

5 July 2021

## **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.

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Dear Shareholder,

### **Annual General Meeting 2021**

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 28 July 2021 at 11.00 a.m.

Due to the Covid-19 social distancing measures currently in place at the date of this letter, shareholders are strongly discouraged from attending this meeting in person. We are closely monitoring developments relating to the Covid-19 pandemic and, if there are any changes to our AGM arrangements, we will notify you as soon as possible.

**If you want to attend in person, 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 2021.

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 before 11.00 a.m. on Monday 26 July 2021. Alternatively, you may vote electronically, and full details are found in note 6 on page 3 of this letter. 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,



**Dr John Rigg**  
Executive Chairman

# Notice of Meeting

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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 28 July, at 11.00 a.m. 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 2021.
2. To approve payment of a final dividend of 2.0p per share for the year ended 31 March 2021.
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 2021.
4. To re-elect John Rigg as a Director.
5. To re-elect Alistair Fulton 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 £53,845 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 2022 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 £8,085  
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 2022, 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

J V McDonald FCCA  
Company Secretary, Triad Group Plc  
5 July 2021

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

# General Notes

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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 11.00 a.m. Monday 26 July 2021.
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. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) using their personal Voting ID, Task ID and Shareholder Reference Number (which are printed on the proxy form). Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk), using their usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on-screen instructions. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00 a.m. on Monday 26 July 2021.
7. 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 Wednesday 28 July 2021 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/CREST](http://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.
8. 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 11.00 a.m. on Monday 26 July 2021. 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.
9. 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.
10. 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.
11. 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 p.m. on Monday 26 July 2021 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.
12. 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.
13. 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](http://www.triad.co.uk).
14. 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.
15. At the close of business on Monday 5 July 2021 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 16,169,579 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the Company at 5 July 2021 is 16,169,579.
16. 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

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## **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 2021. If the recommended final dividend is approved, this is expected to be paid on 20 August 2021 to all ordinary shareholders who are on the register of members at the close of business on 30 July 2021.*

## **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 22 to 28 in the 2021 Annual Report.*

## **Resolution 4 – Re-election of Director**

*John Rigg is Chairman. He is a Chartered Accountant. He was a founder of Marcol Group Plc and was its Managing Director from 1983 until 1988. Marcol was floated on the Unlisted Securities Market in 1987. He was Chairman of Vega Group plc from 1989 until 1996, holding the post of Chief Executive for much of this period. Vega floated on the main market in 1992. He was a founder shareholder of Triad and served as the Chairman of the Company from 1988 up to just before its flotation in 1996, when he resigned to develop new business interests overseas. He was appointed as non-executive Chairman in June 1999: in May 2004 he became part-time executive Chairman. Between 4 February 2005 and 5 September 2007 John was acting Group Chief Executive.*

## **Resolution 5 – Re-election of Director**

*Alistair Fulton is a non-executive Director. He is a Chartered Engineer and member of the British Computer Society. He was the founding Managing Director of Triad. He continued in this role until February 1997 when he became non-executive Chairman, a position he retained until June 1999, when he took up his present position. He was a board member of CSSA for 15 years, President in 2000/2001, and is currently Senior Warden of the Worshipful Company of Information Technologists, the 100th Livery Company of the City of London.*

## **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 £53,845 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 5 July 2021, 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 £8,085 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 5 July 2021, 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.*