

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 2017

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



Registered Office:

105 Salusbury Road
London, NW6 6RG

19 December 2016

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, 26 January 2017 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 financial year ended 30 September 2016 (the **2016 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 financial year ended 30 September 2016 of 3p 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 30 December 2016.

Resolutions 3-9 (appointment, 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 will offer themselves for re-election at the forthcoming AGM, with the exception of Mark Shashoua and Andrew Beach who will stand for election for the first time following their appointments by the Board on 1 September 2016 and 17 October 2016 respectively.

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 and 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 32 and 33 of the 2016 Annual Report and Accounts and in the Appendix to this document.

Resolutions 10 and 11 (appointment and remuneration of Auditors)

Resolution 10 seeks shareholder approval to reappoint Deloitte LLP as the Auditors. In accordance with normal practice, Resolution 11 seeks authority for the Directors to fix the Auditors' remuneration.

Resolution 12 (Remuneration Policy)

This resolution seeks approval of the Directors' Remuneration Policy which forms part of the Directors' Remuneration Report for the financial year ended 30 September 2016 (the **Directors' Remuneration Report**). The policy can be found on pages 49 to 56 of the 2016 Annual Report and Accounts.

Resolution 13 (remuneration report)

The purpose of Resolution 13 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 2016. The report is set out on pages 57 to 67 of the 2016 Annual Report and Accounts. This resolution is advisory in nature and no individual Directors' remuneration is dependent on it.

Resolution 14 – (authority to allot shares)

The purpose of Resolution 14 is to renew the Directors' power to allot shares.

The authority in paragraph (a) of Resolution 14 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £873,798. This represents approximately one-third of the ordinary share capital of the Company in issue (excluding treasury shares) at 14 December 2016 (being the latest practicable date prior to publication of this Notice).

In line with guidance issued by the Investment Association (**IA**) paragraph (b) of Resolution 14 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for, or convert, any security into shares in the Company up to a further aggregate nominal value of £873,798 in connection with a rights issue. This amount represents approximately one-third of the ordinary share capital of the Company in issue (excluding treasury shares) at 14 December 2016 (being the latest practicable date prior to publication of this Notice).

The authority under this resolution will last until 15 months after the passing of the resolution or, if earlier, the conclusion of the Company's next AGM. The Directors have no present intention to make use of the authority sought under this resolution except in relation to the Company's employee share schemes and in relation to the acquisition of the remaining minority interest in the shares in Africa Oil Week Ltd, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines.

As at the date of this Notice the Company does not hold any Ordinary Shares in treasury.

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 15 and 16 (statutory pre-emption rights)

If the Directors wish to allot new shares or 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 15 is to authorise the Directors to allot new shares and other equity securities of the Company or sell shares held in treasury for cash: (a) in connection with a rights issue or other pre-emptive offer; and (b) otherwise up to an aggregate nominal value of £131,069, in each case without first making an offer under company law to existing shareholders in proportion to their existing holdings. The limit of £131,069 is equivalent to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 14 December 2016, being the latest practicable date prior to publication of this notice.

Resolution 16 is being proposed as a separate resolution to authorise the Directors to allot additional shares and other equity securities or sell shares held in treasury for cash up to a maximum nominal value of £131,069 (representing a further 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 December 2016, being the latest practicable date prior to publication of this notice) otherwise than in connection with a pre-emptive offer to existing shareholders. This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-emption Group's Statement of Principles (the 'Pre-Emption Group Principles') or refinancing any such acquisition or investment within six months after the original transaction. The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-period and is disclosed in the announcement of the issue.

These disapplication authorities are in line with the authorities sought at the 2016 AGM and with institutional shareholder guidance, in particular the Pre-Emption Group Principles. The Directors believe that it is appropriate to seek the additional 5% authority in Resolution 16 to give the Company the flexibility that this resolution affords to raise further equity funding and to pursue acquisition opportunities as and when they arise. In May 2016, the Pre-Emption Group recommended that this additional 5% authority be sought in a separate resolution, which is the approach that the Company has taken and consistent with last year.

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 Directors do not intend to issue more than 7.5% of the Company's issued ordinary share capital for cash on a non pre-emptive basis in any rolling three-year period other than in connection with an acquisition or specified capital investment referred to above or with prior consultation with shareholders.

The authorities pursuant to Resolutions 15 and 16 will expire 15 months from the date of the passing of the respective resolution or, if earlier, at the conclusion of the Company's next AGM.

Resolution 17 (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 26,213,967 ordinary shares, representing 10% of the issued share capital as at 14 December 2016 (being the latest practicable date prior to publication of this Notice) 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 14 December 2016 (being the latest practicable date prior to publication of this Notice), the Company had 46,850 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 0.018% of the issued share capital of the Company. If the Company was to purchase and cancel shares up to the maximum permitted by the resolution set out above, that percentage would increase to 0.020%.

