

18 July 2019

This document is important and requires your immediate attention.

If you have any doubt about the action you should take, it is recommended that you consult your stockbroker, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Triad Group Plc please pass this document and the accompanying documents to the purchaser or to the agent through whom the sale was effected for onward transmission to the purchaser.

Dear Shareholder,

Annual General Meeting 2019

I am writing to invite you to the Annual General Meeting of Triad Group Plc which will be held at Frobisher Rooms (Level 4), Barbican Centre, Silk Street, London, EC2Y 8DS on Wednesday 14 August 2019 at 11.00am.

Please arrive at the main entrance to the Barbican Centre on Silk Street. Access to the meeting room will be clearly signposted inside the entrance.

This letter accompanies the Directors' Report and audited financial statements for the year ended 31 March 2019.

Full details of the meeting and the resolutions that will be put to shareholders are set out in the Notice of Meeting.

The Directors consider that each of the proposed resolutions in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole and therefore unanimously recommend that you vote in favour of each of them, as they intend to do in respect of their own beneficial holdings.

A Form of Proxy for use at the Annual General Meeting is enclosed and should be completed and returned to the registrars of the Company, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA at least 48 hours before the meeting. Completion and return of the proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

I look forward to welcoming you to the meeting.

Yours sincerely,



John Rigg
Executive Chairman

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Triad Group Plc will be held at Frobisher Rooms (Level 4), Barbican Centre, Silk Street, London, EC2Y 8DS on Wednesday 14 August 2019, at 11.00 am to transact the following business:

To consider and, if thought fit, pass the following resolutions with those numbered 1 to 7 being proposed as ordinary resolutions and resolution numbers 8 and 9 as special resolutions.

Ordinary Resolutions

1. To receive the reports of the Directors and auditors and the audited accounts and financial statements for the year ended 31 March 2019.
2. To approve payment of a final dividend of 2.0p per share for the year ended 31 March 2019.
3. To approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) in the form set out in the Company's annual report and accounts for the year ended 31 March 2019.
4. To re-elect Nick Burrows as a Director.
5. To re-elect Steven Sanderson as a Director.
6. To re-appoint BDO LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the Directors.
7. THAT in substitution for any existing such authority the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £53,229 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Company's AGM to be held in 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company from time to time may allot shares and grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

Special Resolutions

8. THAT the Directors of the Company from time to time be and hereby are empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to;
 - (a) the allotment of equity securities in connection with any offer by way of rights or open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors of the Company from time to time may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with or under the laws or requirements of any regulatory or other authority in any jurisdiction; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £7,984 and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the conclusion of the AGM of the Company in 2020, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares sold after the expiry of the authority period and the Directors of the Company from time to time may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the authority hereby conferred had not expired.
9. THAT the Directors be authorised to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice.

By order of the board

N E Burrows ACA
Company Secretary, Triad Group Plc
18 July 2019

Registered office:
Weyside Park
Catteshall Lane
Godalming
Surrey
GU7 1XE

General Notes

1. A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, to exercise all or any of his rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company.
2. Should you wish to appoint more than one proxy please photocopy the accompanying proxy form indicating on each copy the name of the proxy you wish to appoint, the number of shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions proposed.
3. To be valid an instrument of proxy and any letter or power of attorney (or a duly certified copy thereof) must (failing previous registration with the Company) be lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.00am on 12 August 2019.
4. Completion and return of a form of proxy does not preclude a member from subsequently attending and voting at the Annual General Meeting.
5. In accordance with Section 325 of the 2006 Act, the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the 2006 Act. Persons nominated to receive information rights under section 146 of the 2006 Act who have been sent a copy of this Notice of Meeting are hereby informed, in accordance with Section 149(2) of the 2006 Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 14 August 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com/CREST. 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate Crest message ("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, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 11.00am on 12 August 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrars are 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.
8. CREST members, and where applicable their CREST sponsors or voting service provider(s), 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 a 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. Pursuant to the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the Annual General Meeting (and for the purposes of determining the number of votes they may cast) members must be entered on the Company's register of members no later than 6.30 pm on 12 August 2019 or, in the event the meeting is adjourned, 6.30 pm on the date which is two days prior to the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
11. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
12. In accordance with section 311A of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.triad.co.uk.
13. The following documents are available for inspection at the registered office of the Company during normal business hours and at the place of the meeting for fifteen minutes prior to and during the Annual General Meeting; (i) copy of Directors' service contracts; and (ii) copies of letters of appointment between the Non-Executive Directors and the Company.
14. At the close of business on 8 July 2019 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 15,968,979 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the Company at 8 July 2019 is 15,968,979.
15. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes

