

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UK OR, IF YOU RESIDE ELSEWHERE, ANOTHER APPROPRIATELY AUTHORISED FINANCIAL ADVISER.

IF YOU HAVE RECENTLY SOLD OR TRANSFERRED ALL OF YOUR SHARES IN THE 600 GROUP PUBLIC LIMITED COMPANY, PLEASE SEND THIS NOTICE AND THE ACCOMPANYING DOCUMENTS AS SOON AS POSSIBLE TO THE PURCHASER OR TRANSFEREE OR TO THE PERSON WHO ARRANGED THE SALE OR TRANSFER, SO THEY CAN PASS THESE DOCUMENTS TO THE PERSON WHO NOW HOLDS THE SHARES.



THE 600 GROUP PUBLIC LIMITED COMPANY

Registered in England and Wales with Company Number 00196730

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE EXECUTIVE CHAIRMAN

Registered Office:
42 Berkeley Square
London
W1J 5AW

6 September 2023

Dear Shareholder,

Annual General Meeting 2023

The Board is pleased to confirm that the ninety-ninth Annual General Meeting (**AGM**) of The 600 Group Public Limited Company (**Company**) will take place on Friday, 29 September 2023. The notice convening the meeting (**AGM Notice**) is set out at the end of this letter.

Arrangements

The AGM will be held in person on Friday, 29 September 2023 at 10.00 a.m. EDT at 200 S Orange Ave, Suite 2170, Orlando, FL, 32801, USA.

Voting

Shareholders are encouraged to vote on the AGM resolutions by proxy whether or not they plan to attend. This will ensure that their votes are lodged even if attendance is not possible. Please refer to the Notes section of the AGM Notice for details on how to vote by proxy, CREST, Signal Shares, Proxymity or LinkVote+.

Voting at the AGM will be conducted on a poll in accordance with best practice.

Resolutions

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out at the end of the document.

As announced on 1 September 2023, the publication of the Company's annual report and accounts for the year ended 31 March 2023 has been delayed for reasons explained in that announcement. A separate general meeting of the Company will be held as soon as practicable for the purpose of receiving the annual report and accounts for the financial year ended 31 March 2023. Shareholders will receive a notice of that meeting in the usual manner.

Recommendation

The Board of The 600 Group Public Limited Company considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own holdings.

We look forward to welcoming shareholders to the AGM.

Yours faithfully



Paul Dupee
Executive Chairman

THE 600 GROUP PUBLIC LIMITED COMPANY

(Incorporated in England and Wales with Company Number 00196730)

NOTICE OF ANNUAL GENERAL MEETING 2023

Notice is hereby given that the Annual General Meeting (**AGM**) of The 600 Group Public Limited Company (**Company**) will be held on Friday, 29 September 2023 at 10.00 a.m. EDT at 200 S Orange Ave, Suite 2170, Orlando, FL, 32801, USA to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3 to 6 will be proposed as special resolutions.

Definitions

CA 2006	the Companies Act 2006
Directors	the board of directors of the Company (or a duly constituted committee thereof)
Equity Securities	shall have the meaning given in section 560 of CA 2006
Ordinary Shares	ordinary shares in the capital of the Company

To be proposed as Ordinary Resolutions:

1. To re-elect Paul Dupee as a director of the Company.
2. 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 CA2006, 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 1 September 2023 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 2024 or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, 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.

To be proposed as Special Resolutions:

3. THAT, subject to the passing of resolution 2, the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - a) the allotment of Equity Securities in connection with an offer of Equity Securities:
 - (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical

- problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to an aggregate nominal amount of £127,823; and
 - c) the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20 per cent. of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

4. THAT, subject to the passing of resolution 2, the Directors be authorised, in addition to any authority granted under resolution 3, to allot Equity Securities for cash under the authority conferred by resolution 2 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- a) the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £127,823, such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - b) the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 per cent. of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the Company's next annual general meeting or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

5. THAT the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) on the London Stock Exchange of Ordinary Shares provided that:
- a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 12,782,334 (being approximately 10 per cent. of the Company's issued ordinary share capital);
 - b) the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;

- c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of:
 - A. 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
 - B. the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - d) unless previously renewed, varied or revoked, the authority conferred shall expire on the earlier of the date which is 15 months from the date of the resolution being passed and the conclusion of the Company's next annual general meeting save that the Company may before the expiry of the authority granted hereby, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority.
6. THAT, in accordance with section 366 of CA 2006, 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 and/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 2024.

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 CA 2006.

BY ORDER OF THE BOARD

ONE Advisory Limited

ONE Advisory Limited

Company Secretary

6 September 2023

Registered Office:
42 Berkeley Square
London W1J 5AW

NOTES TO THE NOTICE OF AGM

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6.00 p.m. (London time) on 27 September 2023 or, if the meeting is adjourned, at 6.00 p.m. on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.

