

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent financial advisor authorised under the Financial Services and Markets Act 2000.**

**If you have sold or otherwise transferred all of your shares in ITE Group plc, please forward this document, together with the accompanying form of proxy, 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.**

**ITE Group plc  
Notice of Annual  
General Meeting 2016**

**(Incorporated and registered in England and Wales under number 1927339)**





**Registered Office:**

105 Salusbury Road,  
London, NW6 6RG

18 December 2015

To the holders of ordinary shares in ITE Group plc (the "**Company**")

**Notice of Annual General Meeting**

Dear Shareholder,

The annual general meeting (the "**AGM**") of the Company is to be held on Thursday, 28 January 2016 at 12 noon at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX. The formal notice of the AGM follows this letter (the "**Notice**"). As you will see from the Notice, there are a number of items of business to be considered and I am writing to you to explain their purpose.

**Ordinary Resolutions**

The following resolutions will be proposed as ordinary resolutions at the AGM. This means that for each of those resolutions to be passed, more than half the votes cast must be in favour of the resolution.

**Resolution 1 (annual report and accounts)**

This resolution is to receive and adopt the Company's annual accounts, together with the strategic report and the reports of the directors of the Company (the "**Directors**") and the auditors of the Company (the "**Auditors**") for the year ended 30 September 2015 (the "**2015 Annual Report and Accounts**"). Shareholders will have the opportunity to put any questions to the Directors before the resolution is proposed to the meeting.

**Resolution 2 (dividend)**

This resolution is to approve the final dividend for the year ended 30 September 2015 of 4.9p per ordinary share which will be paid to the holders of ordinary shares who are on the register of members of the Company at the close of business on 7 January 2016.

**Resolutions 3–8 (retirement and reappointment of Directors)**

The Company's articles of association provide that one third of the board of Directors (the "**Board**") are required to retire by rotation each year and that the Directors who are to retire are those who have been Directors for the longest period of time since they were last elected or re-elected by shareholders.

In accordance with the requirements of the Company's articles of association together with the decision of the Board to adopt the recommendations of the Financial Reporting Council that all Directors of FTSE 350 companies be subject to annual re-election, all of the Directors (except for Neil Jones, Chief Financial Officer) will offer themselves for re-election at the forthcoming AGM. As Neil Jones will be leaving his position with the Company on 31 January 2016, he will not be standing for re-election at the forthcoming AGM.

A formal evaluation of the Board's performance and that of each individual Director was carried out during the year, following which the Nomination Committee confirmed that all the Directors seeking re-election continue to make positive and effective contributions to the Board and the committees they sit on and demonstrate commitment to their roles.

Biographical details of the Directors can be found on pages 38 and 39 of the 2015 Annual Report and Accounts and in the Appendix to this document.

**Resolutions 9 and 10 (appointment and remuneration of auditors)**

Resolution 9 seeks shareholder approval to reappoint Deloitte LLP as the Auditors. In accordance with normal practice, Resolution 10 seeks authority for the Directors to fix the Auditors' remuneration.

**Resolution 11 (remuneration report)**

The purpose of Resolution 11 is to seek the approval of the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial year ended 30 September 2015. The report is set out on pages 55 to 69 of the 2015 Annual Report and Accounts. This resolution is advisory in nature and no individual Directors' remuneration is dependent on it.

**Resolution 12 – (authority to allot shares)**

The purpose of Resolution 12 is to renew the Directors' power to allot shares.

The authority in paragraph (a)(i) of Resolution 12 will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £856,578 which is equivalent to approximately one-third of the total issued ordinary share capital of the Company as at 18 December 2015.

The authority in paragraph (a)(ii) of Resolution 12 will allow the Directors to allot new shares and other relevant securities only in connection with a rights issue up to an aggregate nominal value of £1,713,157 which is equivalent to approximately two-thirds of the total issued ordinary share capital of the Company as at 18 December 2015. If the aggregate actual usage of the authority exceeds one-third, the Directors intend to take note of relevant corporate governance guidelines on the use of such powers.

Except in relation to the Company's employee share schemes, the Directors have no present intention of using this authority. This authority will expire 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next AGM.