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 18 (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 18 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**), together with 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 24 January 2017. 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

19 December 2016

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 26 January 2017 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 financial year ended 30 September 2016 be received and adopted.
2. THAT a final dividend of 3p per ordinary share be declared.
3. THAT following his appointment by the Board on 1 September 2016, Mark Shashoua be elected as a Director of the Company.
4. THAT following his appointment by the Board on 17 October 2016, Andrew Beach be elected as a Director of the Company.
5. THAT Sharon Baylay be re-elected as a Director of the Company.
6. THAT Neil England be re-elected as a Director of the Company.
7. THAT Linda Jensen be re-elected as a Director of the Company.
8. THAT Stephen Puckett be re-elected as a Director of the Company.
9. THAT Marco Sodi be re-elected as a Director of the Company.
10. 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.
11. THAT the Directors be authorised to agree the remuneration of the Company's Auditors.
12. THAT the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the financial year ended 30 September 2016 be approved.
13. THAT the Directors' Remuneration Report for the financial year ended 30 September 2016 (other than the part containing the Directors' Remuneration Policy) be approved.
14. THAT the Directors be 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**):
 - a. up to an aggregate nominal amount of £873,798; and
 - b. comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of £873,798 in connection with an offer by way of a rights issue to: (i) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and (ii) 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

provided that such authority shall expire (unless previously revoked by the Company) on the earlier of 15 months from the date of the Annual General Meeting at which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired and all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

Special Resolutions

15. THAT if Resolution 14 is passed, the Directors be empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited to:
- a. the allotment of equity securities and/or sale of treasury shares in connection with an offer or issue of or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above by way of rights issue only) to or in favour of: (i) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and (ii) 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
 - b. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution) up to an aggregate nominal amount of £131,069; and

this power shall expire on the earlier of 15 months from the date of the Annual General Meeting at which this resolution is passed and the conclusion of the next Annual General Meeting of the Company but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

16. THAT if Resolution 14 is passed, the Directors be empowered in addition to any power granted under Resolution 15 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:
- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £131,069; and
 - b. used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to expire on the earlier of 15 months from the date of the Annual General Meeting at which this resolution is passed and the conclusion of the next Annual General Meeting of the Company, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

17. 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 26,213,967;
 - 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 on the earlier of 15 months from the date of the Annual General Meeting at which this resolution is passed and the conclusion of the next Annual General Meeting of the Company; 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.

18. 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 Salisbury Road
London, NW6 6RG

Registered in England & Wales under number: 1927339

19 December 2016

Notes to the Notice of Annual General Meeting

1. Copies of 2016 Annual Report and Directors' Remuneration Report

The statutory accounts and the reports of the Directors and the Auditors of the Company for the financial year ended 30 September 2016 are called the **2016 Annual Report and Accounts**. The 2016 Directors' remuneration report is contained in the 2016 Annual Report and Accounts. The first and thirteenth items of business at the AGM relate to the approval of the 2016 Annual Report and Accounts and the 2016 Directors' Remuneration Report. Shareholders who have not elected to receive the 2016 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 24 January 2017, 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 24 January 2017, 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; or
- b. electronic proxy appointment by logging onto the Registrars', Equiniti, website 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. 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 24 January 2017.

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). 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 24 January 2017. 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 262,139,673 ordinary shares, carrying one vote each. Therefore the total number of exercisable voting rights in the Company is 262,139,673.

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 2016 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. 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 Election or Re-election

Mark Shashoua

Chief Executive Officer

Mark Shashoua was appointed as ITE's Chief Executive Officer in September 2016. He was previously the Chief Executive Officer of i2i Events Group, the event arm of Ascential plc where he spent five years and led the internationalisation and diversification of the business to what it is today. Mark is a prominent figure in the international events industry and was one of the founding members of the ITE Group in 1991, where he served in senior director roles and as a Board Director until August 1999. From 2001, he was a co-founder and Chief Executive Officer of Expomedia Group plc and from 2009 to 2011, Mark was the operating partner of Advent International, a leading private equity fund.

Andrew Beach

Chief Financial Officer

Andrew Beach was appointed as our Chief Financial Officer in October 2016. He was previously Chief Financial and Operating Officer of Ebiquity plc, the AIM listed marketing analytics specialists, where he spent nine years overseeing the rapid expansion of the business, which now spans 20 offices in 14 markets and employs over 900 staff. Prior to joining Ebiquity, Andrew spent nine years at PricewaterhouseCooper as part of the Entertainment and Media assurance practice where he qualified as a Chartered Accountant (ICAEW). Andrew headed up the UK Publishing sector knowledge network and managed a portfolio of large media clients.

Sharon Baylay

Non-executive Director

Sharon Baylay was appointed a Non-executive Director of the Company on 1 April 2014. She is Non-executive Director at Market-Tech Limited and of Restore plc, and previously was the Chairman of Dot Net Solutions, prior to its sale in 2016. 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 the 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 and Mentor, accredited by the Chartered Institute of Personnel and Development (CIPD) and a Member of Women in Advertising and Communications, London (WACL).

Neil England

Non-executive Director

Neil England was appointed a Non-executive Director of the Company in March 2008. 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 four 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, as the Company's Senior Independent Director on 30 January 2014 and as the Company's Remuneration Committee Chair in November 2015. Linda was Chief Executive Officer of HBO Europe until 31 December 2015, a position she had held since February 2005, and was responsible for all business operations of the HBO channels in the European region. From 2000 until 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 Master's 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 eleven 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 EDSA. Previously Marco has served on the Boards of Hemscott plc.



ITE Group plc
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