

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 personal financial advice from your stockbroker, bank, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares in ScS Group plc ('Company'), please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



ScS GROUP PLC

(registered in England and Wales with registered number 03263435)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at Ramside Hall Hotel, Durham, DH1 1TD on Wednesday 18 November 2015 at 4.00 p.m. is set out in Part II of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by no later than 4.00 p.m. on Monday 16 November 2015 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

PART 1 – CHAIRMAN’S LETTER



SOFA • CARPET • SPECIALIST

ScS Group plc

Registered in England and Wales No. 03263435
45-49 Villiers Street
Sunderland
SR1 1HA

22 October 2015

To ordinary shareholders

Dear Shareholder

Annual General Meeting 2015

I am pleased to send you details of our annual general meeting (**'AGM'**), which will be held at Ramside Hall Hotel, Durham, DH1 1TD on Wednesday 18 November 2015 at 4.00 p.m. Shareholder registration will be available from 3.00 p.m. I hope that you will be able to attend.

The formal notice of the AGM, which is set out on pages 6 to 8 of this document (**'Notice'**), sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 17 resolutions. Resolutions 1 to 14 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed (with the exception of resolutions 11 and 12 as explained in the paragraph below), a simple majority of votes cast on a show of hands must be in favour of the resolution.

In addition, resolutions 11 and 12 must also be passed by more than 50 per cent of the votes cast by independent shareholders (being shareholders other than the controlling shareholder). These resolutions will be voted on by way of a poll so that the votes cast by independent shareholders and all shareholders can be calculated separately.

Resolutions 15 to 17 are proposed as special resolutions. This means that, for each of those resolutions to be passed, not less than 75% of the votes cast on a show of hands must be in favour of the resolution.

Resolution 1: Annual Report and Accounts

The directors must present the Company's annual report and accounts, strategic report and directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the financial year ended 25 July 2015, and together comprise the Annual Report 2015.

The Annual Report 2015 is also available on the Company's website at <http://www.scsplc.co.uk/investors/reports-and-presentations/year-2015.aspx>.

Resolution 2: Directors' Remuneration Report

The Company must seek shareholder approval on an annual basis for the part of its directors' remuneration report which describes how the Company's directors' remuneration policy has been implemented during the previous financial year.

The relevant part of the directors' remuneration report is set out in full on pages 39 to 41 of the Annual Report 2015.

This vote is advisory only, therefore it does not affect the historical remuneration paid to any individual director.

Resolution 3: Directors' Remuneration Policy

In addition to the annual advisory vote on the implementation of its remuneration policy, the Company is required to seek shareholder approval for the directors' remuneration policy itself at least once every three years. The directors' remuneration policy is set out on pages 34 to 39 of the Annual Report 2015. As this is the first AGM to be held where this requirement applies to the Company, it is seeking approval for its directors' remuneration policy at this AGM.

This vote is binding, therefore once the directors' remuneration policy is approved, all remuneration payments made to directors must be consistent with this policy.

Resolution 4: Final Dividend

The directors are recommending a final dividend for the financial year ended 25 July 2015 of 11.2 pence per ordinary share in the capital of the Company, to be paid on Wednesday 25 November 2015 to shareholders whose names appear on the register at the close of business on Friday 6 November 2015, with an ex-dividend date of Thursday 5 November 2015.

Resolutions 5 and 6: Reappointment and Remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 5 proposes the reappointment of PricewaterhouseCoopers LLP as auditors (to hold office until the next such meeting at which its annual accounts and reports are presented to shareholders), and, in accordance with normal practice, resolution 6 authorises the Audit Committee of the Company to determine the auditors' remuneration.

Resolutions 7 to 12 (inclusive): Election of Directors

Resolutions 7 to 12 (inclusive) propose the election of Alan Smith, David Knight, Ronald Turnbull, Paul Daccus, Ronald McMillan and George Adams respectively as directors.

In line with the provisions of the UK Corporate Governance Code, all of the directors of the Company will be proposed for election as it is the first annual general meeting after their appointment.

