

## NOTICE OF THE 2013 ANNUAL GENERAL MEETING

This document is important and requires your immediate attention.

If you have any doubts about what action you need to take, you should immediately contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your holding of ordinary shares you should pass this document and any accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Tribal Group plc

Company registered in England and Wales no. 4128850

Registered office: 1-4 Portland Square, Bristol BS2 8RR

5 April 2013

Dear Shareholder,

This year's Annual General Meeting of the Company will be held at 2.30 p.m. on Friday 17 May 2013 at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB. For directions to this address, please visit <http://www.osborneclarke.com/contact-us/london/directions.aspx> or call us on 0845 123 6001.

The notice of the Annual General Meeting is set out on pages 3 to 5 of this document. This letter summarises the items of business to be transacted at the meeting, and on pages 8 to 10 of this document there are notes explaining these resolutions.

Shareholders who have elected to receive information from the Company in hard copy have received this document with the Annual Report and Accounts for the year ended 31 December 2012. Shareholders receiving information electronically can view this document and the Annual Report and Accounts on our Company's website at [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors).

### Ordinary Business

Resolutions 1 to 10 - deal with the directors' report and financial statements for the year ended 31 December 2012 (resolution 1); the directors' remuneration report (resolution 2); the final dividend (resolution 3); the re-appointment of the Company's auditors and the granting of authority to directors to determine the auditors' remuneration (resolution 4); and the re-election of directors (resolutions 5 to 10).

Resolutions 11 and 12 - deal with the directors' authority to allot new shares (resolution 11); and the authority to disapply the pre-emption rights on issue of a limited number of further shares (resolution 12).

#### Special Business

Resolution 13 - deals with the authority of the Company to purchase its own shares.

Resolution 14 - deals with the fixing of the notice period for general meetings (other than annual general meetings).

#### Action

If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed you should complete the Form of Proxy and return it to the Company's Registrars, Capita Registrars, by no later than 2.30 p.m. on 15 May 2013 following the instructions on the form. Alternatively you may submit your proxy electronically using our registrar's Share Portal service at [www.capitashareportal.com](http://www.capitashareportal.com).

If you have elected to receive information from the Company in hard copy you will have received the Form of Proxy with this Notice and the Annual Report and Accounts for the year ended 31 December 2012. If you are receiving information electronically you will have received the Form of Proxy. Alternatively, copies of the Form of Proxy are available from our registrars on 0871 664 0300 (calls cost 10p per minute plus network charges and lines are open 8.30 a.m. to 5.30 p.m.).

#### Recommendation

Your Board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely



John Ormerod

Chairman

2014, up to a maximum number of 9,369,598 ordinary shares (representing approximately 10 per cent. of the issued ordinary share capital as at 4 April 2013) upon the terms set out in the resolution. A purchase of the proposed maximum of 9,369,598 ordinary shares at the closing share price of 144p on 4 April 2013 would involve the Company in the expenditure of approximately £13.49m before stamp duty and commissions, and at the minimum permitted price would involve the expenditure, on the same basis, of £468,480.

As at 4 April 2013, there were outstanding options to subscribe for a total of 6,648,912 ordinary shares in the Company, representing approximately 7.1 per cent of the Company's issued ordinary share capital at that time. If the Company was to exercise in full the proposed authority to purchase its own shares and the Company's issued ordinary share capital remained unchanged, the shares for which there are outstanding options to subscribe would represent approximately 7.9 per cent of the Company's issued ordinary share capital as reduced by those purchases.

In seeking this authority the Board is not indicating any commitment to purchase ordinary shares. The directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time. In reaching a decision to purchase the ordinary shares, the directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, any impact on earnings per ordinary share or on net tangible assets per ordinary share. No announcement will be made by the Company in advance of market purchases but any purchases made by the Company would be announced by 7.30 a.m. on the business day next following the transaction.

#### Notice of General Meetings (Resolution 14)

This resolution is required to reflect the changes made to the Companies Act 2006 by the Shareholders' Rights Regulations which increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period. Before the coming into force of the Shareholders' Rights Regulations in August 2009, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 14, which is proposed as a Special Resolution, seeks such approval. AGMs will continue to be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Board will only utilise the authority to hold meetings on less than 21 clear days' notice where it considers it to be in the best interests of shareholders.

#### Authority to allot shares (Resolution 11)

At last year's Annual General Meeting, the shareholders authorised the Directors, under section 551 of the Companies Act 2006, to allot relevant securities up to an aggregate nominal value of £1,876,926.85. This authority is due to expire at the end of the AGM and it is proposed to renew this authority. An ordinary resolution will be proposed to give the directors authority to allot further shares (and rights to subscribe for such shares) in the capital of the Company. In accordance with Institutional Shareholders' Committee guidelines, any such authority should be limited by reference to the issued ordinary share capital of the Company. In broad terms, such authority should be limited to an amount equal to one third of the existing issued ordinary share capital of the Company; to the one third figure can be added amounts which have been approved by shareholders to satisfy the Company's obligations to issue ordinary shares in respect of, inter alia, share options.

