

PROSPECTS GROUP 2011 LIMITED
(Company no. 7708678. Incorporated with limited liability in England and Wales)

Notice of AGM

This document is an important document and requires your immediate attention. If you are in any doubt about the action you should take, you should consult an independent financial adviser.

NOTICE is hereby given that the fifth Annual General Meeting (the "AGM") of Prospects Group 2011 Limited (the "Company") will be held at Prospects House, 19 Elmfield Road, Bromley, Kent BR1 1LT on **Wednesday 25 January 2017 at 12.00 noon** for the following purposes:

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 1

To receive and consider the Company's Annual Report and Accounts, which include the Strategic Report and the Reports of the Directors and the Auditor, for the financial year ended 31 March 2016.

Resolution 2

To re-appoint Grant Thornton UK LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 3

To authorise the Board of Directors to determine the auditor's remuneration.

Resolution 4

To re-elect Nick Bell as a Director.

By order of the Board of Directors



Ray Auvray
Non-Executive Chairman

2 December 2016

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Further information about the Annual General Meeting ("AGM")

Entitlement to attend and vote

1. Only those members registered on the Company's Register of Members 48 hours prior to the date and time of the AGM shall be entitled to attend and vote at the AGM.

Appointment of proxies

2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
3. To be valid any proxy form or other instrument appointing a proxy must be received by the Registrar at their address as printed on the proxy form at least 48 hours prior to the date and time of the AGM.
4. The return of a completed proxy form will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

Electronic submission of proxy form

5. It is possible for you to submit your proxy votes online. Further information on this service can be found on your proxy form.

Questions at the AGM

6. Any member attending the AGM has the right to ask questions. The Company must answer any question relating to the business being dealt with at the AGM, except in certain circumstances, including (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given in a shareholder communication in the form of an answer to a question, or (iii) it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.

Total voting rights

7. As at 1 December 2016, being the latest practical date prior to publication of this notice, the Company's issued share capital comprised of 2,400,000 ordinary shares, all carrying one vote each. Therefore, the total voting rights in the Company as at 1 December 2016 were 2,400,000.

Registrar contact details

The Company's Registrar is Computershare Investor Services PLC who can be contacted at:
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