

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

If you have sold or transferred all of your shares in Dods Group PLC, please forward this document 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 transmission to the purchaser or transferee.



DODS GROUP PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 04267888)*

**Recommended proposals for a cancellation of share premium account,
a capitalisation of merger account and cancellation of the resulting share,
the cancellation of Deferred Shares, the consolidation and sub division
of the Company's Ordinary Shares, the purchase of certain of the
Company's Ordinary Shares, the change of the Company's name
and the adoption of new Articles of Association**

Notice of General Meeting

and

Notice of separate Class Meeting of holders of Deferred Shares

Notice of a General Meeting of the Company and of a Class Meeting of the holders of Deferred Shares to be held at 11am on 16 April 2021 at the Company's office at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG are set out in Parts IV and V of this document.

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 or Class Meeting of the holders of Deferred Shares in person and the Company will refuse entry to anyone who seeks to attend in person. Shareholders are strongly encouraged to register their vote in advance by appointing the Chair of the meeting as their proxy and giving voting instructions.

The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the General Meeting and Class Meeting arrangements will be communicated through the Company's website and, where appropriate, by Regulatory Information Service announcement.

You will not have received a Form of Proxy for either the General Meeting of Ordinary Shareholders or the Class Meeting of Deferred Shareholders. Instead you are encouraged to vote online at www.signalshares.com. Further details of how to vote are explained in Note 3 of the Notes to the Notice of General Meeting and Note 3 of the Notes to the Notice of Class Meeting. To be valid, all proxy appointments must be completed and returned as soon as possible and so as to be received by the Company's Registrars, Link Group, no later than 11am on 14 April 2021.

If you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Link Group as soon as possible and so that it is received by no later than 11am on 14 April 2021.

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PART I: EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Proxy or CREST Proxy Instruction	11.00am on 14 April 2021
Time and Date of General Meeting and Class Meeting	11.00am 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

Notes:

The expected dates for the confirmation of the Cancellations by the Court and the Cancellations becoming effective are based on provisional dates that have been obtained for the required Court hearings of the Company's application. These provisional hearing dates are subject to change and dependent on the Court's timetable.

The timetable assumes that there is no adjournment of the General Meeting or the Class Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.

PART II: LETTER FROM THE CHAIR

DODS GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 04267888)

Directors:

Mark Smith (Chairman)*
Munira Ibrahim (Managing Director, Dods Intelligence)
Cornelius Conlon (Managing Director, Dods Technology)
Simon Bullock (Chief Financial Officer)
Angela Entwistle*
Diane Lees CBE*
Richard Boon*
Vijay Vaghela*

(* Non-Executive)

Registered Office:

11th Floor
The Shard
32 London Bridge Street
London
SE1 9SG

1 April 2021

To all Shareholders of Dods Group plc

Dear Shareholder

**Recommended proposals for a cancellation of share premium account,
a capitalisation of merger account and cancellation of the resulting share,
the cancellation of Deferred Shares, the consolidation and sub division
of the Company's Ordinary Shares, the purchase of certain of the
Company's Ordinary Shares, the change of the Company's name
and the adoption of new Articles of Association**

1. Introduction

1.1 I am writing to you to provide you with details of:

- 1.1.1 the proposed cancellation, subject to Court approval, of the share premium account of the Company of £20,866,209.47 and the crediting of the amount to a reserve;
- 1.1.2 the proposed capitalisation of the Company's merger reserve of £409,285.75 into one Capital Reduction Share, the cancellation, subject to Court approval, of such share and the crediting of the amount to a reserve;
- 1.1.3 the cancellation, subject to Court approval, of the Company's 151,998,453 deferred shares of £0.09 and the amount by which the Company's share capital is so reduced being credited to a reserve;
- 1.1.4 the consolidation of the Company's 582,071,380 ordinary shares of £0.01 into ordinary shares of £35, the purchase of the fractional entitlements to ordinary shares arising from the Consolidation by the Company and the sub division of the remaining such shares into ordinary shares of £0.28;
- 1.1.5 the change of the Company's name to Merit Group plc; and
- 1.1.6 the adoption of the new articles of association of the Company.

1.2 You will find enclosed with this document notices of meetings of both the Ordinary Shareholders and Deferred Shareholders to be held at 11am on 16 April 2021 at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG.

1.3 Part III of this document contains definitions of words and terms that have been used throughout it. Please refer to Part III as you review the documentation.

