

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 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. 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. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain these documents.

The 600 Group Public Limited Company

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

Notice of Annual General Meeting

This document should be read as a 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 on Wednesday 28 September 2022 at 3.30 pm 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, Link Group, at the address on the reverse of the Form of Proxy, no later than 3.30 pm on 26 September 2022.

Alternatively you may vote electronically at www.signalshares.com. You will require your username and password to use the portal to log in and vote. If you have not previously registered to use the portal you will require your investor code (IVC) which can be found on your proxy card. Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy electronically.

Definitions

Act	the Companies Act 2006
AIM	the AIM market of the London Stock Exchange
Annual General Meeting or AGM	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
Annual Report and Accounts	the annual report and accounts of the Company for the period ended 31 March 2022, containing the directors report, the strategic report and auditor's report.
Articles	the articles of association of the Company adopted by special resolution on 17 September 2014 (as amended from time to time)
Board	the board of Directors of the Company as at the date of this document
Company	The 600 Group Public Limited Company
Directors	the directors of the Company as at the date of this document
Form of Proxy	the form of proxy accompanying this document relating to the Annual General Meeting
Group	the Company and its subsidiaries
London Stock Exchange	London Stock Exchange plc
Ordinary Shares	ordinary shares of 1p each in the capital of the Company
Shareholders	the holders of Ordinary Shares
UK or the United Kingdom	the United Kingdom of England, Wales, Scotland and Northern Ireland
£	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:
42 Berkeley Square
London
W1J 5AW

To holders of Ordinary Shares in The 600 Group Public Limited Company

2 September 2022

Dear Shareholder

Annual General Meeting

A formal notice of the ninety-eighth Annual General Meeting of the Company to be held at 42 Berkeley Square, London W1J 5AW on Wednesday 28 September 2022 at 3.30 pm follows this letter.

The Board views the AGM as a very important event and welcomes the opportunity to engage with Shareholders. The Board will also offer an opportunity for Shareholders to engage in advance of the AGM by submitting questions by email. The simplest way to find out general information about the Group is via the Group website at www.600group.com. If you have questions on the specific business matters set out in the notice of Annual General Meeting, please email these to company.secretary@600groupinc.com by 3.30pm on 26 September 2022. Following the meeting, Shareholders will be able to access details of the business conducted at the AGM, including results of the votes and details of the proxy votes received. Responses to questions raised by email will also be made available.

Each Shareholder registered on the register of members of the Company at close of business on 26 September 2022 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 complete a Form of Proxy and return it to our registrars as soon as possible and in any event so as to be received by it by 3.30 pm on 26 September 2022. 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. Alternatively you may vote electronically at www.signalshares.com. You will require your username and password to use the portal to log in and vote. If you have not previously registered to use the portal you will require your investor code (IVC) which can be found on your proxy card. Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy electronically.

The notice of AGM sets out the resolutions to be proposed at the Annual General Meeting. Resolutions 1 to 4 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 5 and 6 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 of the resolutions. The notes detailed below are intended to help you understand the effect and purpose of the resolutions.

Resolution 1 – Annual Report and Accounts

The Act requires the directors of a public company in respect of each financial year to lay its annual report and accounts before the company in general meeting.

The annual report and accounts are not enclosed with the notice of AGM and will be sent to shareholders separately. We expect this to be before the end of September 2022. Pursuant to the Act, copies of the annual report and accounts are to be sent to shareholders not less than 21 days before the meeting at which such report and accounts are to be laid. As the annual report and accounts will be despatched late and shareholders will have less than the required 21 days to consider them before the date of the AGM, the directors intend to adjourn the vote on this Resolution 1 to a date not less than 21 days after the date that the report and accounts have been dispatched to shareholders in order to give shareholders the appropriate amount of time to consider them. We will confirm the proposed date of the adjourned meeting at the Annual General Meeting and via a regulatory information service as soon as practicable following the adjournment.

Resolution 2 – Directors

The Articles require each Director to retire at the third annual general meeting after which they were appointed or re-appointed in general meeting. Mr. Rui Lopes was appointed subsequent to the previous Annual General Meeting and therefore retires and offers himself for re-election as an Executive Director. Resolution 2 will be proposed as an ordinary resolution.

Brief biographical details for Mr. Lopes are included in the annual report.

Resolution 3 – Auditor

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

Resolution 4 – 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. The Directors' existing authority to allot Ordinary Shares, which was granted at the annual general meeting held on 28 September 2021 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 26 August 2022 (being the latest practicable date prior to publication of this document) without obtaining further consent of its Shareholders.

The authority granted by this resolution shall expire at the close of the 2023 annual general meeting or, if sooner, on 24 December 2023 and will replace the authority granted to the Directors at last year's annual general meeting.

Resolution 5 – 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 necessarily be purchased. The authority will expire at the close of the 2023 annual general meeting or, if sooner, on 24 December 2023.

