

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in Ross Group PLC you should deliver this document, together with the enclosed Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

**Ross Group PLC**  
**(Registered in England and Wales**  
**No 131902)**

<i>Directors:</i>	<i>Registered office:</i>
BR Pettitt (Chairman and CEO)	71-75 Shelton Street
WL Hopkins (Executive Director)	Covent Garden
SC Mehta BSc (Hons) (Executive Director)	London WC2H 9JQ
MJ Simon FCA, FCCA (Non-executive Director)	

6th December 2016

To the holders of Ordinary Shares

Dear Shareholders

2016 Annual General Meeting

The 2016 Annual General Meeting (“AGM”) of Ross Group PLC (the “Company”) is to be held at the offices of Messrs Simon Silver-Myer Chartered Accountants at 8 Durweston Street London W1H 1EW on Thursday 29<sup>th</sup> December 2016 at 10.00 a.m. The notice convening the AGM is set out towards the end of this letter and I am writing to you to give you more information about the resolutions to be considered at the meeting.

A copy of the Annual Report and Accounts for the year ended 31st December 2015 is enclosed for those shareholders who have requested to continue to receive hard copy shareholder information; alternatively the Report and Accounts can be viewed and downloaded from the Company website at [www.nevilleregistrars.co.uk/rossgroup](http://www.nevilleregistrars.co.uk/rossgroup)

Resolutions 1 to 8 deal with the ordinary business that normally takes place at an annual general meeting and require no explanation.

The information below explains the reasons for Resolutions 9 and 10

Resolutions 9 and 10 – Authority to allot shares and disapplication of pre-emption rights

Resolutions 9 and 10 provide for the grant of authorities to the Directors pursuant to sections 570 and 551 of the Companies Act 2006 to allot shares.

Resolution 9 will permit the issue of shares pro rata to existing shareholders and the issue of shares other than to existing shareholders for a non-cash consideration. The number of Ordinary Shares that may be issued pursuant to the authority will be limited to 59,826,476 Ordinary Shares which is equivalent to one-third of the Company’s issued ordinary share capital at the date of the AGM. The authority will expire 15 months after the AGM or at the conclusion of the 2017 Annual General Meeting, whichever occurs first, unless extended or renewed.

Resolution 10 will permit the issue of Ordinary Shares for non-cash consideration other than pro rata to existing shareholders. The number of Ordinary Shares that may be issued pursuant to this authority will be limited to 59,826,476 Ordinary Shares which is equivalent to one-third of the Company's issued ordinary share capital at the date of the AGM. The authority will also expire 15 months after the AGM or at the conclusion of the 2017 Annual General Meeting, whichever occurs first, unless extended or renewed.

The New Ordinary Shares, if authorised and approved by the Company's Board of Directors, will be issued credited as fully paid and will rank pari passu with the Existing Shares (including the right to receive all dividends or other distributions declared, made or paid thereon after the date of issue).

The authorities sought will replace those granted at the time of the last Annual General Meeting. The new authorities are being sought to maintain flexibility in the financing of the Company and to give the Directors the opportunity to take advantage of business opportunities as they arise.

### Uneconomic shareholdings

The Company welcomes shareholders, regardless of the size of their holding. However a considerable number hold shares which frankly are extremely modest in value terms based on anything like the current share price. The Company supports ShareGift, the share donation charity (registered charity number 10652686), which accepts donations of shares which would otherwise be uneconomic to sell, collects them into holdings that are large enough to sell and uses the proceeds for the benefit of UK charities. ShareGift has given millions of pounds to hundreds of different charities since it was launched in 1996. Donating shares in this way to charity gives rise neither to a gain nor a loss for capital gains tax purposes. Shareholders who wish to donate shares in this way are invited to visit ShareGift's website [www.ShareGift.org](http://www.ShareGift.org) or telephone 0207 930 3737.

### Action to be taken

A WHITE form of proxy for use by shareholders at the AGM is enclosed with this document. Shareholders are requested to return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA as soon as possible and, in any event, not later than 10:00 a.m. on 27<sup>th</sup> December 2016. The return of a form of proxy will not preclude a shareholder from attending and voting at the AGM if he/she so wishes.

