

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at the General Meeting to be held at 9.00 a.m. on 30 November 2017 at Cannon Green, 27 Bush Lane, London, England, EC4R 0AA. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

**Your attention is drawn to the letter from the Chairman of the Company, which is set out on page 2 of this document.**

The Notice of the General Meeting of the Company, to be held at 9.00 a.m. on 30 November 2017 at Cannon Green, 27 Bush Lane, London, England, EC4R 0AA, is set out on page 3 of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the registered office of the Company, being Cannon Green, 27 Bush Lane, London, England, EC4R 0AA by no later than 9.00 a.m. on 28 November 2017. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

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## **InterQuest Group plc**

### **General Meeting**

To be held at Cannon Green, 27 Bush Lane, London, England, EC4R 0AA

On 30 November 2017

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This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

**InterQuest Group plc**  
(the "Company")

(Incorporated in England and Wales with registered no. 04298109)

*Directors:*

Gary Ashworth (*Chairman*)  
Chris Eldridge (*Chief Executive Officer*)  
David Bygrave (*Chief Financial Officer*)  
David Higgins (*Non-Executive Director*)

*Registered Office:*

Cannon Green  
27 Bush Lane  
London  
EC4R 0AA

14 November 2017

Dear Shareholder,

**General Meeting 2017**

I am writing to advise that the Company will be holding a general meeting ("**GM**") at the registered office of the Company, Cannon Green, 27 Bush Lane, London, England, EC4R 0AA on Thursday 30 November 2017 at 9.00 a.m. All shareholders are welcome to attend and are asked to arrive at the venue no later than 8.45 a.m. There will be full access available for disabled shareholders.

The purpose of the meeting is to extend the director's authority to allot shares from one third of the issued share capital of the Company as currently authorised pursuant to the Annual General Meeting held on 23 May 2017 to 75 per cent. of the current issued share capital of the Company. The purpose of which is to authorise the directors so that they may have flexibility to issue shares in the case that these are required as part of any future acquisitions or other dealings.

The notice of meeting is set out on page 3 of this document and sets out the business to be considered.

**Action to be taken**

A proxy form for use by shareholders in connection with the GM is enclosed. Whether or not you propose to attend the GM you are requested to complete and return the form in accordance with its instructions so that it arrives by 9.00 a.m. on 28 November 2017 (or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting). If you complete and return the proxy form, you can still attend and vote at the meeting in person if you wish.

Yours sincerely



**Gary Ashworth**  
Chairman

## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of InterQuest Group plc (the "Company") will be held at Cannon Green, 27 Bush Lane, London, England, EC4R 0AA on Thursday 30 November 2017 at 9.00 a.m. for the purposes of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

1. That, in substitution for all existing authorities, the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the company up to a maximum aggregate nominal amount of £128,852.43 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

By Order of the Board



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**David Charles Bygrave**  
**Secretary**

Dated: 14 November 2017

Registered office: Cannon Green, 27 Bush Lane, London, England, EC4R 0AA

## NOTES

1. A member entitled to attend and vote at the general meeting is also entitled to appoint a proxy or 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. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. Members may appoint a proxy or proxies by completing and delivering the form of proxy enclosed herewith by post or by hand to the Company at the registered office of the Company, being Cannon Green, 27 Bush Lane, London, England, EC4R 0AA.
3. To be effective the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.
4. A member may mark the appropriate box alongside the resolution on the form of proxy to indicate whether his votes are to be cast "for", or "against", or whether his vote is to be withheld from the resolution. Unless specific instructions are given on how to vote on the resolution, the proxy will be able, at his or her discretion, either to vote "for" or "against" the resolution or to withhold from voting.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
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 9.00am on 28<sup>th</sup> November 2017 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for 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. A corporation, which is a member, may appoint a person or persons to act as its representative or representatives and to vote in person at the meeting. The appointment must comply with the requirements of section 323 of the Companies Act 2006. The representative or representatives should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company's registrar.
8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - 8.1 if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - 8.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 8.1 above.

## PROXY FORM

### InterQuest Group plc

#### General Meeting Thursday 30 November 2017

I/We.....(block capitals)  
of.....  
being a holder/holders of ordinary shares in InterQuest Group plc (the "**Company**"), hereby appoint  
..... or failing him/her, the chairman of the meeting to be  
my/our proxy and vote for me/us on my/our behalf at the general meeting of the Company to be held on  
Thursday 30 November 2017, and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and on any other resolutions proposed at the meeting, my/our proxy will vote or abstain from voting as he/she thinks fit.

Resolution to be proposed	For	Against	Withheld
<b>SPECIAL BUSINESS</b>			
1. <b>ORDINARY RESOLUTION</b> To authorise the directors to exercise all powers of the Company to allot relevant securities up to a maximum aggregate nominal amount of £128,852.43 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			

Signed.....Dated.....2017

### NOTES

1. A member of the Company entitled to attend and vote at the general meeting is also entitled to appoint a proxy or 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. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name and address of such person in the space provided.
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the member or his/her attorney duly authorised in writing. Any alterations made to this form of proxy must be initialled.
5. Where this form of proxy is executed by a corporation it must either be under its common seal or signed on its behalf by a duly authorised officer or an attorney.
6. In the case of joint holders of a share the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will 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.
7. To appoint more than one proxy please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned in the same envelope.

8. If this form of proxy is signed and returned without any intention as to how the proxy should vote, the proxy will exercise his discretion as to whether and how he is to vote.
9. To be effective, this form of proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company, being Cannon Green, 27 Bush Lane, London, England, EC4R 0AA, not less than 48 hours before the time for holding the meeting.
10. If you submit more than one valid proxy appointment in respect of the same shares for which a proxy is appointed, the appointment received last before the latest time for receipt of proxies will take precedence in respect of such shares.