2. Background to and reasons for the Proposals

The acquisition of Meritgroup Limited in 2019 gave a new focus to the Group's strategic direction and changed the business mix. The Group's strategy is to target the fast growth data and intelligence sector with market leading technological solutions whilst using its strength in expert human analysis to add further value.

The Group intends to continue to integrate the excellent data technology solutions acquired with Merit with the data and content analysis strengths within the rest of the Group. The trading recovery in the second half of 2020 provides a strong base for growth. The Board is expecting to maintain an above market level of growth that will also transform the Group's profitability through a mix of net income and margin growth. The Board believes these changes to the Company's strategic direction and ambition will be emphasised and enhanced by changing the parent company's name to Merit Group plc.

The new Merit Group plc

Merit Group plc is a data and intelligence business. It uses proprietary technology and artificial intelligence to gather and enhance complex and hard to acquire data whilst using its team of experts to provide analysis and intelligence covering a wide range of political, regulatory and business data.

The Group has two operating divisions which will continue to use their existing branding, Merit and Dods.

Merit is a technology enabled business that gathers, organises and enriches the data that informs some of the world's leading b2b intelligence brands. This business also researches prospect and customer data to make it rich, compliant and relevant for defined target audiences. It provides cost efficient technology solutions and resources for clients.

Dods specialises in content and data within policy, public affairs and politics. This business is focused on the gathering and analysis of political data in the UK and Europe. Dods is a leading provider of intelligence, data, media, events and training in its market.

3. Background to and reasons for the Cancellations

The Company currently has accumulated profits of £1,506,939. It has £20,866,209.47 standing to the credit of its share premium account and £409,285.75 standing to the credit of its merger reserve.

It is proposed to cancel its share premium account and, following a capitalisation of its merger reserve, to cancel the Capital Reduction Share resulting from such capitalisation which would have the effect of increasing its distributable reserves to £22,782,434.22.

The Board has no current intention of declaring dividends but as a result of the above proposals would have greater scope to do so if it resolved that the Company's cash reserves and profitability merited it.

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 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.

4. Further details on the Cancellations procedure

- 4.1 Under the CA 2006, a company limited by shares may reduce its share capital in various ways, as long as it is not restricted from doing so by its articles of association, by obtaining the approval of its shareholders by special resolution and the confirmation of the Court.
- 4.2 The Company is not restricted in any way by its articles of association from carrying out a cancellation of capital and is, therefore, seeking approval of its shareholders to the Cancellations. Please see the Notices, which set out the Resolutions, in Part IV and Part V of this document.

- 4.3 If the Ordinary Shareholders approve the GM Cancellation Resolutions at the General Meeting and the Deferred Shareholders approve the CM Resolution at the Class Meeting, the Board intends to make an application to the Court to obtain its approval to the Cancellations as soon as possible following the General Meeting and the Class Meeting.
- 4.4 Provisional dates have been obtained for the required Court hearings of the Company's application, but they are subject to change and dependent on the Court's timetable. If the hearings go ahead on the provisional dates, the present timetable provides that the final hearing, at which it is hoped that the Court will make an order confirming the Cancellations, will take place on 18 May 2021.
- 4.5 The Cancellations do not take effect until the Court's order is filed with and registered by Companies House. The Board intends to file the required documentation with Companies House on the business day following the final Court hearing and, subject to compliance with all procedural requirements, Companies House will usually register the documents on the same day. On the present timetable, which is subject to change and dependent on the Court's timetable, this would mean that the Cancellations would take effect on or before 25 May 2021.

5. Consolidation and Sub Division

- 5.1 The Company's 582,071,380 Ordinary Shares are as at 29 March 2021 (the last practicable date before the posting of this Circular) held by 703 Ordinary Shareholders. Of the Ordinary Shares, only 474,921 were held by Ordinary Shareholders holding the smallest 415 holdings amounting in aggregate to 0.08% of the Ordinary Shares. The largest of those 415 shareholdings had a value at the closing price of the Ordinary Shares on 29 March 2021 (the last practicable date before the posting of this Circular) of £90.
- 5.2 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.
- 5.3 The Board proposes to consolidate every 3,500 ordinary shares of £0.01 into 1 Consolidated Share of £35 and then to sub divide each Consolidated Share into 125 New Ordinary Shares of £0.28.
- 5.4 The Board proposes that the Fractional Entitlement to a Consolidated Share which will accrue to the Small Shareholders will be bought back by the Company at the closing price of such shares on the day immediately prior to the General Meeting should the relevant resolutions be passed without any transaction cost to shareholders.
- 5.5 The new articles of association of the Company which it is proposed are adopted pursuant to resolution 4 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 Small Shareholders who will receive more than £5 from such purchase who may have considered selling their Ordinary 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.
- 5.6 If resolution 4 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.
- 5.7 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.
- 5.8 If a shareholder holds less than 3,500 Ordinary Shares at the Record Time then such Fractional Entitlement will be purchased by the Company.