**Resolution 13 – (authority for SCRIP Dividend Programme)**

The Company is now proposing to introduce a SCRIP Dividend Programme ("**Programme**"), which will be available to the holders of ordinary shares in the capital of the Company from time to time. The Board believes that, for those shareholders who would like to choose to take their dividend in shares rather than cash, the Programme is an attractive alternative. If approved by shareholder resolution, the Programme will allow participants to receive ordinary shares in the capital of the Company for every cash dividend entitlement where the SCRIP is offered. The Directors will retain the discretion to decide whether to offer a SCRIP dividend alternative in respect of each future dividend. However, it is the Directors' current intention to offer the SCRIP alternative for each dividend paid. UK shareholders who elect to take new shares in the Company under the Programme will increase their holdings without incurring stamp duty.

It is proposed that, subject to shareholder approval, the Programme commences with the Interim Dividend to be paid in August 2016. Details of how the Programme will operate for shareholders will be issued to shareholders via a standalone mailing shortly following this Annual General Meeting. The full Terms and Conditions of the Programme will be made available on our website at [www.ite-exhibitions.com](http://www.ite-exhibitions.com) or from our Registrars, Equiniti. In line with investor protection guidelines, the authority contained in this resolution is sought for three years and shall therefore expire at the end of the third Annual General Meeting of the Company after the date on which it is passed. Unless there is a change in circumstances, the Company expects to seek an extension of this authority prior to its expiry.

**Special Resolutions**

The following resolutions will be proposed as special resolutions at the AGM. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

**Resolutions 14 and 15 (statutory pre-emption rights)**

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an executive or employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 14 is to authorise the Directors to (a) allot new shares of the Company in connection with a rights issue, scrip dividend or other similar issue; and (b) otherwise allot shares of the Company, or sell treasury shares, for cash up to an aggregate nominal value of £128,486 equivalent to 5% of the total issued ordinary share capital of the Company as at 18 December 2015 in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of Resolution 15 is to authorise the Directors, in addition to the authority conferred by Resolution 14, to allot new shares of the Company for use only in connection with an acquisition or specified capital investment, up to an aggregate nominal value of £128,486 equivalent to 5% of the total issued ordinary share capital of the Company as at 18 December 2015, without the shares first being offered to existing shareholders in proportion to their existing holdings. Such acquisition or specified capital investment will be announced contemporaneously with the issue, or have taken place in the preceding six-month period and be disclosed in the announcement of the issue. This additional authority is in accordance with the Pre-Emption Group's Statement of Principles and is designed to provide the Directors with the flexibility to raise further equity funding and to pursue acquisition opportunities as and when they arise.

Except in relation to the Company's employee share schemes, the Directors have no immediate plans to make use of these authorities. In line with best practice, the Company confirms that it has not issued more than 7.5% of its issued share capital on a non pre-emptive basis over the last three years.

The authorities pursuant to Resolutions 14 and 15 will expire 15 months from the date of the passing of the respective resolution or, if earlier, at the conclusion of the next AGM.

**Resolution 16 (authority for market purchases of own shares)**

This resolution renews the Directors' current authority to make limited market purchases of the Company's ordinary shares. The power is limited to a maximum aggregate number of 25,697,363 ordinary shares (representing 10%) of the issued share capital as at 18 December 2015 and details the minimum and maximum prices that can be paid, exclusive of expenses.

Pursuant to the 2006 Act, companies are allowed to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time.

Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally. The Board has previously indicated its intention to continue to return surplus cash to shareholders via on-market purchase of its own shares where it is not required to finance the organic expansion of the business, acquisitions and dividend payments.

On 18 December 2015, the Company had 94,150 options and share awards outstanding under its various share schemes that could potentially need to be satisfied by the issue of new shares. This represented 0.037 % of the issued share capital of the Company. If the Company were to purchase and cancel shares up to the maximum permitted by the resolution set out above, that percentage would increase to 0.04 %.