Proxy Voting – General

2. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

7. To be valid, proxy votes must be received by 10.00 a.m. on 27 September 2023 or, if the meeting is adjourned, 48 hours before the adjourned meeting (**Proxy Vote Closing Time**).
8. You will not receive a hard copy form of proxy with this document.
 - To vote electronically, please follow the instructions in Notes 10 to 12.
 - CREST members may vote using the CREST system. Please follow the instructions in Notes 13 to 16.
9. If you prefer a hard copy form of proxy, you may request this directly from the Company's Registrar, Link Group, at **shareholderenquiries@linkgroup.co.uk** or on 0371 664 0300. 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 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales. Hard copy proxy forms must be completed in accordance with the instructions printed on them and returned to the Company's Registrar, PXS 1 Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time.
10. You can vote electronically via **www.signalshares.com**. You will need to log into your Signal Shares account, or register if you have not previously done so, and follow the instructions. To register you will need your Investor Code. Your Investor Code is detailed on your share certificate or available from our

Registrar, Link Group. Votes submitted electronically must be submitted by no later than the Proxy Vote Closing Time.

11. You can also vote electronically using LinkVote+, the Company's registrar's shareholder app. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online. The app is available to download on both the Apple App Store and Google Play. Votes submitted electronically must be submitted by no later than the Proxy Vote Closing Time.
12. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by the Proxy Vote Closing Time to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. CREST members may vote by using the CREST electronic proxy appointment service in accordance with the procedures set out below.
14. 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 of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is 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.
16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

Proxy Voting – Changes and Revocations

17. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time (see above) also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing Time will be

disregarded. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Link Group at the address provided in Note 9 above. If you submit more than one valid proxy appointment, the appointment received last before the Proxy Vote Closing Time will take precedence.

18. In order to revoke a proxy instruction you will need to inform the Company by contacting Link Group on 0371 664 0300. 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 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales. 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. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5 above, your proxy appointment will remain valid.

Corporate Representatives

19. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
20. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

21. As at the close of business on 1 September 2023, being the latest practicable date prior to publication of this document, the Company's issued share capital comprised 127,823,341 Ordinary Shares of nominal value £0.01 each. No shares are held in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 1 September 2023, being the latest practicable date prior to publication of this document, is 127,823,341.

EXPLANATORY NOTES

Resolutions 1 and 2 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 3 to 6 are special resolutions and require a majority of at least 75 per cent. of votes cast to be in favour in order to be passed.

Resolution 1 – Directors (Ordinary Resolution)

The Company's articles of association require each Director to retire at the third annual general meeting after which they were elected or re-elected by shareholders at a general meeting. Mr. Paul Dupee was last re-elected at the 2020 AGM and therefore offers himself for re-election as a Director. This resolution will be proposed as an ordinary resolution.

Brief biographical details for Mr. Dupee are included in the annual report and on the Company's website at 600group.com/about/.

Resolution 2 – Authority to Allot (Ordinary Resolution)

CA 2006 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 of association. The Directors' existing authority to allot Ordinary Shares, which was granted at the annual general meeting held on 28 September 2022, will expire at the end of the AGM.

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 1 September 2023 (being the latest practicable date prior to publication of this document) without obtaining further consent of shareholders.

The authority granted by this resolution shall expire at the close of the 2024 annual general meeting or, if earlier, on the date which is 15 months after the resolution is passed. It will replace the authority granted to the Directors at last year's annual general meeting.

Resolutions 3 and 4 – Disapplication of Statutory Pre-Emption Rights (Special Resolutions)

Under CA 2006, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base *pro rata* to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. Resolutions 3 and 4 will, if passed, give the Directors this authority within specified limitations. Resolution 3 provides a general authority and resolution 4 is in respect of allotments to finance acquisitions and capital investments.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (**Investor Guidelines**). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of shareholders should a need or opportunity arise.

Put simply, the Directors will, if the resolutions are passed, have authority to freely allot the equivalent of up to 10 per cent. of ISC for cash, with additional allotments for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to two-thirds of ISC in total);
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10 per cent. of ISC); and

- specified follow-on offers in line with the Investor Guidelines (up to 20 per cent. of the nominal value of shares allotted under the original offer process (maximum 2 per cent. of the ISC)).

The authorities set out in these resolutions will expire on the conclusion of the Company's next annual general meeting or, if earlier, on the date which is 15 months after the resolutions are passed. The Directors have no present intention to exercise the authority conferred by these resolutions.

Resolution 5 – Share Buybacks (Special Resolution)

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by CA 2006 and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 12,782,334 Ordinary Shares, representing 10 per cent. of the Company's issued ordinary share capital as at 1 September 2023. The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares and shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on the date which is 15 months after the resolution is passed. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

Although the Directors do not currently have any intention of exercising the authority granted by this resolution, this resolution provides the flexibility to allow them to do so in the future. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per Ordinary Share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. The Board's current intention is to cancel any repurchased shares but retains the flexibility to hold any repurchased shares as treasury shares if it considers this to be in the best interests of the Company. No dividends are paid on shares while they are in treasury and no voting rights are attached to treasury shares.

Resolution 6 – Political Donations (Special Resolution)

Part 14 of CA 2006 prohibits the Company 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 Company of £5,000 or less during any 12-month period will not be subject to the 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 CA 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, trade 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 CA 2006 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 CA 2006, 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 earlier, 15 months from the date that this resolution is passed.