- 5.9 If a Shareholder holds more than 3,500 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.
- 5.10 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 of the Small Shareholders, 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.
- 5.11 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 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.
- 5.12 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. It is anticipated that dealings in the Existing Ordinary Shares will continue until the close of business on 15 April 2021 and that dealings in the New Ordinary Shares will commence at 8.00am on 19 April 2021, being the next Business Day.
- 5.13 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.
- 5.14 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.

6. Adoption of new Articles of Association

The Company's current articles of association were adopted in 2013. Temporary legislation and accepted market practice since the restrictions further to Covid began in March 2020 have seen many listed companies hold public meetings in ways which may previously not have been considered. The Board remains committed to shareholder engagement and looks forward to an easing of Covid related restrictions and the holding of meetings in person. It is however proposed that new articles of association are adopted to accommodate up to date administrative flexibilities, the new articles of association being available for review on the Company's website in advance of the General Meeting.

7. Meetings

- 7.1 Ordinary Shareholders should see the notice of General Meeting, set out in Part IV of this document. The General Meeting will take place at 11am on 16 April 2021 at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG. At the General Meeting, the GM Resolutions set out in Part IV of this document will be proposed to Shareholders.
- 7.2 Of the GM Resolutions, resolutions 1 to 4 (inclusive) will be passed if not less than 75%, and resolutions 5 and 6 will be passed if more than 50%, of the votes cast (in person or by proxy) are in favour of them.

- 7.3 Deferred Shareholders should see the notice of the Class Meeting, set out in Part V of this document. The Class Meeting will take place at the earlier of 11.10am or immediately following the conclusion of the General Meeting on 16 April 2021 at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG. At the Class Meeting, the CM Resolution set out in Part V of this document will be proposed to Deferred Shareholders.
- 7.4 The CM Resolution will be passed if not less than 75% of the votes cast (in person or by proxy) are in favour of it.

8. Action to be taken

- 8.1 Shareholders can submit Proxy Instructions online at www.signalshares.com. Further details of how to vote are explained in Note 3 of the Notes to the Notice of General Meeting and Note 3 of the Notes to the Notice of Class Meeting. To be valid, all proxy appointments must be completed and returned as soon as possible and so as to be received by the Company's Registrars, Link Group, no later than 11am on 14 April 2021.
- 8.2 If you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Link Group as soon as possible and so that it is received by no later than 11am on 14 April 2021.
- 8.3 The submission of a Proxy Instruction via Signal shares, completion and return of a Form of Proxy or the transmission of a CREST Proxy Instruction will not prevent you from attending and voting at the meeting in person.

9. Recommendation and conclusion

The Board considers in good faith that the Cancellations, the Name Change and the Adoption will promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors recommend that you vote as applicable in favour of the GM Resolutions to be proposed at the General Meeting and the CM Resolution to be proposed at the Class Meeting, as the Directors intend to do as applicable in respect of their own beneficial shareholdings, which amount in aggregate to 22,606,696 Ordinary Shares, being 3.88% of the existing Ordinary Shares in issue at the date of this document.

An irrevocable undertaking to vote in favour of the Resolutions has been entered into by Lord Ashcroft KCMG PC whose shareholdings in the Company are 244,489,601 Ordinary Shares representing 42% of the Company's issued ordinary share capital and 39,427,043 Deferred Shares representing 25.9% of the Company's issued deferred share capital.

The Board considers that the change of the Company's name heralds the start of an exciting new chapter. The Merit business acquired in 2019, when combined with Dods' existing strengths in business intelligence, enables the Group to harness the power of technology, human analysis and artificial intelligence to unlock valuable data, helping to keep its clients ahead of their competition.