The authority conferred by this resolution will expire at the conclusion of the Company's next AGM or 15 months from the passing of this resolution, whichever is the earlier. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

**Resolution 17 (notice period for general meetings)**

The Company must pass a special resolution at each AGM to allow it to hold general meetings (other than AGMs) on 14 clear days' notice. Resolution 17 seeks the necessary shareholder approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

**ACTION REQUIRED**

Following this letter is the Notice which includes the resolutions referred to and discussed above (the "**Resolutions**"), and a form of proxy ("**Form of Proxy**"). You are requested to complete, sign and return the Form of Proxy whether or not you intend to be present at the AGM as soon as possible and, in any event, so as to reach the Company's Registrar by 12 noon on 26 January 2016. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

**RECOMMENDATION**

The Directors consider the above proposals to be in the best interests of the Company and its shareholders and recommend shareholders to vote in favour of the Resolutions to be proposed at the AGM.

The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings.

Yours faithfully



**Marco Sodi**  
**Chairman**

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of ITE Group plc (the "Company") will be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 28 January 2016 at 12 noon for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as Ordinary Resolutions and Special Resolutions as specified below:**

## **Ordinary Resolutions**

1. THAT the Company's accounts, the strategic report and the reports of the Directors of the Company and the Auditors of the Company for the year ended 30 September 2015 be received and adopted.
2. THAT a final dividend of 4.9p per ordinary share be declared.
3. THAT Sharon Baylay be re-elected as a Director of the Company.
4. THAT Neil England be re-elected as a Director of the Company.
5. THAT Linda Jensen be re-elected as a Director of the Company.
6. THAT Stephen Puckett be re-elected as a Director of the Company.
7. THAT Marco Sodi be re-elected as a Director of the Company.
8. THAT Russell Taylor be re-elected as a Director of the Company.
9. THAT Deloitte LLP be reappointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.
10. THAT the Directors be authorised to agree the remuneration of the Company's Auditors.
11. THAT the Directors' remuneration report for the financial year ended 30 September 2015 (other than the part containing the Directors' remuneration policy) be approved.
12. THAT:
  - (a) the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"):
    - (i) up to an aggregate nominal amount of £856,578; and
    - (ii) comprising equity securities (as defined in section 560 of the Companies Act 2006), up to an aggregate nominal amount of £1,713,157 (including within such limit any relevant securities issued under (i) above) in connection with an offer by way of a rights issue to:
      - (x) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
      - (y) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter;
  - (b) such authorities shall expire (unless previously revoked by the Company) on the earlier of 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company and in each case during this period the Company may make an offer or agreement which would or might require relevant securities to be allotted after the authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
  - (c) all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

13. THAT the Directors be and are hereby authorised, in accordance with Article 130 of the Company's Articles of Association, and to the extent and in the manner determined by the Directors, to offer the holders of ordinary shares in the capital of the Company (excluding members holding any shares as treasury shares), the right to elect to receive an allotment of new ordinary shares in the capital of the Company (credited as fully paid) instead of any cash, in respect of all or part of any dividend as may be declared by the Directors from time to time, provided that the authority conferred by this resolution shall expire at the end of the third Annual General Meeting of the Company after the date on which this resolution is passed.

### Special Resolutions

14. THAT:

- (a) subject to the passing of Resolution 12, the Directors be and they are hereby empowered under section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 12 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:
- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (a)(ii) of Resolution 12, by way of a rights issue only) to:
    - (x) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
    - (y) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
  - (ii) in the case of the authority granted under paragraph (a)(i) of Resolution 12, the allotment of equity securities (otherwise than under paragraph (i) of this Resolution) up to an aggregate nominal amount of £128,486;
- (b) this power shall cease to have effect when the authority given by Resolution 12 is revoked or expires but during this period the Company may make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority has expired; and
- (c) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 12" were omitted from the introductory wording to this resolution.

15. THAT:

- (a) subject to the passing of Resolution 12, and in addition to the authority conferred by Resolution 14, the Directors be and they are hereby empowered under section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 12 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to, in the case of the authority granted under paragraph (a)(i) of Resolution 12, the allotment of equity securities up to an aggregate nominal amount of £128,486;
- (b) this power shall cease to have effect when the authority given by Resolution 12 is revoked or expires but during this period the Company may make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority has expired; and
- (c) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 12" were omitted from the introductory wording to this resolution.

16. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,697,363;
  - (b) the minimum price which may be paid for such ordinary shares is 1p per share (exclusive of expenses);
  - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:
    - (i) an amount equal to 105% of the average of the closing middle market price for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
    - (ii) the price stipulated by Article 5(1) of Commission Regulation (EC) No 2273/2003 (the Buy-back and Stabilisation Regulation);
  - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution, whichever is the earlier; and
  - (e) the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
17. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board



**Anneka Milham**  
**Group Company Secretary**  
ITE Group plc

**Registered Office:**  
105 Salusbury Road,  
London, NW6 6RG

Registered in England & Wales under number: 1927339

18 December 2015

# Notes to the Notice of Annual General Meeting

## 1. Copies of 2015 Annual Report and Directors' Remuneration Report

The statutory accounts and the reports of the Directors and the Auditors of the Company for the year ended 30 September 2015 are called the **"2015 Annual Report and Accounts"**. The 2015 Directors' remuneration report is contained in the 2015 Annual Report and Accounts. The first and eleventh items of business at the AGM relate to the approval of the 2015 Annual Report and Accounts and the 2015 Directors' Remuneration Report. Shareholders who have not elected to receive the 2015 Annual Report and Accounts may obtain copies by writing to the Company Secretary, ITE Group Plc, 105 Salusbury Road, London, NW6 6RG. Shareholders who wish to receive the printed statutory reports and accounts (free of charge) in future years should write to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, quoting reference 3475.

## 2. Entitlement to attend and vote and to appoint proxies

Registered holders of fully paid shares or their duly appointed representatives are entitled to attend, speak and vote at the AGM. To be entitled to attend, speak and vote in respect of the number of shares registered in their name, shareholders must be entered on the Register of Members of the Company as at 6.00pm on 26 January 2016, or, if this AGM is adjourned, on the Register of Members at 6.00pm two days prior to the date of any adjourned AGM. Changes to entries on the Register of Members after 6.00pm on 26 January 2016, or, if this AGM is adjourned, changes to entries on the Register of Members after 6.00pm two days prior to the date of any adjourned AGM, will be disregarded in determining the rights of any person to attend or vote at the AGM.

A registered shareholder entitled to vote at the AGM is entitled to appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (the **"2006 Act"**) (**"Nominated Persons"**). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you are such a Nominated Person, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the 2006 Act, writes to you directly for a response.

### A proxy may be appointed by any of the following methods:

- (a) completing and returning the enclosed form of proxy (the **"Form of Proxy"**); or
- (b) electronic proxy appointment by logging onto the Registrars', Equiniti, website [www.sharevote.co.uk](http://www.sharevote.co.uk). Shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website.

Alternatively, if you have already registered with the Registrars' on-line portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote. Instructions are given on the website; or if you are a member of CREST, by using the CREST electronic appointment service.

**IMPORTANT:** In any case your instructions or Form of Proxy must be received by the Company's Registrars no later than 12 noon on 26 January 2016.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **“CREST Proxy Instruction”**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 12 noon on 26 January 2016. 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. After this time any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The 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.

### **3. Corporate representatives**

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.

### **4. Issued share capital**

At the time of going to print, the Company's issued share capital consisted of 256,973,631 ordinary shares, carrying one vote each. Therefore the total number of exercisable voting rights in the Company is 256,973,631.

### **5. Requests under section 527 of the 2006 Act**

Shareholders should note that it is possible that, pursuant to requests made under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to the audit of the Company's 2015 Annual Report and Accounts (including the Auditor's Report and the conduct of the audit). The Company may not require the shareholders requesting such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement under section 527 of the 2006 Act, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of 2006 Act to publish on a website.

### **6. Shareholders' right to ask questions**

Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

### **7. Electronic communications**

A copy of this Notice and other information required by section 311A of the 2006 Act, can be found at [www.ite-exhibitions.com](http://www.ite-exhibitions.com). You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

### **8. Documents available for inspection**

Copies of the following documents will be available for inspection at the Registered Office of the Company during normal business hours, Monday to Friday (public holidays excepted), from the date of this Notice, and at the place of the AGM for 15 minutes prior to and during the AGM until its conclusion:

- (a) copies of the service contracts between the Company and the Executive Directors;
- (b) copies of letters of appointment between the Company and the Non-executive Directors.

