Annual Report and Accounts 2017.

Final dividend

4. To declare a final dividend of 2.80 pence per ordinary share in respect of the financial year ended 31 July 2017.

Re-election of Directors

5. To re-elect Peter Hill, CBE as a Director.
6. To re-elect Ian Dew as a Director.
7. To re-elect Ronnie George as a Director.
8. To re-elect Paul Hollingworth as a Director.
9. To re-elect Tony Reading, MBE as a Director.
10. To re-elect Claire Tiney as a Director.

Re-appointment of auditor

11. To re-appoint Ernst & Young LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditor's remuneration

12. To authorise the Audit Committee to determine the remuneration of the auditor.

Political donations

13. That the Company and all the companies that are the Company's subsidiaries at any time during the period for which this resolution has effect be authorised to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total, in each case during the period beginning with the date of the Annual General Meeting 2017 and ending at the close of business on the day on which the Annual General Meeting 2018 is held or 31 January 2019, whichever is the earlier. The maximum amounts in (a), (b) and (c) may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate. For the purposes of this resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

Authority to allot ordinary shares

14. That, in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the Act), to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any securities into, shares in the Company:

- (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £662,777 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £1,325,554 (such amount to be reduced by any allotments or grants made under paragraph of this resolution) in connection with, or pursuant to, an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein, or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company or 31 January 2019, whichever is the earlier, (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any securities into, shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

Special resolutions

Authority to disapply pre-emption rights

15. That, if resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006 (the Act)) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments for rights issues and other pre-emptive issues; and
- (b) to the allotment of equity securities or the sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £99,416,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 January 2019 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Notice of Annual General Meeting continued

Special resolutions continued

Authority for the Company to make market purchases of its own shares

16. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the Act) to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1 pence each provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 19,883,312 (representing 10% of the issued share capital of the Company, excluding shares held in treasury);
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1 pence (being the nominal value of an ordinary share);
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange Daily Official List) 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 of an ordinary share and the highest current independent bid on the trading venues where the purchase is carried out;
 - (d) this authority shall, unless previously renewed, revoked, varied or extended, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 January 2019; and
 - (e) the Company may enter into any contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority.

Volition Sharesave Scheme

17. To approve the rules of the Volition Group plc 2017 Sharesave Scheme (the Sharesave Scheme), summarised in Appendix 1 to the Notice of Annual General Meeting, produced to the Meeting and (for the purpose of identification) initialled by the Chairman, and to authorise the Directors of the Company to establish further schemes based on the Sharesave Scheme but modified as may be necessary or desirable to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Sharesave Scheme.

Notice period for general meetings, other than Annual General Meetings

18. 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



Michael Anscombe

Company Secretary

30 October 2017

Volition Group plc

Registered office: Fleming Way, Crawley, West Sussex RH10 9YX

Registered in England and Wales number: 09041571

Explanatory Notes to the Notice of Annual General Meeting

Resolution 1 – To receive the Annual Report and Accounts 2017

The Directors are required by the Companies Act 2006 (the Act) to present the accounts, the Directors' Report and the Auditor's Report for the year ended 31 July 2017 to shareholders at the Annual General Meeting. These are contained in the Company's Annual Report and Accounts 2017.

Resolution 2 – To approve the Directors' Remuneration Policy

Shareholders are asked to approve the Directors' Remuneration Policy, which is set out in full in the Directors' Remuneration Report on pages 69 to 75 of the Annual Report and Accounts 2017. Under the Act, the Directors must separately propose for approval by shareholders a Remuneration Policy for the Company's Directors at least every three years. The Policy was first proposed to, and approved by, shareholders at the 2014 AGM and authority must therefore be sought for the new Policy at the 2017 AGM. This vote is binding; therefore, once the Directors' Remuneration Policy is approved, all remuneration payments made to Directors or future Directors must be consistent with this Policy.

Resolution 3 – To approve the Directors' Remuneration Report

Under Section 420 of the Act, the Directors must prepare an annual report detailing the remuneration of the Directors and a statement by the Chairman of the Remuneration Committee (together, the Directors' Remuneration Report). The Act also requires that a resolution be put to shareholders each year for their approval of that report (excluding the part containing the Directors' Remuneration Policy).