Yours faithfully,

Mark Smith
Chair

PART III: DEFINITIONS

AIM	AIM, a market operated by the London Stock Exchange
Board or Directors	the board of directors of the Company
Business Day	a day (other than a Saturday, Sunday or public holiday) when clearing banks are open for business in the City of London)
CA 2006	the Companies Act 2006
Cancellations	the proposed cancellation of the Company's capital by the cancellation of the Share Premium Account, the cancellation of shares arising from the capitalisation of the Company's Merger Reserve and the cancellation of the Deferred Shares, as described in this document
Cancellation Resolutions	the special resolutions to approve the Cancellations to be proposed at the General Meeting
Capital Reduction Share	a B share in the capital of the Company with a nominal value equal to the Merger Reserve
Class Meeting	the meeting of the holders of Deferred Shares to be held at the earlier of 11.10am or immediately following the conclusion of the General Meeting on 16 April 2021
CM Proxy	the form of proxy for use at the Class Meeting (available upon request)
CM Resolution	the resolution to approve the Deferred Share Cancellation to be proposed at the Class Meeting
Company	Dods Group plc incorporated and registered in England and Wales under the Companies Act 1985 with registered number 04267888
Consolidated Shares	the ordinary shares of £35 in the capital of the Company arising from the Consolidation
Consolidation	the proposed consolidation of the Existing Ordinary Shares into Consolidated Shares, as described in this document on the basis of one Consolidated Share for every 3,500 Existing Ordinary Shares
Court	the High Court of England and Wales
CREST	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form, operated by Euroclear UK & Ireland Limited
CREST Manual	the rules governing the operation of CREST
CREST Proxy Instruction	a properly authenticated CREST message appointing and instructing a proxy submitted in accordance with procedures described in the CREST Manual
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
Deferred Share Cancellation	the proposed cancellation of the Deferred Shares, as described in this document

Deferred Shareholders	holders of Deferred Shares
Deferred Shares	fully paid deferred shares of £0.09 each in the capital of the Company
Existing Ordinary Shares	fully paid ordinary shares of £0.01 each in the capital of the Company
Forms of Proxy	the GM Proxy and the CM Proxy (available upon request)
Fractional Entitlement	a fractional entitlement to a Consolidated Share following the Consolidation
General Meeting	the general meeting of the holders of Ordinary Shares to be held at 11.00am on 16 April 2021
GM Proxy	the form of proxy for use at the General Meeting (available upon request)
GM Resolutions	the special resolutions to be proposed at the General Meeting
Group	the Company and its subsidiaries
ISIN	International Securities Identification Number
Meetings	the General Meeting and the Class Meeting
Merger Reserve	the merger reserve of the Company of £409,285.75
Merit	Meritgroup Limited incorporated and registered in England and Wales under the Companies Act 1985 with registered number 04842380
New Ordinary Shares	the new ordinary shares of £0.28 each in the capital of the Company following the Consolidation and Sub division
Name Change	the proposed change of the Company's name to Merit Group plc
Ordinary Shareholders	holders of Ordinary Shares
Ordinary Shares	Existing Ordinary Shares and/or New Ordinary Shares as the context so requires
Record Time	6.00pm on 16 April 2021 in relation to the Consolidation and Sub division
Resolutions	the CM Resolutions and the GM Resolutions
Shareholders	Deferred Shareholders and Ordinary Shareholders
Share Premium Account	the share premium account of the Company of £20,866,209.47
Small Shareholders	Shareholders who hold less than 3,500 Existing Ordinary Shares at the Record Time
Sub division	the proposed sub division of each Consolidated Share into New Ordinary Shares as described in this document on the basis of 125 New Ordinary Shares for every one Consolidated Share

PART IV: NOTICE OF GENERAL MEETING

DODS GROUP PLC

Notice is hereby given that a General Meeting of Dods Group plc will be held at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG on 16 April 2021 at 11:00am to consider and, if thought fit, pass the following resolutions which will be proposed as to resolutions 1 to 4 inclusive as Special Resolutions and as to resolutions 5 and 6 as Ordinary Resolutions.

