

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent adviser authorised under the Financial Services and Markets Act 2000 (as amended) without delay.

If you have sold or transferred all your ordinary shares in The 600 Group Public Limited Company, you should pass this document and the accompanying Form of Proxy 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. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might cause a violation of local securities law or regulations.

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# **The 600 Group Public Limited Company**

*(Incorporated and registered in England and Wales with registered no. 196730)*

## **Notice of Annual General Meeting**

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This document should be read as whole. Your attention is drawn to the letter from the Executive Chairman of the Company which is set out in Part I of this document and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

**Notice of the Annual General Meeting to be held at the offices of Haddeo Partners LLP, 42 Berkeley Square, London W1J 5AW on Thursday 17 September 2015 at 10.30 a.m. is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company's registrars, Capita Asset Services, at the address on the reverse of the Form of Proxy, no later than 10.30 a.m. on 15 September 2015 or not less than 48 hours before the adjournment of the Annual General Meeting.**

**Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the Annual General Meeting should they so wish.**

## Definitions

<b>Act</b>	the Companies Act 2006
<b>AIM</b>	the AIM market of the London Stock Exchange
<b>Annual General Meeting</b>	the annual general meeting of the Company, notice of which is set out at the end of this document and including any adjournment(s) thereof
<b>Annual Report and Accounts</b>	the annual report and accounts of the Company for the period ended 28 March 2015
<b>Articles</b>	the articles of association of the Company adopted by special resolution on 29 September 2010 (as amended from time to time)
<b>Board</b>	the board of Directors of the Company as at the date of this document
<b>Company</b>	The 600 Group Public Limited Company
<b>Directors</b>	the directors of the Company as at the date of this document
<b>Form of Proxy</b>	the form of proxy accompanying this document relating to the Annual General Meeting
<b>Group</b>	the Company and its subsidiaries
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Ordinary Shares</b>	ordinary shares of 1p each in the capital of the Company
<b>Registrar of Companies</b>	the Registrar of Companies under the Act
<b>Shareholders</b>	the holders of Ordinary Shares
<b>UK or the United Kingdom</b>	the United Kingdom of England, Wales, Scotland and Northern Ireland
<b>£</b>	Great British pounds, the basic unit of currency in the United Kingdom

## Part I

### Letter from the Executive Chairman of The 600 Group Public Limited Company

Registered no.196730

*Registered Office:*

1 Union Works  
Union Street  
Heckmondwike  
West Yorkshire  
WF16 0HL

**To holders of ordinary shares in The 600 Group Public Limited Company**

18 August 2015

**Dear Shareholder**

#### **Annual General Meeting**

A formal notice of the ninety-first Annual General Meeting of the Company to be held at the offices of Haddeo Partners LLP, 42 Berkeley Square, London W1J 5AW on 17 September 2015 at 10.30 a.m. and a Form of Proxy for use at the Annual General Meeting accompany this letter. A copy of the Annual Report and Accounts will be sent or made available to members in advance of the Annual General Meeting.

Each shareholder registered on the register of members of the Company at 6.00 p.m. on 15 September 2015 is entitled to vote on the resolutions contained in the notice of the Annual General Meeting. If you would like to vote on the resolutions but cannot come to the Annual General Meeting, please fill in the Form of Proxy sent to you with this document and return it to our registrars as soon as possible. They must receive it by 10.30 a.m. on 15 September 2015. Further information in relation to the Form of Proxy (including how to return a completed proxy instruction) is set out in the notice of Annual General Meeting and on the reverse of the Form of Proxy itself.

The notice sets out the resolutions to be proposed at the Annual General Meeting. Resolutions 1 to 7 are proposed as ordinary resolutions. This means that, for each of these resolutions to be passed, more than half the votes cast must be in favour of the resolutions. Resolutions 8 and 9 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour. The notes detailed below are intended to help you understand the effect and purpose of the resolutions.

#### ***Resolution 1 – Report and accounts***

The Act requires the directors of a public company in respect of each financial year to lay the accounts and the reports of the Directors and the auditor before the company in general meeting. This gives Shareholders the opportunity to ask questions on the contents of the Annual Report and Accounts before voting on the resolution, which will be proposed as an ordinary resolution.

#### ***Resolution 2 – Auditor***

This resolution, which will be proposed as an ordinary resolution, proposes the re-appointment of KPMG LLP to act as the Company's auditor until the conclusion of the next annual general meeting and, in accordance with standard practice, authorises the Directors to determine the auditor's remuneration.

### ***Resolutions 3 to 5 – Directors***

The Articles require each Director to retire at the third annual general meeting after which he was appointed or re-appointed. This year Mr. Neil Carrick and Mr. Stephen Rutherford shall retire and offer themselves for re-election as an Executive and a Non-Executive Director respectively of the Company. In addition Mr. Stephen Fiamma was appointed a Non-Executive Director of the Company by the Board subsequent to the last annual general meeting. As such, he will retire and offer himself for election as a Non-Executive Director of the Company.

Brief biographical details for each of Mr. Neil Carrick, Mr. Stephen Rutherford and Mr. Stephen Fiamma are included on page 11 of the Annual Report and Accounts.