The Directors' Remuneration Report can be found on pages 67 to 84 of the Annual Report and Accounts 2017. This resolution is an advisory vote only, which means that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

Resolution 4 – To declare a final dividend

The Company is proposing to shareholders a final dividend of 2.80 pence per ordinary share. If this resolution is approved, the recommended final dividend will be paid on 18 December 2017 to shareholders who are on the register of members of the Company at close of business on 24 November 2017.

Resolutions 5 to 10 – Re-election of Directors

Resolutions 5 to 10 inclusive deal with the re-election of the Directors in accordance with the requirements of the UK Corporate Governance Code (the Code) and the Company's Articles of Association. The Code provides for all directors of FTSE 350 companies to be subject to re-election by the shareholders every year and for any new director, election at the first annual general meeting after their appointment. Accordingly, in keeping with the Board's aim of following best corporate governance practice, all Directors, apart from Adrian Barden, are standing for re-election by the shareholders at this year's AGM.

Adrian Barden, an independent Non-Executive Director, will retire from the Board with effect from the close of the AGM on 13 December 2017 and consequently will not be standing for re-election at the AGM.

Having considered the performance and contribution made by each of the Directors standing for re-election, each of these Directors continues to demonstrate that they remain committed to the role, continues to be an effective and valuable member of the Board, and is able to dedicate sufficient time to their duties.

The Directors also believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Company. The Board has a variety of skills which include significant financial experience, extensive knowledge of the ventilation industry, amongst others, and a wide variety of experience of public companies listed on the London Stock Exchange.

In addition, the Board has determined that, in its judgement, all of the independent Non-Executive Directors being proposed for re-election meet the independence criteria prescribed in the Code as all are independent in character and judgement and there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

Biographies of each of the Directors seeking re-election can be found on pages 46 to 47 of the Annual Report and Accounts 2017 and on the Company's website, www.volutiongroupplc.com.

Explanatory Notes to the Notice of Annual General Meeting continued

Resolution 11 – To re-appoint Ernst & Young LLP as the Company's auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting.

The Audit Committee has reviewed the effectiveness, performance, independence and objectivity of the existing external auditor, Ernst & Young LLP, on behalf of the Board, and concluded that the external auditor was in all respects effective.

This resolution proposes the re-appointment of Ernst & Young LLP until the conclusion of the next Annual General Meeting. Ernst & Young LLP has indicated its willingness to continue in office.

Resolution 12 – To authorise the Audit Committee to determine the remuneration of the auditor

This resolution authorises the Audit Committee, in accordance with standard practice, to negotiate and agree the fees to be paid to the auditor.

Resolution 13 – Political donations and expenditure

The Company does not make, and does not intend to make, any political donations or incur political expenditure. However, the law in this area is widely drafted and could prohibit some activities (such as political lobbying and promoting changes in the law which the Board considers would be in the interest of the Company) unless the Company has first obtained shareholder approval.

This resolution therefore seeks authority to permit political donations and political expenditure in order to authorise activities which would be within the Company's ordinary business. The resolution also permits political donations made and political expenditure incurred by any subsidiary of the Company.

Resolution 14 – To authorise the Directors to allot ordinary shares

The authority in paragraph (a) of this resolution will authorise the Directors to allot the Company's unissued shares up to a maximum nominal amount of £662,777. This amount represents one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 16 October 2017, the latest practicable date prior to the publication of this Notice. In accordance with institutional guidelines issued by the Investment Association (the IA), paragraph (b) of this resolution will allow the Directors to allot, including the shares referred to in paragraph (a), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue up to a maximum nominal amount of £1,325,554, representing approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 16 October 2017. If this resolution is passed, this authority will expire at the end of the next Annual General Meeting of the Company which takes place the year after it is passed or on 31 January 2019, whichever is the earlier.

Although the Directors have no present intention to exercise this authority, it is considered prudent to maintain the flexibility it provides. If the Directors do exercise this authority, they intend to follow best practice as regards its use, as recommended by the IA. As at 16 October 2017, the latest practicable date prior to the publication of this Notice, the Company held 1,166,878 ordinary shares in an Employee Benefit Trust, deemed to be treasury shares, representing 0.58% of the issued share capital.