SPECIAL RESOLUTIONS

1. THAT:

- (a) the amount of £409,285.75 standing to the credit of the merger reserve of the Company shall be capitalised and applied in paying up in full at par a single new B share (the “**Capital Reduction Share**”) of £409,285.75 in the capital of the Company and the directors be and are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to allot and issue the Capital Reduction Share thereby created to such Director or member of the Company as they shall in their absolute discretion determine upon terms that it be paid up in full by such capitalisation, and such authority shall for the purposes of section 551 of the Act expire on 31 December 2021;
- (b) the Capital Reduction Share created and issued pursuant to paragraph (a) above shall have the following rights and restrictions:
 - (i) the holder(s) of the Capital Reduction Share shall have no right to receive any dividend or other distribution whether of capital or income;
 - (ii) the holder(s) of Capital Reduction Share shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
 - (iii) the holder(s) of Capital Reduction Share shall on a return of capital on a liquidation, but not otherwise, be entitled to receive the nominal amount of each such share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holders of Capital Reduction Share shall not be entitled to any further participation in the assets or profits of the Company;
 - (iv) a reduction by the Company of the capital paid up and credited as paid up on the Capital Reduction Share and the cancellation of such shares will be treated as being in accordance with the rights attaching to the Capital Reduction Share and will not involve a variation of such rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holders of Capital Reduction Share to reduce its capital (in accordance with the Act);
 - (v) the Company shall have irrevocable authority at any time after the creation or issue of the Capital Reduction Share to appoint any person to execute on behalf of the holder of such share a transfer thereof and/or an agreement to transfer the same without making any payment to the holder thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Act, to purchase or cancel such share without making any payment to or obtaining the sanction of the holder thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificate, if any, in respect thereof, provided also that the Company may in accordance with the provisions of the Act purchase the Capital Reduction Share then in issue at a price not exceeding 1 penny;
- (c) the Capital Reduction Share created and issued pursuant to paragraph (a) above shall be cancelled; and
- (d) the Share Premium Account of the Company be and is hereby cancelled.

2. THAT, subject to the confirmation of the court and the passing of the resolution to be proposed to the holders of deferred shares of £0.09 each in the capital of the Company at a meeting to be held following the closure of this general meeting, the deferred shares of £0.09 each in the capital of the Company be cancelled.
3. THAT the name of the Company be changed to Merit Group plc.
4. THAT articles in the form of the document attached be adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association.

ORDINARY RESOLUTIONS

5. THAT, subject to the passing of resolution 4 and resolution 6, all of the existing issued ordinary share capital of £0.01 each in the capital of the Company (“Existing Ordinary Shares”) be and is hereby consolidated into ordinary shares of £35 each (“Consolidated Shares”) on the basis of one Consolidated Share for each 3,500 Existing Ordinary Shares and the Directors be and are hereby authorised to effect the purchase by the Company of the Fractional Entitlements to a Consolidated Share to which Small Shareholders (as defined in the Circular) are entitled and any Director be and is hereby authorised, as attorney for and on behalf of each of the Small Shareholders (as defined above), to sign or execute any stock transfer form required to be executed on completion of such purchase on their behalf.
6. THAT, subject to the passing of resolution 4 and resolution 5, immediately after completion of the purchase of the Fractional Entitlements of Small Shareholders pursuant to resolution 5 above, the Consolidated Shares be and are hereby sub divided into ordinary shares of £0.28 each (“New Ordinary Shares”) on the basis of 125 Ordinary Shares for each Consolidated Share held and in the same proportion in respect of any Fractional Entitlements to Consolidated Shares (including all such Consolidated Shares and Fractional Entitlements to Consolidated Shares purchased pursuant to resolution 5), such New Ordinary Shares to rank *pari passu* in all respects with the unissued ordinary shares of £0.28 each in the capital of the Company.

By order of the Board

Fieldfisher Secretaries Limited
Company Secretary

Registered Office

11th Floor
The Shard
32 London Bridge Street
London
SE1 9SG

1 April 2021

Notes:

- 1 You should not attend the General Meeting in person in light of current restrictions on gatherings of people and the rules around social distancing which have been imposed in response to the COVID-19 pandemic. Shareholders who intend to attend the General Meeting in person in breach of any social contact restrictions which are in place on the date of the General Meeting will not be admitted. If the restrictions on gatherings and social distancing are relaxed or lifted by the UK Government prior to the date of the General Meeting, the Company will notify Shareholders of any resulting change which may affect the ability of Shareholders to attend the General Meeting by issuing a further announcement through a Regulatory Information Service.
- 2 Any member entitled to attend, vote and speak at the meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and vote at the meeting instead of him (noting the above current restrictions in relation to COVID-19). A proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share.
- 3 You will not have received a hard copy proxy form in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate. Proxy votes should be submitted as early as possible and in any event, no later than 48 hours before the time for the holding of the meeting or any adjournment of it. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- 4 Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you) when completing your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. Note the current restrictions in relation to COVID-19 when completing your proxy and the request to appoint the chairman of the meeting.
- 5 To be valid, your proxy vote for the meeting convened by the above notice and any authority under which it is executed (or a notarially certified copy of such authority) must be registered with the Company's registrars either electronically at www.signalshares.com or by post to the registrar's office Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting. Completion of a proxy will not preclude members from attending and voting in person at the meeting, subject to the restrictions of COVID-19 as detailed above.
- 6 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 General Meeting is close of business 2 days (excluding any part of a day that is not a working day) prior to the time for holding the meeting, or if the meeting is adjourned close of business 2 days (excluding any part of a day that is not a working day) prior to the time for holding the adjourned meeting. 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.
- 7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual. 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. Given the current restrictions on attendance in person, Shareholders are encouraged to appoint the chairman of the General Meeting as their proxy rather than a named person who will not as at this date of this document be permitted to attend the physical meeting. Shareholders are further asked to appoint the chairman of the meeting as their proxy electronically where possible.
- 8 In order for a proxy appointment 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 must be transmitted so as to be received by the issuer's agent (Link Group, ID RA10) not less than 48 hours before the time appointed for the 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.
- 9 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 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 service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