The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued Ordinary Share capital as at 26 August 2022 (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 held in 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 6 – 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 2023 annual general meeting or, if sooner, on 24 December 2023. The authority, if granted, gives the Directors power to allot shares without the application of these statutory pre-emption rights:

- in relation to offers of equity securities by way of rights issue, open offer or any other pre-emptive offer; and
- otherwise than in connection with a rights issue, open offer or any other pre-emptive offer, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £117,963 (representing approximately 10% of the nominal value of the issued Ordinary Share capital of the Company as at 26 August 2022 (being the latest practicable date prior to publication of this document)).

Electronic and website communications

You will also find enclosed with this notice of AGM, a letter seeking your agreement to the Company sending or supplying documents and information to you as a member of the Company via the Company's website – www.600group.com. This will include future annual financial statements and notices of AGMs. The use of electronic communications will deliver savings to the Company in terms of administration, printing and postage costs. The reduced use of paper will also have environmental benefits. The letter also requests appropriate details from you for electronic communications. You should note that if we do not receive a response from you within 28 days of the date of the letter, you will be taken to have agreed (under paragraph 10 of Schedule 5 to the Act) that the Company may send or supply documents and information to you via the website.

Form of Proxy

The Company is committed to reducing paper and improving efficiency in its shareholder communications. In addition to the request to use electronic communications, for future communications following this AGM we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy card at the appropriate time.

Recommendation

Your Directors unanimously believe the proposals to be considered 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 representing 20.6% of the total shares.

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 at, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 3.30 pm on 26 September 2022. 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. Forms of proxy will also be valid for voting on Resolution 1 at the relevant adjourned meeting. Alternatively you may vote electronically at www.signalshares.com. You will require your username and password to use the portal to log in and vote. If you have not previously registered to use the portal you will require your investor code (IVC) which can be found on your proxy card. Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy whether or not you intend to be present at the meeting.

Yours faithfully

Paul Dupee
Executive Chairman

Part II

Notice of Annual General Meeting

Notice is hereby given that the ninety-eighth Annual General Meeting of The 600 Group Public Limited Company (the "**Company**") will be held at 42 Berkeley Square, London W1J 5AW on Wednesday 28 September 2022 at 3.30 pm.

The business to be dealt with at the Annual General Meeting will be for Shareholders to vote on the resolutions set out below, which, in the case of resolutions 1 to 4 are to be proposed as ordinary resolutions and, in the case of resolutions 5 and 6 are to be proposed as special resolutions:

1. To receive the Annual Report and Accounts for the period ended 31 March 2022.
2. To re-elect Mr. Rui Lopes as an Executive Director of the Company.
3. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.
4. That, in substitution for all subsisting authorities granted 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 (the "**Act**"), 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 26 August 2022 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 2023 or, if sooner, on 24 December 2023, 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.
5. 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 11,796,334 (representing 10% of the Company's issued ordinary share capital as at the close of business on 26 August 2022);
 - (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% 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 annual general meeting to be held in 2023 or, if sooner, on 24 December 2023; 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.
6. That, subject to the passing of resolution 4, the Directors be and 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 4 and/or to sell shares held by the Company as treasury shares for cash 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 or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of 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 to deal with 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 £117,963 (representing approximately 10% of the Company's issued ordinary share capital as at the close of business on 26 August 2022),

and such power shall expire (unless previously revoked, varied or renewed) at the conclusion of the annual general meeting of the Company to be held in 2023 or, if sooner, on 24 December 2023, 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.

By Order of the Board

N R Carrick
Secretary
2 September 2022

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. 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, Link Group, at the address on the reverse of the Form of Proxy, no later than 3.30pm on 26 September 2022 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.

Alternatively you may vote electronically at www.signalshares.com. You will require your username and password to use the portal to log in and vote. If you have not previously registered to use the portal you will require your investor code (IVC) which can be found on your proxy card. Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy electronically, as explained below.

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 3.30 pm on 26 September 2022. 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 Link Group on 0371 664 0300* and ask for another Form of Proxy. 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 3.30pm on 26 September 2022.

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 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 & International 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 RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of Annual General 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.

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 Annual General Meeting is by close of business on 26 September 2022 (being not more than 48 hours prior to the time fixed for the Annual General Meeting) or, if 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 Annual General 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.

As at close of business on 26 August 2022 the Company's issued ordinary share capital consisted of 117,963,341 ordinary shares of 1p each (carrying one vote each). Therefore, the total number of voting rights in the Company as at that date was 117,963,341. As at 26 August 2022, the Company held no ordinary shares in treasury.

Any member attending the Annual General Meeting has the right to ask questions. Shareholders who wish to ask questions relating to the business set out in the notice of the Annual General Meeting can send them by email to **company.secretary@600groupinc.com** by 3.30pm on 26 September 2022. Following the meeting Shareholders will be able to access details of the business conducted at the AGM including the results of the votes on the resolutions and details of the proxy votes received. The Company will also make a written response to any question raised by email in the manner described above relating to the business being dealt with at the Meeting, but no answer will be given if (a) to do so would interfere unduly with the preparation for the Annual General 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 that the question be answered.

Persons who are not shareholders in the Company will not be admitted to the Meeting unless prior arrangements are made with the Company.

A copy of this notice can be found on the Company's website at www.600group.com

Members who have general enquiries about the Annual General Meeting should call Link Group on 0371 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.

* Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.