Resolution 15 – To authorise the Directors to disapply pre-emption rights

If approved, this resolution would authorise the Directors to allot equity shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash without first being required to offer such shares to existing shareholders. The authority contained in this resolution will be limited to an aggregate nominal value of £99,416, which represents 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 16 October 2017, being the latest practicable date prior to the publication of this Notice. If this resolution is passed, this authority will expire at the end of the next Annual General Meeting of the Company after it is passed or on 31 January 2019, whichever is the earlier.

In accordance with the guidelines issued by the Pre-Emption Group, the Directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders.

Resolution 16 – To authorise the Company to make market purchases of its own shares

This resolution authorises the Directors to make market purchases of the Company's ordinary shares up to an aggregate number of 19,883,312, representing 10% of the issued share capital of the Company (excluding treasury shares) as at 16 October 2017, being the latest practicable date prior to the publication of this Notice. Ordinary shares so purchased may be cancelled or held as treasury shares and treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's share incentive plans. This authority expires on the conclusion of the next Annual General Meeting of the Company after it is passed or on 31 January 2019, whichever is the earlier.

The Directors have no current intention to exercise the authority sought by this resolution, but will keep the matter under review. The Directors will use this authority with discretion, when they consider such purchase to be in the best interests of the Company. In reaching a decision to purchase shares of the Company the Directors would take account of the Company's business and any impact on earnings per share, as well as all other relevant factors. The decision as to whether such shares bought back will be cancelled or held in treasury will be made by the Directors on the same basis at the time of purchase.

The minimum price that can be paid for an ordinary share is 1 pence, being the nominal value of an ordinary share. The maximum price that can be paid shall be the higher of (i) 5% over the average of the middle market prices for an ordinary share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the 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.

As at 16 October 2017, there were 1,543,446 outstanding options granted under the Company's Long Term Incentive Plan which, if exercised utilising new issue shares, would represent 0.78% of the issued share capital of the Company (excluding treasury shares). If the proposed authority for the Company to purchase its own ordinary shares were utilised in full, that percentage would increase to 0.86% (excluding treasury shares). As at 16 October 2017, the Company held 1,166,878 ordinary shares in an Employee Benefit Trust (deemed to be treasury shares) and there were no outstanding warrants to subscribe for equity shares in the Company.

Resolution 17 – To authorise the introduction of the Volution Group plc 2017 Sharesave Scheme (the Sharesave Scheme)

The introduction of a new all-employee tax-advantaged Sharesave Scheme is proposed. Under the Sharesave Scheme, all eligible employees are invited to participate on the same basis by entering into an approved savings contract for a period of three years and are granted an option to acquire ordinary shares in the Company at the end of that period using the proceeds of their savings contract. The exercise price of an option is fixed at the time the invitation to apply for an option is issued and will not be less than 80% of the market value of a share at that time.

The Sharesave Scheme is intended to qualify for tax advantages in the United Kingdom (under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003). There will be power to scale back awards and limit the maximum monthly saving at the Remuneration Committee's discretion, to preserve balance and protect the overall sustainability of the Company's incentive scheme structure.

The main provisions of the Sharesave Scheme are summarised in Appendix 1 to this Notice of AGM.

Resolution 18 – Notice period for general meetings, other than Annual General Meetings

Under the Act, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will always be held on at least 21 clear days' notice, but shareholders can approve a shorter notice period for other general meetings.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than Annual General Meetings, on not less than 14 clear days' notice. If approved, it will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution be proposed.

The shorter notice period would not be used as a matter of routine, but only where the flexibility was merited by the business of the Meeting and was thought to be in the interests of the shareholders as a whole.

Note that changes to the Act 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 for all shareholders for that meeting.