Pursuant to the Company's RIS announcement on 12 August 2015, Ronald Turnbull, Chief Financial Officer, has decided to step down from the board of directors and resign from the Company. His re-election will be proposed at the AGM so that he can remain a director until a successor is appointed. Ronald Turnbull is expected to remain in his role for as much of the current financial year as is necessary to ensure a smooth handover to his successor once appointed. The board of directors has started an external search process to find a new Chief Financial Officer.

Pursuant to the Financial Conduct Authority's Listing Rules ('Listing Rules'), Parlour Products Holdings (Lux) S.à.r.l., a company ultimately owned by Sun Capital Partners Inc. and its subsidiaries and affiliates, is classed as a 'controlling shareholder' of the Company. The Listing Rules require that where there is a controlling shareholder, independent non-executive directors be elected/re-elected by both an ordinary resolution of the shareholders and a majority resolution of the independent shareholders (being those shareholders other than the controlling shareholder). The Company, having taken into account the guidance provided by the UK Corporate Governance Code, has determined that Ronald McMillan and George Adams are independent non-executive directors. Accordingly, the resolution for the election of such independent non-executive directors (being resolutions 11 and 12) will be taken on a poll and the votes cast by independent shareholders and all shareholders will be calculated separately. Such resolutions will be passed only if a majority of votes cast by all shareholders and a majority of votes cast by independent shareholders are in favour.

Biographies of each of the directors are set out on pages 24 and 25 of the Annual Report 2015.

There are no existing or previous relationships, transactions or arrangements between each independent director and the Company, any of its directors, any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17 R.

The selection process for new directors, the review process for existing directors and the Company's assessment of independence are described on pages 27 to 29 of the Annual Report 2015.

Resolution 13: Authority to Allot Shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 13 is in two parts.

In line with guidance issued by the Investment Association (previously known as the Investment Management Association) if passed, the first part of resolution 13 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £13,333.33. This amount represents approximately one third of the issued ordinary share capital of the Company as at Thursday 15 October 2015, being the last practicable date before the publication of this document.

In addition, if passed, the second part of resolution 13 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to a further aggregate nominal amount of £13,333.33. This amount represents approximately one third of the issued ordinary share capital of the Company (excluding treasury shares) as at Thursday 15 October 2015, being the last practicable date before the publication of this document.

If given, these authorities will expire at the conclusion of the Company's next AGM or at the close of business on the date which is fifteen months after the date of this general meeting (whichever is the earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

PART 1 – CHAIRMAN’S LETTER (continued)

Resolution 13: Authority to Allot Shares (continued)

The directors have no current intention to exercise either of the authorities sought under resolution 13. However, the directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

Resolution 14: Political Donations and Political Expenditure

It is not the Company’s policy to make donations to political parties, or to make other political donations within the normal meaning of that expression, and the directors have no intention of changing that policy.

However, as a result of the wide definitions of political expenditure, political donations and political organisations in the Companies Act 2006 (**‘Act’**), normal business activities and expenditure which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may fall within the restrictions of the Act. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees’ donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community, and communicating with the Government and political parties at local, national and European level might be construed as political expenditure or as a political donation to a political organisation.

Resolution 14 does not purport to authorise any particular donation or expenditure, but is expressed in general terms, as required by the Act, and is intended to authorise normal donations and expenditure while avoiding inadvertent infringement of the Act. If passed, resolution 14 would allow the Company and its subsidiaries to make political donations to political parties, other political organisations and independent election candidates and to incur political expenditure up to an aggregate limit of £50,000 in the period beginning with the date on which resolution 14 is passed and ending at the conclusion of the next AGM of the Company. The authority will not be used to make political donations within the normal meaning of that expression.

It is the directors’ intention to renew this authority each year.

Resolution 15: Disapplication of Pre-emption Rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 15, which will be proposed as a special resolution, will enable the directors to allot equity securities for cash up to a maximum aggregate nominal amount of £26,666.66 without having to comply with statutory pre-emption rights, but this power will be limited to allotments:

- (a) up to an aggregate nominal amount of (i) £26,666.66 in connection with a rights issue or (ii) £13,333.33 in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £4,000 (which represents ten per cent of the issued ordinary share capital of the Company as at Thursday 15 October 2015, being the last practicable date before the publication of this document).