Given the relevance and extent of their experience, the Directors are of the opinion that each of Mr. Neil Carrick and Mr. Stephen Rutherford should be re-elected and, in the case of Mr. Stephen Fiamma, elected, in each case, as directors of the Company.

### ***Resolution 6 – Authority to allot shares***

The Act provides that the Directors may not allot Ordinary Shares (or grant certain rights over Ordinary Shares) unless authorised to do so by the Company in general meeting or by its Articles (other than pursuant to an employee share scheme). The Directors' existing authority to allot Ordinary Shares, which was granted at the annual general meeting held on 17 September 2014 will expire at the end of the Annual General Meeting. This resolution, which is proposed as an ordinary resolution, proposes that the Directors are given authority to allot Ordinary Shares and other relevant securities up to an aggregate nominal amount of one half of the issued Ordinary Share capital of the Company as at the close of business on 17 August 2015 (being the latest practicable date prior to publication of this document) without obtaining further consent of its shareholders.

The authority shall expire at the close of the 2016 annual general meeting or, if sooner, on 17 December 2016 and will replace the authority granted to the Directors at last year's Annual General Meeting.

### ***Resolution 7 – Political donations***

Part 14 of the Act prohibits the Group from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by Shareholders. Aggregate donations made by the Group of £5,000 or less during any 12 month period will not be caught by the relevant restrictions.

Neither the Company nor any of its subsidiaries have any intention of making any political donations or incurring any political expenditure. However, the penalties for breaching the legislation, even if inadvertent, are severe and the Act defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be included in these definitions.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

This resolution, which is proposed as an ordinary resolution, does not authorise any specific donations or expenditure. As required by the Act, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which (whether individually or in aggregate) exceeds £2,000. The authority conferred by this resolution will expire at the end of next year's annual general meeting or, if sooner, on 17 December 2016.

### ***Resolution 8 – Authority to purchase own shares***

This resolution (which will be proposed as a special resolution) is to grant the Company authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The authority will expire at the close of the 2016 annual general

meeting or, if sooner, on 17 December 2016. The resolution specifies the maximum number of shares which may be purchased (representing approximately 10 per cent. of the Company's issued Ordinary Share capital as at 17 August 2015 (being the latest practicable date prior to publication of this document)) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act. The purchases will only be made on AIM. The Directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and a decision would be taken in the light of prevailing circumstances at the time the relevant repurchase is made. The Board will only exercise the power to make purchases of shares after consideration of the effects on earnings per share and the benefits for Shareholders generally.

#### ***Resolution 9 – Disapplication of pre-emption rights***

The Act gives holders of Ordinary Shares, with limited but important exceptions, certain rights of pre-emption if the Directors wish to allot any equity securities for cash, or grant rights over any equity securities for cash or sell treasury shares for cash. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing Shareholders.

The Directors' current authority expires at the close of the Annual General Meeting and, accordingly, this resolution, which will be proposed as a special resolution, seeks to renew this authority on similar terms for a further period, expiring at the close of the 2016 annual general meeting or, if sooner, on 17 December 2016. The authority, if granted, gives the Directors power to allot shares without the application of these statutory pre-emption rights: first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements; and second, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £92,357 (representing approximately 10 per cent. of the nominal value of the issued Ordinary Share capital of the Company as at 17 August 2015 (being the latest practicable date prior to publication of this document)).

#### **Recommendation**

Your Directors unanimously believe the proposals in relation to the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole and recommend Shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

#### **Action to be taken**

All Shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. A Form of Proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 10.30 a.m. on 15 September 2015. Completion and return of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person should you wish.

Yours faithfully

**Paul Dupee**  
*Executive Chairman*

## Part II

### Notice of Annual General Meeting

Notice is hereby given that the ninety-first Annual General Meeting of The 600 Group Public Limited Company (the “**Company**”) will be held at the offices of Haddeo Partners LLP, 42 Berkeley Square, London W1J 5AW on 17 September 2015 at 10.30 am. The business to be brought before the Annual General Meeting will be to ask Shareholders to vote on the resolutions set out below, which, in the case of resolutions 1 to 7 are to be proposed as ordinary resolutions and, in the case of resolutions 8 and 9 are to be proposed as special resolutions:

1. To receive the accounts, together with the reports of the Directors and auditor, for the period ended 28 March 2015.
2. To re-appoint KPMG LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration.
3. To re-elect Mr. Neil Carrick as an Executive Director of the Company.
4. To re-elect Mr. Stephen Rutherford as a Non-Executive Director of the Company.
5. To elect Mr. Stephen Fiamma as a Non-Executive Director of the Company.
6. That, in substitution for all subsisting authorities given at the Company’s last annual general meeting, the Directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of one half of the issued ordinary share capital of the Company as at the close of business on 17 August 2015 for a period expiring (unless previously revoked, varied or renewed) at the conclusion of the annual general meeting of the Company to be held in 2016 or, if sooner, on 17 December 2016, save that the Company may, before this authority expires, make any offer, agreement or arrangement 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 pursuant to such offer, agreement or arrangement as if this authority had not expired.
7. That, in accordance with section 366 of the Companies Act 2006 (the “Act”), the Company and all its subsidiaries at any time during the time that this resolution has effect be and are hereby authorised to:
  - (a) make political donations to political parties or independent election candidates not exceeding £20,000 in total;
  - (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
  - (c) incur political expenditure not exceeding £20,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £20,000 during the period beginning with the passing of this resolution and ending on the date of the annual general meeting of the Company to be held in 2016.