Administrative Notes in Connection with the Annual General Meeting

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Equiniti Limited (the Registrar), prior to being admitted to the Annual General Meeting.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying Form of Proxy. If members wish their proxy to speak on their behalf at the Meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar by telephone on 0371 384 2030. Lines are open 8.30 am to 5.30 pm, Monday to Friday (excluding public holidays in England and Wales). The Equiniti overseas helpline number is +44 (0) 121 415 7047. A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the "Vote withheld" option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the resolution. The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish. A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 9 below.

3. Appointment of a proxy using a Form of Proxy

A Form of Proxy for use in connection with the Annual General Meeting is enclosed. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that Meeting. If you do not have a Form of Proxy and believe that you should have one, or you require additional Forms of Proxy, please contact the Registrar. Amended instructions must also be received by the Registrar by the deadline for receipt of Forms of Proxy.

4. Appointment of a proxy through CREST

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 and by logging on to the following website: 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 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 Registrar (ID RA19) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that Meeting. 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 Registrar 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 provider(s) should note that Euroclear UK & Ireland Limited 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 their 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. 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 (as amended).

5. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

6. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

7. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at the close of business on Monday 11 December 2017 (or, if the Annual General Meeting is adjourned, at the close of business on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

8. Votes to be taken by a poll

At the Annual General Meeting, all votes will be taken by a poll rather than on a show of hands. It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website, www.volutiongroupplc.com, by 6.00 pm on the day of the Annual General Meeting. Poll cards will be issued on registration to those attending the Annual General Meeting.

9. Nominated persons

Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the Act) to enjoy information rights (a Nominated Person) may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

10. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by Section 311A of the Act, and a copy of this Notice of Annual General Meeting is available from the "Investors" section at www.volutiongroupplc.com.

11. Audit concerns

Members should note that it is possible that, pursuant to requests made by members (meeting the threshold requirements) of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with the 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 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

12. Voting rights

The Company's issued share capital as at 16 October 2017 (the latest practicable date prior to the publication of this Notice) consisted of 200,000,000 ordinary shares, of which 1,166,878 were held in treasury. The ordinary shares carry one vote each on a poll at general meetings of the Company. The Company is not permitted to exercise the voting rights attaching to shares held in treasury. Therefore, the total number of voting rights in the Company at 16 October 2017 was 198,833,122.

13. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

Administrative Notes in Connection with the Annual General Meeting continued

14. Members' right to require circulation of a resolution to be proposed at the Annual General Meeting

Members meeting the threshold requirements set out in the Act have the right to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to Section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Annual General Meeting pursuant to Section 338A of the Act.

15. Further questions and communication

Under Section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the Meeting unless answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered. Members who have any queries about the Annual General Meeting should contact the Company by email at investors@volutiiongroupplc.com.

16. Electronic address

Any electronic address provided either in the Notice of AGM or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

17. Documents available for inspection

Copies of the Executive Directors' service contracts, the letters of appointment of the Non-Executive Directors and the Rules of the Volution Group plc 2017 Sharesave Scheme are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and UK public holidays excepted) and will be available at the place of the Annual General Meeting from 15 minutes before the Meeting until its conclusion.

Appendix 1

Summary of the rules of the Volution Group plc 2017 Sharesave Scheme (the Sharesave Scheme)

Overview

The Sharesave Scheme is a global “all-employee” share option scheme which will give participating employees the opportunity to acquire ordinary shares in the Company (Shares) using savings of up to £500 per month or such other amount permitted under the relevant legislation governing UK “tax-advantaged” savings-related share option schemes from time to time (the UK Savings Limit). Where the employee saves in a currency other than Sterling, the maximum monthly savings permissible will be the local currency equivalent of the UK Savings Limit as determined by the Board.

For participants who are subject to UK taxation, the Sharesave Scheme has been designed to satisfy the requirements of the UK “tax-advantaged” regime under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003, so that options granted under it will offer beneficial tax treatment to the participant and the participant’s employing company. There are currently no specific tax-advantaged arrangements available in the other jurisdictions in which the Sharesave Scheme is to extend.

Savings contracts

Under the Sharesave Scheme, employees will be required to make regular savings in accordance with a savings contract determined by the Board (a Savings Contract).

Where employees are saving in a currency other than Sterling, the Board may allow employees to make a “top-up payment” from their own funds at the end of the Savings Contract where the amount of their savings would otherwise be insufficient to exercise their option in full.

