

1 April 2021

Dods Group plc

("Dods", the "Company" or "the Group")

Posting of Circular and Notice of General Meeting

Further to the Company's announcement of 30th March 2021, Dods Group Plc (AIM:DODS) announces that it is today sending a circular to shareholders (the "Circular") setting out details of the proposed change of name and share capital reorganisation. The Circular includes a notice of General Meeting to be held at 11am on 16th April 2021 at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG.

In accordance with recent Government legislation and related restrictions in response to COVID-19, and to minimise public health risks, Shareholders and others will not be permitted to attend the General Meeting in person. The Company strongly recommends that all shareholders complete and return their proxy instruction appointing the Chairman of the meeting as their proxy. This will ensure that shareholders' votes are counted

A copy of the Circular is available to download from the Company's website at: www.dodsgroup.com

Further details in relation to the Share Capital Reorganisation

The Company is seeking shareholder approval for a simplification of its share capital structure through a share capital reorganisation. The Board is proposing:

- to consolidate every 3,500 ordinary shares of £0.01 ("Existing Ordinary Shares") into 1 ordinary share of £35 (a "Consolidated Share") (the "Consolidation");
- to sub divide each Consolidated Share into 125 new ordinary shares of £0.28 (the "New Ordinary Shares") (the "Sub division"); and
- to cancel the fully paid deferred shares of £0.09 each in the capital of the Company ("Deferred Shares") (the "Cancellation").

Based upon the closing share price of the Company on 29th March 2021, the theoretical share price following the Share Capital Reorganisation would be 74 pence.

Reason for the Consolidation

The Company's 582,071,380 Existing Ordinary Shares are held by 703 shareholders as at 29th March 2021. Of the Ordinary Shares, only 474,921 were held by shareholders holding the smallest 415 holdings amounting in aggregate to 0.08% of the Existing Ordinary Shares. The largest of those 415 shareholdings had a value at the closing price of the Existing Ordinary Shares of £90 on 29th March 2021.

The large number of shareholders has led to the continued incurring of additional costs for the Company. The Board believes that it is not in the Company's best interests to continue to bear these costs. The Board proposes to consolidate every 3,500 Existing Ordinary Shares into 1 Consolidated Share of £35.

Purchase of the Fractional Entitlements

The Capital Reorganisation will give rise to fractional entitlements to shares ("Fractional Entitlement"). The Board proposes that the Fractional Entitlement to a Consolidated Share which will accrue to shareholders will be bought back by the Company at the closing price of such shares on the day immediately following the General Meeting should the relevant resolutions be passed without any transaction cost to shareholders.

The new articles of association of the Company which it is proposed are adopted pursuant to resolution 8 in the notice of General Meeting will enable the Company to retain proceeds of such purchase of amounts of no more than £5 per shareholder. This will benefit those shareholders who will receive more than £5 from such purchase who may have considered selling their shares but decided not to do so due to the disproportionate dealing and administrative costs relating to such a sale while allowing the Company to avoid the disproportionate expense of processing and dispatching proceeds of £5 or less per shareholder.

If resolution 8 is passed and therefore the Company is not required to pay proceeds of such purchase of £5 or less to shareholders, of the Company's current 703 shareholders 46 would not receive proceeds of sale and the Company would retain £110.

Shareholders should note that the purchase of Fractional Entitlements will only apply to registered holdings so if they hold less than 3,500 shares through a nominee account, the purchase will only apply if the total holding of the nominee shareholder is less than 3,500 shares. If a shareholder holds less than 3,500 Ordinary Shares at the record time ("Small Shareholder") then such Fractional Entitlement will be purchased by the Company. If a shareholder holds more than 3,500 Existing Ordinary Shares at the record time then unless the holding is divisible by 3,500 the shareholder will be left with a whole number of Consolidated Shares together with a Fractional Entitlement, the Consolidated Shares being converted into New Ordinary Shares in the Sub division.

If a shareholder holds a share certificate in respect of Existing Ordinary Shares it will no longer be valid from the time the Consolidation and Sub division takes place. Shareholders with certificated holdings will be sent new share certificates within 14 days of the Record Time and upon receipt should destroy their old certificates. If shareholders hold their Existing Ordinary Shares in uncertificated form, they should expect to have their CREST account adjusted to reflect their entitlement to New Ordinary Shares as soon as practicable after the Consolidation and Sub division takes effect. Existing Ordinary Shares will be removed from CREST in due course.

Reason for the Sub division

In order to avoid the Consolidation having a detrimental effect on the market price of the Company's shares, and to avoid confusion that might arise from the Consolidation, the Board is proposing that, immediately following the Consolidation and the purchase of the Fractional Entitlements, the remaining Consolidated Shares and Fractional Entitlements will be sub-divided on the basis of 125 New Ordinary Shares for each Consolidated Share held and proportionately for any Fractional Entitlement.

Cancellation

The Company has 151,998,453 Deferred Shares which were created in February 2012 in a share capital reorganisation. The Deferred Shares are not admitted to trading on AIM (unlike the Existing Ordinary Shares) and the Deferred Shares are economically valueless. It is proposed to cancel the Deferred Shares to simplify the Company's balance sheet and share register.

Admission and Further Detail

The New Ordinary Shares created by the Consolidation and Sub division will have the same rights as the Existing Ordinary Shares. Immediately following the proposed Consolidation and Sub division the Company will apply for admission of the New Ordinary Shares to trading on AIM ("Admission"). It is anticipated that dealings in the Existing Ordinary Shares will continue until the close of business on 15th April 2021 and that dealings in the New Ordinary Shares will commence at 8.00am on 19th April 2021, being the next business day.

The Company will issue a further announcement in due course to update the market on the number of New Ordinary Shares in issue following Admission. The Company will apply for a new ISIN for the New Ordinary Shares, which will be announced in due course.

If resolution 5 is passed, completion of the purchase of Fractional Entitlements is to take place on 16 April 2021 and payment of the cash consideration in excess of £5 is to be made to the Small Shareholders by cheque or through their CREST accounts (as appropriate) within 14 days.

Expected Timetable of Principal Events

Latest time and date for receipt of Forms of Proxy or CREST Proxy Instruction	11am on 14 April 2021
Date of General Meeting and Class Meeting	11am on 16 April 2021
Record time in relation to the Consolidation and Sub division	6.00pm on 16 April 2021
Admission of New Ordinary Shares to trading on the London Stock Exchange AIM market	8.00am on 19 April 2021
CREST accounts credited in respect of New Ordinary Shares	8.00am on 19 April 2021
Cheques dispatched and CREST account credited with sale proceeds following purchases of Fractional Entitlements	30 April 2021
Definitive share certificates dispatched in respect of New Ordinary Shares	30 April 2021
Expected date for final hearing and confirmation of the Cancellations by the Court	18 May 2021
Expected date that the Cancellations become effective	25 May 2021

For further information, please contact:

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