This disapplication authority is in line with the Statement of Principles issued by The Pre-Emption Group in 2015 (**‘2015 Principles’**).

The 2015 Principles increased the percentage of shares which could be issued for cash on a non pre-emptive basis from five per cent to ten per cent, provided that the additional five per cent is used only in connection with an acquisition or specified capital investment. The directors therefore confirm that they will only use the authority to issue shares on a non pre-emptive basis granted in resolution 15 which is in respect of more than five per cent of the issued share capital of the Company 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 month period and is disclosed in the announcement of the issue.

The directors also intend to follow the provisions in the 2015 Principles regarding cumulative usage of authorities within a rolling three year period. The 2015 Principles provide that a company should not issue shares representing more than 7.5 per cent of its issued ordinary share capital for cash in any rolling three year period without prior consultation with shareholders, other than on a pre-emptive basis or in connection with an acquisition or specified capital investment.

If given, this power will expire at the conclusion of the Company’s next AGM or at the close of business on the date which is fifteen months after the date of this general meeting (whichever is the earlier). It is the directors’ intention to renew this power each year.

Resolution 16: Purchase by the Company of its Own Shares

Resolution 16 will be proposed as a special resolution. If passed, it will allow the Company to purchase up to 4,000,000 ordinary shares in the market (which represents 10 per cent of the issued ordinary share capital of the Company as at Thursday 15 October 2015, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company’s next AGM or at the close of business on the date which is fifteen months after the date of this general meeting (whichever is the earlier). It is the directors’ intention to renew this authority each year.

The directors have no current intention to exercise the authority sought under resolution 16 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

The Act allows the Company to hold shares which have been repurchased as treasury shares and either re-sell them for cash, cancel them (either immediately or in the future) or use them for the purposes of its employee share schemes. The directors will have regard to institutional shareholder guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury. This provides the Company with additional flexibility in the management of its share capital. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

As at Thursday 15 October 2015 (being the last practicable date before the publication of this document), there were options outstanding over 68,659 ordinary shares in the Company (which represent 0.172 per cent of the issued ordinary share capital of the Company at that date). If the authority to purchase the Company's ordinary shares was exercised in full and those shares were subsequently cancelled, these options would represent 0.191 per cent of the issued ordinary share capital of the Company.

Resolution 17: Notice Period for General Meetings

Resolution 17 will be proposed as a special resolution to allow the Company to call general meetings (other than an AGM) on 14 clear days' notice.

The Act provides that the minimum notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

If the resolution is passed, the shorter notice period would only be used where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole. Note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

If passed, the resolution will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Recommendation

The directors consider that all the resolutions set out in the Notice would be most likely to promote the success of the Company for the benefit of its members as a whole. The directors will be voting in favour of all of the resolutions in respect of their own beneficial holdings currently amounting to 5.2 per cent of the issued share capital of the Company, and unanimously recommend that you do so as well.

Action to be Taken

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies:

- by completing the Proxy Form sent to you with this document and returning it to our registrars, Equiniti Limited, together with the power of attorney or other authority (if any) under which it is signed, by hand (during normal business hours) to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or in the pre-paid envelope provided;
- electronically at www.sharevote.co.uk; or
- (if you are a CREST member) through the CREST electronic proxy appointment service using the procedures described in the CREST Manual. CREST messages must be received by the issuer's agent (CREST ID RA19) by no later than 4.00 p.m. on Monday 16 November 2015.

For proxy appointments to be valid, they must be received by 4:00 p.m. on Monday 16 November 2015. Further details relating to voting by proxy are set out in the notes to the Notice on pages 9 to 11 of this document and in the Proxy Form.

Yours sincerely



Alan Smith
Chairman

PART 2 – NOTICE OF ANNUAL GENERAL MEETING



ScS GROUP PLC

(registered in England and Wales with registered number 03263435)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of ScS Group plc (**'Company'**) will be held at Ramside Hall Hotel, Durham, DH1 1TD on Wednesday 18 November 2015 at 4.00 p.m. to consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 14 will be passed as ordinary resolutions and resolutions 15 to 17 will be passed as special resolutions:

Ordinary Resolutions

Annual report and accounts

1. To receive the Company's annual report and accounts, strategic report and directors' and auditors' reports for the financial year ended 25 July 2015.

Directors' Remuneration Report (excluding the Directors' Remuneration Policy)

2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 25 July 2015.

Directors' Remuneration Policy

3. To approve the directors' remuneration policy contained in the directors' remuneration report for the financial year ended 25 July 2015 and set out on pages 34 to 39 of the Company's annual report and accounts, such directors' remuneration policy to take effect from approval at the Annual General Meeting.

Final Dividend

4. To declare a final dividend for the financial year ended 25 July 2015 of 11.2 pence per ordinary share in the capital of the Company, to be paid on Wednesday 25 November 2015 to shareholders whose names appear on the register at the close of business on Friday 6 November 2015.

Auditors

5. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which annual accounts and reports are laid before the shareholders in accordance with the provisions of the Companies Act 2006 (the **'Act'**).
6. That the Audit Committee be authorised to determine the remuneration of PricewaterhouseCoopers LLP as auditor of the Company.

Directors

Non-independent Directors

7. To elect Alan Smith as a director of the Company.
8. To elect David Knight as a director of the Company.
9. To elect Ronald Turnbull as a director of the Company.
10. To elect Paul Daccus as a director of the Company.

Independent Directors

11. To elect Ronald McMillan as a director of the Company.
12. To elect George Adams as a director of the Company.

Resolutions 11 and 12 will be conducted by way of poll and the votes cast by independent shareholders and all shareholders calculated separately.

Directors' Authority to Allot Shares

13. That, pursuant to section 551 of the Act, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot:

13.1 Relevant Securities up to an aggregate nominal amount of £13,333.33, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company as at Thursday 15 October 2015, being the latest practicable date prior to the publication of this document; and

13.2 Relevant Securities comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £13,333.33, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company as at Thursday 15 October 2015, being the latest practicable date prior to the publication of this document, in connection with an offer by way of a rights issue:

13.2.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

13.2.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange,

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on the date which is fifteen months after the date of this annual general meeting (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, '**Relevant Securities**' means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in addition to all existing authorities under section 551 of the Act.

Political Donations/Expenditure

14. That, pursuant to sections 366 and 377 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective be and are authorised to make political donations (as defined in section 364 of the Act) and political expenditure (as defined in section 365 of the Act) not exceeding £50,000 in total during the period beginning with the date on which this resolution is passed and ending at the conclusion of the next annual general meeting of the Company held after such date. The amount referred to in this resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such amount, shall be converted at such rate as the directors may, in their absolute discretion, determine to be appropriate.

Special Resolutions

Disapplication of Pre-Emption Rights

15. That, subject to the passing of resolution 13 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 13 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

15.1 the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 13.2 of resolution 13, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):

15.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

15.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

PART 2 – NOTICE OF ANNUAL GENERAL MEETING (continued)

Special Resolutions (continued)

15.2 the allotment of equity securities (otherwise than pursuant to paragraph 15.1 of this resolution) up to an aggregate nominal amount of £4,000, being ten per cent of the issued ordinary share capital of the Company as at Thursday 15 October 2015, being the latest practicable date prior to the publication of this document,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on the date which is fifteen months after the date of this annual general meeting, (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.

Market Purchases

16. That the Company be and is generally and unconditionally authorised, pursuant to section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares, subject to the following conditions:

16.1 the maximum aggregate number of ordinary shares authorised to be purchased is 4,000,000, representing 10 per cent of the Company's issued ordinary share capital as at Thursday 15 October 2015, being the latest practicable date prior to the publication of this document;

16.2 the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1 pence (being the nominal value of an ordinary share);

16.3 the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:

16.3.1 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and

16.3.2 an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as derived from the London Stock Exchange Trading System, and

this authority shall (unless previously revoked, varied or renewed) expire at the end of the next annual general meeting of the Company or at the close of business on the date which is fifteen months after the date of this annual general meeting (whichever is the earlier), so that the Company may, before the expiry of the authority, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority (save that in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts).