- 10 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.
- 11 In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 12 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. As with proxies, it will not be possible for corporate representatives of shareholders to attend the General meeting in light of the COVID-19 restrictions.
- 13 As at 29 March 2021 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 582,071,380 ordinary shares of 0.1p each, carrying one vote each, and 151,998,453 deferred shares of 0.9p each. No shares are held in treasury. Therefore, the total voting rights in the Company as at that date are 582,071,380.
- 14 You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

PART V: NOTICE OF MEETING OF DEFERRED SHAREHOLDERS

DODS GROUP PLC

Notice is hereby given that a Meeting of the holders of deferred shares in Dods Group plc will be held at 11th Floor, The Shard, 32 London Bridge Street, London SE1 9SG on 16 April 2021 at the earlier of 11.10am or immediately following the conclusion of the General Meeting to consider and, if thought fit, pass the following resolution which will be proposed as a Special Resolution.

SPECIAL RESOLUTION

- 1 THAT, subject to the confirmation of the court and the passing of the resolution to be proposed to the holders of ordinary shares of £0.01 each in the capital of the Company at a meeting to be held immediately before the opening of this meeting, the deferred shares of £0.09 each in the capital of the Company be cancelled.

By order of the Board

Fieldfisher Secretaries Limited
Company Secretary

Registered Office

11th Floor
The Shard
32 London Bridge Street
London
SE1 9SG

1 April 2021

Notes:

- 1 You should not attend the Class Meeting in person in light of current restrictions on gatherings of people and the rules around social distancing which have been imposed in response to the COVID-19 pandemic. Shareholders who intend to attend the Class Meeting in person in breach of any social contact restrictions which are in place on the date of the Class Meeting will not be admitted. If the restrictions on gatherings and social distancing are relaxed or lifted by the UK Government prior to the date of the Class Meeting, the Company will notify Shareholders of any resulting change which may affect the ability of Shareholders to attend the Class Meeting by issuing a further announcement through a Regulatory Information Service.
- 2 Any member entitled to attend, vote and speak at the meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and vote at the meeting instead of him (noting the above current restrictions in relation to COVID-19). A proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share.
- 3 You will not have received a hard copy proxy form in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC'). If you are also a holder of Ordinary Shares you will find your IVC on your share certificate. If you no longer hold Ordinary Shares please contact Link Group by emailing enquiries@linkgroup.co.uk; by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL to obtain your IVC. Proxy votes should be submitted as early as possible and in any event, no later than 48 hours before the time for the holding of the meeting or any adjournment of it. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- 4 Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you) when completing your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. Note the current restrictions in relation to COVID-19 when completing your proxy and the request to appoint the chairman of the meeting.
- 5 To be valid, your proxy vote for the meeting convened by the above notice and any authority under which it is executed (or a notarially certified copy of such authority) must be registered with the Company's registrars either electronically at www.signalshares.com or by post to the registrar's office Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting. Completion of a proxy will not preclude members from attending and voting in person at the meeting, subject to the restrictions of COVID-19 as detailed above.
- 6 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 Class Meeting is close of business 2 days (excluding any part of a day that is not a working day) prior to the time for holding the meeting, or if the meeting is adjourned close of business 2 days (excluding any part of a day that is not a working day) prior to the time for holding the adjourned meeting. 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.
- 7 In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. As with proxies, it will not be possible for corporate representatives of shareholders to attend the Class Meeting in light of the COVID-19 restrictions.
- 9 As at 29 March 2021 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 582,071,380 ordinary shares of 0.1p each, carrying one vote each, and 151,998,453 deferred shares of 0.9p each. No shares are held in treasury. Therefore, the total voting rights in the Company as at that date are 582,071,380.
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