Resolution 1 – Annual Report and Accounts

The Directors are required to present the reports of the Directors and the auditors and the audited accounts of the Company to the shareholders at a General Meeting.

Resolution 2 – Approval of final dividend

Shareholders are being asked to approve a final dividend of 2.0 pence per ordinary share for the year ended 31 March 2019. If the recommended final dividend is approved, this is expected to be paid on 23 August 2019 to all ordinary shareholders who are on the register of members at the close of business on 2 August 2019.

Resolution 3 – Approval of the Directors' Remuneration Report.

The Directors Remuneration Report (other than the part containing the Directors' Remuneration Policy) is laid before shareholders for approval. This report is set out on pages 18 to 23 in the 2019 Annual Report.

Resolution 4 – Re-election of Director

Nick Burrows is the Finance Director. He is a Chartered Accountant who joined Triad in 2001 as Financial Controller of the Consulting & Solutions business. He was appointed Company Secretary in 2008 and executive Finance Director in October 2009.

Resolution 5 – Re-election of Director

Steven Sanderson is a non-executive Director. He is a Chartered Accountant. He was appointed non-executive Director in January 2007. He has extensive experience at executive director level in the IT services and telecommunications sectors. His background includes public flotations, plc directorship, fund raising, acquisition and disposal activities.

Resolution 6 – Reappointment of auditors

We are required to appoint auditors at every general meeting at which accounts are presented to shareholders. The Directors recommend the reappointment of BDO LLP as the Company's auditors.

Resolution 7 – Authority to allot shares

Resolution 7 seeks the authority to allot ordinary shares for a period expiring at the conclusion of the next Annual General Meeting. The £53,229 nominal amount of shares to which this authority will relate, after allowing for ordinary shares arising on the exercise of share options, represents approximately one third of the nominal amount of the issued ordinary share capital of the Company at 8 July 2019, the latest practicable date prior to publication of this notice. The Directors have no present intention of exercising this authority but is seeking its renewal to ensure that the Company has maximum flexibility in managing the Group's capital resources. It is the current intention to renew this authority annually.

Resolution 8 – Disapplication of pre-emption rights

Resolution 8 seeks the authority to allot equity securities for cash without first being required to offer such securities to existing shareholders. The £7,984 nominal amount of equity securities to which this authority relates represents approximately five per cent of the nominal amount of the issued ordinary share capital of the Company at 8 July 2019, the latest practicable date prior to publication of this notice. The Directors believe that this resolution will mean that they can take advantage of advantageous business opportunities as they arise. The Directors have no present intention of exercising this authority. The authority will expire at the conclusion of the next Annual General Meeting and it is the current intention to renew this authority annually.

Resolution 9 – Notice of General Meetings

The Companies Act 2006 enables listed companies to call a general meeting (other than an Annual General Meeting) on 14 clear days' notice. The EU Shareholder Rights Directive requires listed companies to call such general meetings on at least 21 clear days' notice unless shareholders have previously approved the calling of general meetings at shorter notice. The Company wishes to retain the option of calling general meetings on 14 clear days' notice. Resolution 9 seeks such approval. The approval will be effective up to the next Annual General Meeting and it is our intention to renew the authority at each Annual General Meeting.