# Appendix 1

## Biographies of Directors Seeking Re-election

### **Sharon Baylay**

#### ***Non-executive Director***

Sharon Baylay was appointed Non-executive Director of the Company on 1 April 2014. She is Non-executive Chairman of Dot Net Solutions Ltd, and Non-executive Director of Restore plc. From 2009 to 2011 Sharon was Marketing Director and a Main Board Director of the BBC, responsible for all aspects of Marketing, Communications and Audiences. She was also on the Board of BBC Worldwide, Freesat and Digital UK. Prior to BBC, Sharon held a number of senior roles at Microsoft Corporation over a period of 15 years from 1993 to 2008, including General Manager of the UK Online and Advertising business. Sharon is an Advanced Coach & Mentor, accredited by the Chartered Institute of Personnel and Development (CIPD) and a Member of Women in Communications and Advertising, London (WACL).

### **Neil England**

#### ***Non-executive Director***

Neil England was appointed a Non-executive Director of the Company in March 2008 and is Chairman of the Remuneration Committee. He has a breadth of sales and marketing experience and an extensive knowledge of ITE's key geographic markets. Neil was formerly Vice President for Mars Incorporated with responsibility for all the CIS countries and he built a market-leading business there. More recently, Neil was Group Commercial Director on the main board of Gallaher Group plc. Neil is currently Non-executive Chairman of three companies including BlackRock Emerging Europe plc, an emerging market investment company focused on Eastern Europe. Neil is a Fellow of the Chartered Institute of Marketing.

### **Linda Jensen**

#### ***Non-executive Director***

Linda Jensen was appointed a Non-executive Director of the Company on 7 July 2011 and as the Company's Senior Independent Director on 30 January 2014. Linda is CEO of HBO Europe, a position she has held since February 2005, and is responsible for all business operations of the HBO channels in the European region, currently covering 14 markets. From 2000 to early 2005, she was the President of MTV Russia, based in Moscow. Prior to MTV Russia, Linda gained valuable experience in the central European region as the Director of Development at Central European Media Enterprises (CME). Fluent in Russian, Linda holds a Masters degree in Political Science from Columbia University.

### **Stephen Puckett**

#### ***Non-executive Director***

Stephen Puckett was appointed a Non-executive Director of the Company on 1 July 2013 and Chairman of the Audit Committee on 30 January 2014. He is a Chartered Accountant with over 20 years' experience as Finance Director of quoted companies. In 2012 Stephen retired from the Board of Page Group plc (formerly Michael Page International plc) after more than 11 years as Group Finance Director, during which time he oversaw a period of significant overseas expansion and growth. Stephen is also currently Chairman of Hydrogen Group plc and a Non-executive Director of Redcentric plc and chairs its Audit Committee.

### **Marco Sodi**

#### ***Non-executive Chairman***

Marco Sodi was appointed as a Non-executive Director on 1 February 2012 and took over as Chairman of ITE Group plc on 23 March 2012. Previously, Marco was a Non-executive Director of ITE Group plc from 2003 to 2006 and has extensive experience of the media and technology sectors, and the exhibitions sector in particular. He left the Private Equity firm Veronis Suhler Stevenson in March 2010 after 23 successful years as both a General Partner and Investment Committee member. He is currently Non-executive Chairman of Metro International, a Non-executive Director of EuroTaxGlass's Int'l A.G and European Directories S.A. Previously Marco has served on the Boards of Hemscott plc, Centaur Communications plc and numerous other European and U.S. Companies.

### **Russell Taylor**

#### ***Chief Executive Officer***

Russell Taylor was appointed Chief Executive of ITE Group plc in May 2008 having joined the Group in 2003 as Finance Director. He has extensive experience in the exhibition industry, having earlier spent seven years at Earls Court Olympia Group, initially as Group Finance Director and subsequently Managing Director. Russell is a Chartered Accountant, having trained at Deloitte Touche, where he became a Manager in their Corporate Finance Department. Subsequently he worked in corporate development roles at P&O Group, Earls Court Olympia Group and Air Miles Group, before joining ITE Group plc. Russell holds a BA in Economics.

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