### Recommendation

Your Directors believe that all the resolutions to be proposed at the AGM, and in particular resolutions numbered 9 and 10 are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of such resolutions as they intend to do in respect of their own shareholdings amounting, in aggregate, to 35,782,436 of the Ordinary Shares representing approximately 19.94 per cent of the issued equity share capital of the Company as at the date of this letter.

Yours faithfully,

Barry Richard Pettitt  
Chairman and Chief Executive Officer

NOTICE OF ANNUAL GENERAL MEETING  
ROSS GROUP PLC  
(the “Company”)

(incorporated and registered in England and Wales under the Companies Act 1985 with  
registered number 131902)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Simon Silver-Myer Chartered Accountants at 8 Durweston Street London W1H 1EW on Thursday 29<sup>th</sup> December 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions below, of which resolutions 1 to 8 inclusive will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions (each a “Resolution”).

ORDINARY RESOLUTIONS

1. To receive the Report of the Directors, the audited financial statements for the year ended 31st December 2015, and the auditors’ report thereon.
2. To approve the Directors’ Remuneration Report.
3. To re-elect BR Pettitt as a Director.
4. To re-elect WL Hopkins as a Director.
5. To re-elect SC Mehta as a Director.
6. To re-elect MJ Simon as a Director.
7. To elect K Fusa as a Director
8. To re-appoint Carter Backer Winter as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company at which financial statements are laid before the Company and to authorise the Directors to agree their remuneration.

SPECIAL RESOLUTIONS

9. That, pursuant to section 551 of the Companies Act 2006 (the “Act”), and in substitution for all existing authorities under that section, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to an aggregate nominal amount of 59,826,476 Ordinary Shares which is equivalent to one-third of the Company’s issued ordinary share capital at the date of the AGM provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2016, save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.

10. That, subject to the passing of Resolution 9, pursuant to section 570 of the Companies Act 2006 (the “Act”), and in substitution for all existing authorities under that section, the Directors be and are generally empowered, pursuant to section 570 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 9 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 an offer (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (b) the allotment of equity securities for cash (otherwise than pursuant to paragraph 9 (a) above) up to an aggregate nominal amount of 59,826,476 Ordinary Shares which is equivalent to one-third of the Company’s issued ordinary share capital at the date of the AGM,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2017, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

“Rights issue” means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of ordinary shares in the capital of the Company on the register on a record date fixed by the Directors in proportion as nearly as may be to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

By order of the Board  
MJ Simon FCA, FCCA  
Company Secretary

6<sup>th</sup> December 2016

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not be a member of the Company, but is entitled to exercise all or any of the member's rights to attend and to speak and vote at a meeting of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by him. A form of proxy is enclosed with this document for use at this meeting. If you wish to appoint more than one proxy, please contact our registrars, Neville Registrars Limited.
2. To be valid, a completed form of proxy, together with a power of attorney or other authority, under which it is signed (or a notarially certified copy thereof), must be deposited at the offices of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be). Shareholders wishing to vote online should visit [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and completed the authentication requirements. Shareholders will need to use their personal proxy registration code that is printed on the Form of Proxy to validate the submission of their proxy online.
3. Completion and return of a form of proxy will not prevent a shareholder from subsequently attending and voting in person at the Annual General Meeting.
4. In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Register of Members of the Company as at 6:00 p.m. on 27th December 2016, or in the event that the meeting is adjourned, in the Register of Members as at 6:00 p.m. on the day that is two days prior to any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after 6:00 p.m. on 27<sup>th</sup> December 2016 or, in the event that the meeting is adjourned, 6:00 p.m. on the day that is two days prior to the day of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. Any person to whom this notice is sent who is a person that has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights ("nominated person") does not have a right to appoint a proxy. However, a nominated person may, under an agreement with the registered shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if a nominated person does not have such a right, or does not wish to exercise it, he/she may have a right under any such agreement to give instructions to the registered shareholder as to the exercise of voting rights.
7. As at 6<sup>th</sup> December 2016 (being the last practicable date prior to the publication of this notice) the Company's issued equity share capital consisted of 179,479,428 ordinary shares of 0.1p each. Each ordinary share carries the right to vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6<sup>th</sup> December 2016 was 179,479,428. As at 6<sup>th</sup> December 2016 (being the last practicable date prior to the publication of this notice) the Company held no treasury shares.