For the purposes of this resolution the terms “political donation”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Act.

8. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4)

of the Act) of ordinary shares of 1p each in the capital of the Company on such terms and in such manner as the Directors shall determine provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 9,235,795 (representing 10 per cent. of the Company's issued ordinary share capital as at the close of business on 17 August 2015);
  - (b) the minimum price which may be paid for each such share is 1p per share (exclusive of expenses);
  - (c) the maximum price which may be paid for an ordinary share shall not be more than 5 per cent. above the average of the middle market quotations for an ordinary share as derived from AIM for the five business days immediately preceding the date on which the ordinary share is purchased;
  - (d) unless previously renewed, varied or revoked, this authority shall expire at the conclusion of the Company's next annual general meeting or, if sooner, on 17 December 2016; and
  - (e) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
9. That, subject to the passing of resolution 6, the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 as if section 561(1) of the Act did not apply to the allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of such securities by way of rights-issue to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £92,357 (representing approximately 10 per cent. of the Company's issued ordinary share capital as at the close of business on 17 August 2015 (being the last practicable date prior to the publication of this document)),

and shall expire (unless previously revoked, varied or renewed) at the conclusion of the next annual general meeting of the Company or, if sooner, on 17 December 2016, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 6" were omitted.

By Order of the Board

**N R Carrick**  
*Secretary*

18 August 2015

## Notes

A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice. Instructions for use are printed on the Form of Proxy. If you require additional Forms of Proxy in order to appoint more than one proxy, please contact Capita Asset Services on 0871 664 0300. In order to be valid, Forms of Proxy and any power of attorney or other authority under which such Form of Proxy is completed and signed, or a notarially certified or office copy of such power or authority must be deposited (during normal business hours only) with the Company’s registrar, Capita Asset Services, at the address on the reverse of the Form of Proxy, no later than 10.30 a.m. on 15 September 2015 or not less than 48 hours before the time of any adjournment of the Meeting, together with any authority under which it is completed and signed.

Any alterations to the Form of Proxy should be initialled.

The return by a holder of the relevant duly completed Form of Proxy will not preclude any such holder from attending in person and voting at the Meeting in person if the member is subsequently able to attend. If a member has appointed a proxy and attends the Meeting in person, the proxy appointment will automatically be terminated.

To change your proxy instructions simply submit a new proxy appointment using the methods described in these notes. Any amended proxy appointment must be received no later than 10.30 a.m. on 15 September 2015. If you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy proxy form, please contact Capita Asset Services on 0871 664 0300 and ask for another proxy form. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.

In order to revoke a proxy instruction you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment to the addresses referred to above (accompanied by the power of attorney or other authority (if any) under which the revocation notice is signed or a notarially certified copy of such power or authority). The revocation notice must be received no later than 10.30 a.m. on 15 September 2015.

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified above then your proxy appointment will remain valid.

In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment thereof by using the procedures described in the CREST Manual available on the Euroclear website. 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 by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“EUI”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 issuer’s agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of 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 Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI 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 therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Meeting is 6.00 p.m. on 15 September 2015 (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time (being not more than 48 hours prior to the time set for the adjourned Meeting) as shall be fixed by the Company. Such members may only cast votes in respect of shares held at such time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.



In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, where more than one such representative is duly appointed, they do not do so in relation to the same shares. Arrangements will be put in place at the Meeting in order to facilitate voting by representatives of members which are corporations on a poll (if required) in accordance with the procedures set out in the Institute of Chartered Secretaries and Administrators' January 2008 guidance note on "Proxies & Corporate Representatives at General Meetings".

The terms of appointment of the executive and non-executive directors of the Company and the register of directors' interests in the share capital of the Company will be available for inspection by shareholders at the Company's registered office at 1 Union Works, Union Street, Heckmondwike, West Yorkshire, WF16 0HL during normal business hours on weekdays (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the Meeting and at the place of the Meeting for at least 15 minutes prior to and until the end of the Meeting.

As at close of business on 17 August 2015 the Company's issued ordinary share capital consisted of 92,357,957 ordinary shares of 1p each (carrying one vote each). Therefore, the total number of voting rights in the Company as at that date was 92,357,957. As at 17 August 2015, the Company held no ordinary shares in treasury.

Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the Meeting that the question be answered.

A copy of this notice, and other information required by s.311A Companies Act 2006, can be found on the Company's website at [www.600group.com](http://www.600group.com)

Members who have general enquiries about the Meeting should call Capita Asset Services on 0871 664 0300. No other means of communication will be accepted.

You may not use any electronic address provided in this notice of Annual General Meeting or any related documents (including the Form of Proxy) for communicating with the Company for any purposes other than those expressly stated.