Notice for General Meetings

17. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



Ronald Turnbull
Company Secretary
22 October 2015

Registered office

ScS Group Plc
45-49 Villiers Street
Sunderland
SR1 1HA

Registered in England and Wales No. 03263435

NOTES

Entitlement to Attend and Vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on Monday 16 November 2015 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Attending in Person

2. If you wish to attend the meeting in person, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Meeting and will speed your admission.

Proxies

3. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder 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 shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 4 to 6 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

4. A form of proxy is enclosed. When appointing more than one proxy, please provide a separate proxy form in relation to each appointment. State clearly on each proxy form the number of shares in relation to which the proxy is appointed. Additional proxy forms may be obtained by contacting Equiniti Limited on 0371 384 2030 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received, together with any power of attorney or other authority (if any) under which it is signed, or a duly certified copy of such power or authority, by post or (during normal business hours only) by hand at the offices of the Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 48 hours before the date of the general meeting (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for commencement of the adjourned meeting).

5. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy or proxies electronically at www.sharevote.co.uk. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti Limited no later than 4.00 p.m. on Monday 16 November 2015 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or Equiniti Limited which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
6. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be viewed 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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Equiniti Limited (ID RA19) no later than 4.00 p.m. on Monday 16 November 2015 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions 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(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

NOTES (continued)

Corporate Representatives

7. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Method of Voting

8. Voting on all resolutions except resolutions 11 and 12 will be conducted on a show of hands, rather than by way of poll. Resolutions 11 and 12 will be conducted by way of poll and the votes cast by independent shareholders and all shareholders calculated separately.

Total Voting Rights

9. As at Thursday 15 October 2015 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 40,000,000 ordinary shares of 0.1 pence each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at Thursday 15 October 2015 are 40,000,000.

Nominated Persons

10. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Act ('Nominated Person'):

10.1 the Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed, or to have someone else appointed, as a proxy for the meeting; or

10.2 if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in notes 3 to 6 above does not apply to a Nominated Person. The rights described in such notes can only be exercised by shareholders of the Company.

Website Publication of Audit Concerns

11. A shareholder or shareholders having a right to vote at the meeting and holding at least five per cent of the total voting rights of the Company (see note 9 above), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting in accordance with section 527 of the Act.

Any such request must:

11.1 identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;

11.2 comply with the requirements set out in note 12 below; and

11.3 be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

11.4 it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;

11.5 it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and

11.6 the statement may be dealt with as part of the business of the meeting.

12. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 11:

12.1 may be made either:

12.1.1 in hard copy, by sending it to ScS Group plc, 45-49 Villiers Street, Sunderland SR1 1HA; or

12.1.2 in electronic form, by sending it to fax: 0191 510 9048, marked for the attention of Lesley Sheraton
lesley.sheraton@scs.co.uk (please state 'ScS Group plc: AGM' in the subject line of the email);

12.2 must state the full name(s) and address(es) of the shareholder(s);

12.3 (where the request is made in hard copy form or by fax) must be signed by the shareholder(s); and

12.4 must include the shareholder's full name and address.

Questions at the Meeting

13. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The Company must answer any such question unless:

13.1 to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;

13.2 the answer has already been given on a website in the form of an answer to a question; or

13.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Documents Available for Inspection

14. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.

14.1 Copies of the service contracts of the executive directors; and

14.2 Copies of the letters of appointment of the non executive directors.

Biographical Details of Directors

15. Biographical details of all those directors who are offering themselves for appointment at the meeting are set out on pages 24 and 25 of the enclosed annual report and accounts.

Website Providing Information about the Meeting

16. The information required by section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at <http://www.scsplc.co.uk/>.

Communications with the Company

17. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the following means:

17.1 calling our shareholder helpline on 0371 384 2030; or

17.2 write to us at ScS Group Plc, 45-49 Villiers Street, Sunderland SR1 1HA; or

17.3 e-mail us at lesley.sheraton@scs.co.uk (please state 'ScS Group Plc: AGM' in the subject line of the e-mail).

No other methods of communication will be accepted.

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