Accordingly, the proposed authority to allot ordinary shares will comprise:

- a) 31,231,995 ordinary shares, representing approximately one third of the issued share capital of the Company as at 4 April 2013, the latest practicable date before the printing of this Notice; and
- b) 6,306,542 ordinary shares, being the maximum number of ordinary shares which the Company may be obliged to issue under its share option schemes.

The authority, when given, will expire at the conclusion of next year's Annual General Meeting. Save as referred to in paragraph (b) above, the directors have no present intention of exercising this authority.

#### Disapplication of pre-emption rights (Resolution 12)

As at last year's Annual General Meeting, a special resolution will be proposed to empower directors to allot securities of the Company up to a specified amount in connection with rights issues without having to obtain prior approval from the shareholders on each occasion and also to allot a small number of these for cash without first being required to offer such shares to existing shareholders. In accordance with Institutional Shareholders' Committee guidelines, the number of ordinary shares which may be issued for cash under the latter authority should not exceed five per cent. of the issued ordinary share capital of the Company.

The proposed disapplication of pre-emption rights will mean that the number of ordinary shares which may be issued for cash without first being required to offer such shares to existing shareholders will not exceed 4,684,799 ordinary shares, being approximately five per cent of the issued ordinary share capital of the Company as at 4 April 2013.

#### SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING

##### Market purchase of shares (Resolution 13)

Under Article 11 of the Company's articles of association, the Company is empowered to purchase its own shares. As at last year's Annual General Meeting, the Company proposes a special resolution to enable it to purchase, for cancellation and/or for holding in treasury, ordinary shares in the market for the period until the conclusion of the Company's Annual General Meeting to be held in

#### Notice of Annual General Meeting

Notice is hereby given that the thirteenth Annual General Meeting of Tribal Group plc ("the Company") will be held at 2.30 p.m. on Friday 17 May 2013 at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB, for the following purposes:

##### As Ordinary Business

1. To receive and adopt the report of the directors and the audited financial statements for the year ended 31 December 2012.
2. To approve the directors' remuneration report for the year ended 31 December 2012.
3. To declare a final dividend of 0.85p per share for the year ended 31 December 2012 payable on 2 July 2013 to shareholders who are on the register of members of the Company on 14 June 2013.
4. To re-appoint Deloitte LLP as auditors of the Company and to authorise the directors to determine their remuneration.
5. To elect as a director Katherine Innes Ker who offers herself for re-election.
6. To elect as a director John Ormerod who offers himself for re-election.
7. To elect as a director Keith Evans who offers himself for re-election.
8. To elect as a director Steve Breach who offers himself for re-election.
9. To elect as a director Simon Ball who offers himself for re-election.
10. To elect as a director Robin Crewe who offers himself for re-election.
11. To consider and if thought fit pass the following resolution as an Ordinary Resolution:

"That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company ("Shares") and grant rights to subscribe for, or to convert any security into, Shares ("Subscription or Conversion Rights") up to an aggregate nominal amount of £1,876,926.85, provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2014 unless previously renewed or extended, save that the Company may before such expiry make offers or agreements which would or might require Shares to be allotted or Subscription or Conversion Rights to be granted after such expiry and the directors may allot Shares and grant Subscription or Conversion Rights in pursuance of any such offers or agreements as if the authority conferred hereby had not expired and all unexercised authorities previously granted to the directors to allot Shares and grant Subscription or Conversion Rights be and are hereby revoked."

12. To consider and if thought fit pass the following resolution as a Special Resolution:

"That, subject to the passing of Resolution 11 above, the directors are hereby empowered in accordance with section 570 and section 573 of the 2006 Act to allot equity securities (as defined in

section 560 of the 2006 Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the 2006 Act conferred by Resolution 11 above, and/or by way of a sale of treasury shares for cash, in each case as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
  - (i) in favour of holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them;
  - (ii) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange or any other matter; and
- (b) in the case of the authority granted under Resolution 11 and/or in the case of the sale of treasury shares for cash, the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal value of £234,239.95

and unless previously revoked, varied or extended, such power shall expire at the conclusion of the annual general meeting of the Company to be held in 2014 unless previously renewed or extended except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired."