Eligibility

Any employee (including an Executive Director) of the Company or any of its participating subsidiaries may apply for an option when invitations to apply for options are made.

Where “tax-advantaged” options are granted in the UK, the Board is required to invite all employees in that country who have been in employment for a minimum period not exceeding five years (as determined by the Board).

Exercise price

The proceeds of the Savings Contract can be used to exercise an option to acquire Shares at an exercise price set at the date of invitation. For all options, the exercise price may not be less than 80% (or such other percentage as may be permitted by the relevant UK legislation) of the market value of a Share at the date of invitation. When calculating the market value of a Share for setting the exercise price, only share prices within the six-week period following the approval of the Sharesave Scheme by the Company’s shareholders, the announcement of the Company’s results for any period, any day on which changes to UK legislation affecting savings-related share option schemes are proposed or made, any day on which a new UK Savings Contract is announced or comes into effect, or on any day on which the Board determines that exceptional circumstances exist may be used. However, if restrictions apply on dealing in Shares during these periods, share prices in the period of six weeks following the relevant restriction being lifted may be used.

Exercise of options

Ordinarily, an option may be exercised within six months of the date the Savings Contract matures (or such other date as the Board may determine).

Appendix 1 continued

Summary of the rules of the Volution Group plc 2017 Sharesave Scheme (the Sharesave Scheme)

Cessation of employment

If an employee dies whilst holding an option, their personal representatives will normally have up to a year from the date of the participant's death to exercise their option.

Options may also be exercised early for a period of up to six months from the date the employee ceases employment if they leave employment because of injury, disability, redundancy or retirement, the sale of the entity that employs them out of the Group or, provided the option has been held for at least three years, any other reason apart from their summary dismissal.

If a participant ceases employment with the Group in any other circumstances, any option they hold shall lapse on the date on which the participant ceases employment.

Corporate events

Options may be exercised early in the event of a change of control or winding-up of the Company. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company. Options will be exchanged (or will lapse) in the event of an internal re-organisation of the Group.

Overall Sharesave Scheme limits

In any ten-year period, the number of Shares which may be issued under the Sharesave Scheme and under any other employees' share scheme adopted by the Company may not exceed 10% of the issued share capital of the Company from time to time.

Shares held in treasury will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

These limits may be subject to adjustment in the event of a variation of the Company's share capital or similar events (please see "Adjustments").

Amendments

The Board may amend the Sharesave Scheme or the terms of any option at any time, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares subject to an option, and any adjustment made in respect of a variation of capital. Any amendment to the Sharesave Scheme or an option (so far as it relates to an option which has been granted under any "tax-advantaged" regime) would be in accordance with the relevant tax legislation.

However, any minor amendment to the Sharesave Scheme to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without shareholder approval.

Adjustments

In the event of any variation of the Company's share capital, or in the case of any options other than those granted to UK participants or any demerger, delisting, special dividend, rights issue or other event, which may, in the Board's opinion, affect the current or future value of Shares, the Board may make such adjustments as it considers appropriate to the number of Shares subject to an option, any exercise price applicable to an option or the limits on the maximum number of Shares that may be used in connection with the Sharesave Scheme. Any adjustment to a "tax-approved" option may only be made in accordance with the requirements of the applicable tax legislation.

Termination

The Sharesave Scheme will terminate on the tenth anniversary of its approval by shareholders, but the rights of existing participants will not be affected by any termination.

Benefits not pensionable

Participants have no rights to pension in respect of Sharesave Scheme benefits.

Options not transferable

Options granted under the Sharesave Scheme are not transferable other than to the participant's personal representatives in the event of death.

Satisfying options

Options may be satisfied using newly issued Shares, Shares held in treasury or Shares purchased in the market.

This summary does not form part of the rules of the Sharesave Scheme and should not be taken as affecting the interpretation of their detailed terms and conditions. The Remuneration Committee reserves the right up to the time of the Annual General Meeting to make such amendments and additions to the rules of the Sharesave Scheme as they consider appropriate, provided that such amendments do not conflict in any material respect with this summary.



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