#### As Special Business

13. To consider and if thought fit pass the following resolution as a Special Resolution:

"That, in accordance with Article 11 of its Articles of Association and section 701 of the 2006 Act, the Company is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares of 5p each in the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company may from time to time determine provided that:

- (a) the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 9,369,598;
- (b) the maximum price which may be paid for an Ordinary Share purchased pursuant to this authority is an amount equal to 105 per cent. of the average of the middle market quotation

#### Explanatory notes to the resolutions as proposed at the 2013 Annual General Meeting

##### ORDINARY BUSINESS AT THE ANNUAL GENERAL MEETING

Annual Report and Accounts for the year ended 31 December 2012 (Resolution 1)

The directors must present the accounts, directors' report and auditors' report to the shareholders at the AGM. If you have requested to receive information from the Company in hard copy, a hard copy of the Annual Report and Accounts will be included with this document. If you have elected to receive documents electronically, the Annual Report and Accounts can be accessed on our website [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors) or are available on request from the company secretary or our registrars.

Directors' Remuneration Report (Resolution 2)

All quoted companies are required by law to produce for each financial year a directors' remuneration report which sets out the Remuneration Committee's policy in relation to directors' remuneration, together with the remuneration and benefits paid to directors during the year. The Company is also required to put an ordinary resolution to shareholders approving the report at the meeting at which the Company's report and accounts for that period are laid.

Accordingly, Resolution 2 seeks the approval of the directors' remuneration report which is set out on pages 47-55 of the report and accounts for the year ended 31 December 2012.

Dividend (Resolution 3)

This resolution concerns the Company's final dividend payment. A final dividend can only be paid after the shareholders at a general meeting have approved it. The directors are recommending a final dividend of 0.85p per share in respect of the year ended 31 December 2012 which, if approved, will be payable on 2 July 2013 to shareholders who are on the register of members of the Company on 14 June 2013.

Re-appointment and remuneration of Auditors (Resolution 4)

Shareholders are required to appoint auditors at each general meeting at which accounts are presented. This resolution proposes the appointment of Deloitte LLP as auditors of the Company and authorise the directors to set their remuneration.

Re-appointment of directors (Resolutions 5 to 10)

The board has resolved to adopt the practice required of FTSE350 companies by the UK Corporate Governance Code that each director offer himself for re-election each year. Biographies of each director appear on page 36 of the Annual Report. Having considered the performance of and contribution made by each director, the Board remains satisfied that each of them continues to be effective and to demonstrate commitment to their roles and, as such, recommends each re-appointment.

Sunday or public holidays excluded) from the date of this notice until the conclusion of the Annual General Meeting.

of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the ten business days preceding the day on which that share is purchased and the minimum price which may be paid is 5p per Ordinary share (in each case exclusive of expenses payable by the Company); and

- (c) this authority will expire at the conclusion of the annual general meeting of the Company to be held in 2014 unless renewed or extended before that time, but the Company may enter into a contract for the purchase of its Ordinary Shares under this authority before its expiry which will or may be completed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract."

14. To consider and if thought fit pass the following resolution as a Special Resolution:

"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

Steve Breach

Secretary

Tribal Group plc

5 April 2013

Registered Office:

1-4 Portland Square, Bristol BS2 8RR

Registered in England and Wales.

Registered number: 4128850



## NOTES

1. A member of the Company who wishes to attend the meeting in person should arrive at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB, in good time before the meeting, which will commence at 2.30 p.m. In order to gain admittance to the meeting, members may be required to produce their attendance card, which is attached to the form of proxy enclosed with this document, or otherwise prove their identity.
2. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him.
3. A proxy need not also be a member of the Company but must attend the Annual General Meeting in order to represent his appointor. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the Annual General Meeting or another person as proxy. To be effective the form must reach the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 2.30 p.m. on 15 May 2013. You may submit your proxy electronically using The Share Portal Service at <http://www.capitashareportal.com>
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 15 May 2013 (or if the Annual General Meeting is adjourned, 6.00 p.m. on the day being two working days before the time fixed for the adjourned Annual General Meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
5. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, note 2 above does not apply to you but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
6. To appoint a proxy or to amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RAI0) by 2.30 p.m. on 15 May 2013. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsor or voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (available at

[www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Members attending the meeting have the right to ask and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the meeting.
8. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting at the meeting will be announced via a Regulatory Information Service and also placed on the Company's website [www.tribalgroup.com](http://www.tribalgroup.com).
9. As at 4 April 2013 (being the latest practicable date prior to the publication of this notice of Annual General Meeting) the Company's issued share capital consisted of 93,695,985 ordinary shares of 5p each carrying one vote each. Therefore the total voting rights in the Company as at 4 April 2013 are 93,695,985.
10. The following information is available at [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors): (i) the matters set out in this notice of Annual General Meeting; (ii) the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting; (iii) the totals of the voting rights that members are entitled to exercise at the meeting; and (iv) members' statements, members' resolutions and members' matters of business received by the Company after the date on which notice of the meeting was given.
11. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
12. You may not use any electronic address provided in either this notice of Annual General Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
13. Copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings, and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday,