

**THIS DOCUMENT (THE “CIRCULAR”) AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are recommended to seek your own independent advice immediately from your stockbroker, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000, as amended (the “FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.**

If you sell or have sold or otherwise transferred all of your holding in Science Group plc (“**Science Group**” or the “**Company**”), please forward this Circular, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such document should not be forwarded, or transmitted, into or from, any jurisdiction where to do so might constitute a violation of the relevant laws of such jurisdiction. If you sell or have sold part only of your holding in Science Group, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

The information contained within this Circular relating to a proposed placing of shares in the Company is for informational purposes only. This Circular does not constitute an offer, or the solicitation of an offer, to buy or to subscribe for any securities, nor shall there be any sale or subscription of, the shares in the Company, or any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The distribution of this Circular in certain jurisdictions may be restricted by law and therefore persons into whose possession this Circular comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Shareholders who are residents or citizens of any country other than the United Kingdom and any persons (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this Circular to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action. This Circular does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. Neither does it constitute an admission document drawn up in accordance with the AIM Rules for Companies (the “**AIM Rules**”). This Circular has not been examined or approved by the Financial Conduct Authority (the “**FCA**”) or the London Stock Exchange or any other regulatory authority.

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**SCIENCE GROUP PLC**

(Incorporated in England and Wales with registered number 06536543)

**NOTICE OF GENERAL MEETING**

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This Circular should be read as a whole. Your attention is drawn to the letter to Shareholders from the Chairman of Science Group which is set out in this document. The letter contains a recommendation that you vote in favour of the Resolutions at the General Meeting referred to below.

**Notice of the General Meeting of Science Group to be held at 17 Waterloo Place, London, SW1Y 4AR at 9 a.m. on 30 September 2021 is set out at the end of this document.** This Circular is being provided to Shareholders solely for the purpose of considering the Resolutions to be voted upon at the General Meeting to be held on 30 September 2021. A Form of Proxy to be used in connection with the Resolutions to be proposed at the General Meeting is enclosed. You are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible by post or (during normal business hours only) by hand so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible but in any event so as to arrive **by no later than 9 a.m. on 28 September 2021**, or in the event of an adjournment 48 hours before the adjournment of the General Meeting. Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the General Meeting.

## **Forward-looking statements**

This Circular contains statements about the Company that are or may be “forward-looking statements”. All statements, other than statements of historical facts, included in this Circular may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “should”, “anticipates”, “estimates”, “projects” or words or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of the Company. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the Market Abuse Regulation, and/or the Disclosure Guidance and Transparency Rules of the FCA), the Company does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this Circular are based on information available to the Directors of the Company at the date of this Circular, unless some other time is specified in relation to them, and the posting or receipt of this Circular shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

**Letter from the Chairman of Science Group plc**  
(Incorporated in England and Wales with registered number 06536543)

**Directors:**

Martyn Ratcliffe  
Daniel Edwards  
Jonathan Brett  
Michael Lacey-Solymar  
Peter Bertram

Chairman  
Group Managing Director  
Acting Finance Director  
Senior Independent Director  
Non-Executive Director

**Registered Office:**

Harston Mill  
Royston Road  
Harston  
Cambridge  
CB22 7GG  
United Kingdom

13 September 2021

Dear Shareholder

**1. Introduction**

This Circular sets out details of the Company's General Meeting which is to be held at 17 Waterloo Place, London, SW1Y 4AR at 9 a.m. on 30 September 2021. It provides you with information about the Resolutions and explains why the Board considers it to be in the best interests of the Company and its Shareholders as a whole, and why the Directors recommend that you vote in favour of the Resolutions, as they intend to do in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 9,526,080 shares representing approximately 20.80 per cent. of the Company's issued share capital (excluding treasury shares).

On 24 January 2019, Science Group announced the outcome of its strategic review, including the following statement : *"....the Board has decided to broaden the target criteria in order to deploy the Group's capital and management resources to enhance returns for shareholders. As a result, larger acquisitions will be considered which may or may not have any synergies with, the Group's existing operations, if the Board considers that value can be created. Furthermore, the Board will consider opportunities to acquire a major shareholding rather than make a full acquisition, if appropriate."*

On 14 October 2019, Science Group completed the acquisition of Frontier Smart Technologies Limited ("**Frontier**"). This business was restructured and integrated into Science Group. On 26 July 2021, Science Group reported its interim results for the period ended 30 June 2021, with adjusted earnings per share increasing by approximately 51% relative to the prior year and approximately 125% relative to the first half of 2019, prior to the Frontier acquisition.

As part of its ongoing strategy, as set out in the January 2019 announcement, the Company continues to explore add-on acquisitions and strategic investments that would increase the scale of Science Group's existing operating businesses and/or the scale of the Group. In continuing to execute the strategy, on 9 August 2021, Science Group acquired a shareholding in TP Group plc and has since increased that shareholding to 27.1%, making Science Group the largest shareholder in TP Group. Science Group has requisitioned a general meeting to replace two directors of TP Group with two nominations from Science Group. Science Group did seek to engage with TP Group prior to making the investment and did propose a potential offer for TP Group subject to certain conditions, including satisfactory due diligence, but this possible offer was withdrawn on 3 September 2021.

On 10 September 2021 the Company issued 4,123,839 new ordinary shares ("September Placing") under the authority to allot granted to the Directors at the AGM held on 19 May 2021. The Company believes that it is appropriate at this stage to seek additional shareholder

authorisations for an issue of new ordinary shares, including some on a non-pre-emptive basis, to facilitate the issue of new ordinary shares. This will enable the Company to proceed promptly with raising further funds through the issue of new ordinary shares (the “**Future Placing**”) in order to be able to fund additional acquisitions and strategic investment opportunities.

## 2. **Authorisation to Issue Shares**

The Directors are requesting the authority to allot and issue up to 9,158,780 new ordinary shares in aggregate in connection with the Future Placing, being approximately 20 per cent. of the Company’s issued share capital (excluding treasury shares) as at 10 September 2021 (being the latest practicable date prior to the publication of this Circular).

In granting this authority, the Shareholders will be granting the Directors flexibility to allot and issue up to the maximum number of new ordinary shares at any time within the period specified by the authority (or such lower number as the Directors may determine at their discretion is appropriate).

In the event that the Company were to issue all of the 9,158,780 new ordinary shares for which authority is being sought, such new ordinary shares would represent 16.67 per cent. of the enlarged issued share capital of the Company (based on 45,793,899 ordinary shares in issue (excluding treasury shares) as at 10 September 2021 (being the latest practicable date prior to the publication of this Circular)). However, the Board emphasizes that this is a maximum number of shares for which authority is being sought.

The Directors are further requesting the authority to allot up to 4,579,390 of such new ordinary shares on a non-preemptive basis, being approximately 10 per cent. of the Company’s issued share capital (excluding treasury shares) as at 10 September 2021 (being the latest practicable date prior to the publication of this Circular).

## 3. **Additional resolutions**

The Directors will also seek shareholder approval at the General Meeting in connection with the Company’s share incentive arrangements and a minor correction to the Company’s articles of association.

## 4. **General Meeting**

The formal notice of General Meeting is set out at the end of this document and summary details of the Resolutions to be proposed at the General Meeting are set out below.

All voting at the General Meeting will be on a poll in accordance with current recommended best practice. The Board strongly recommends that Shareholders vote using the Form of Proxy, and to appoint the Chairman of the General Meeting as their proxy. The results of voting on all the Resolutions will be announced via the Regulatory News Service and published on the Company’s website as soon as practicable after the end of the General Meeting.

### **Resolutions to be proposed at the General Meeting**

Resolutions to be proposed at the General Meeting are as follows:

#### **Resolution 1 (Ordinary Resolution) – Authority to allot shares**

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot shares in a nominal amount of £91,587.80 (being up to 9,158,780 new ordinary shares of one pence each), provided that such authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 June 2022.

## **Resolution 2 (Special Resolution) – Dis-application of pre-emption rights**

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, disapplies Shareholders' statutory pre-emption rights in relation to the allotment and issue shares in a nominal amount of £45,793.90 (being up to 4,579,390 new ordinary shares of one pence each), provided that such authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 June 2022.

## **Resolution 3 (Ordinary Resolution) – Buyback authority**

Resolution 3 would renew and replace an existing similar authority granted to the Directors at the AGM held on 19 May 2021.

The Company is seeking authority to purchase up to 5,495,268 ordinary shares representing approximately 10 per cent. of the Company's enlarged issued share capital (excluding treasury shares) assuming issue of the maximum number of new ordinary shares pursuant to Resolution 1 at, or between, the minimum and maximum prices specified in this Resolution. Where used by the Directors, this power would be used only after careful consideration, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interest of Shareholders and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the Companies Act 2006, the Company is allowed to hold its own shares in treasury following a buyback instead of cancelling them. Such shares may be resold for cash or used for the purpose of employee share schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. Accordingly, if the Directors exercise the authority conferred by Resolution 3, the Company will have the option of holding these shares in treasury, rather than cancelling them.

The Board reviews potential share buybacks on a regular basis. The Company does not normally announce when it will be, or will not be, undertaking buybacks. In addition, from time to time, the Company will be in a closed period as required by the AIM Rules and other regulatory bodies, during which buybacks are not permitted. Close periods are not announced by the Company but will include a period of a minimum of 30 days prior to Interim and Preliminary Results announcements.

The authority sought will expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 June 2022.

## **Resolution 4 (Ordinary Resolution) – EEI share options grants**

At the AGM held on 19 April 2018, shareholders approved the introduction of an enhanced executive incentive addendum ("**EEI Addendum**") to the Company's Performance Share Plan share option scheme ("**PSP Scheme**"). The purpose of the EEI Addendum is to enable the grant of more substantial share options to a small number of key senior managers of the Company Executive Team, Managing Director or equivalent technical/operating level, but excluding any employee/manager holding 1.5% or more of the Company's issued share capital in shares or share options.

Grants under the EEI Addendum are made every 3 years and require specific shareholder approval. Such grants are incremental to the plan and individual limits defined in the PSP Scheme and vest after 5 years, whereas the annual PSP awards typically vest after 3 years. The last grants under the EEI Addendum were made in 2018.

Resolution 4 therefore seeks approval for the award of up to a maximum of 1.2 million share options under the EEI Addendum in 2021. It is proposed that, subject to the terms of the EEI Addendum, 50% of each award would vest based on the Company achieving a share price target of £6.30 (being a 40% increase on the September Placing price), and that the remaining

50% of each award would vest based on the Company achieving a share price target of £7.65 (being a 70% increase on the September Placing price), with pro-rata vesting between these two figures.

For the avoidance of doubt, Mr Ratcliffe, Executive Chairman, is not eligible for share option grants under the EEI Addendum and since 2010 has excluded and continues to exclude himself from other share option grants under the PSP Scheme.

#### **Resolution 5 (Ordinary Resolution) – Exceptional grants of share options**

As previously described, the Company continues to explore add-on acquisitions. The retention and incentivisation of key managers and staff in acquired businesses is central to the integration process, and share option grants are an important component of incentivisation and retention. However, there is often insufficient headroom within the standard plan limits defined in the PSP Scheme to make these grants. Accordingly, on a number of occasions the Company has previously sought retrospective shareholder approval for the exceptional grant of share options in connection with specific acquisitions. The Board considers it both appropriate and prudent to seek advance approval for further exceptional grants of share options for future acquisitions.

Resolution 5 therefore seeks approval for the exceptional grant of up to 1.5 million share options under the PSP Scheme to key employees of acquired companies for the purposes of retaining and incentivising those employees, and for these grants to be incremental to the plan limit defined in the PSP Scheme.

#### **Resolution 6 (Special Resolution) – Amendment to Company's Articles of Association**

As a result of a drafting error, the Company's Articles of Association define "Ordinary Shares" as "ordinary shares of 5p each". The Company's issued share capital is and has been from the date of incorporation comprised of ordinary shares of 1p each. Upon review, the Board is satisfied that reference to 5p in the Articles of Association is a typographical error. This Resolution is to approve the correction of this error such that the Articles of Association refer to ordinary shares of 1p each.

A copy of the Articles and proposed amendments will be available for inspection during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the registered office of the Company at Harston Mill, Harston, Cambridge, CB22 7GG from the date of this letter until the conclusion of the General Meeting, and at the General Meeting itself.

#### **Action to be taken**

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Shareholders are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 9 a.m. on 28 September 2021. The Form of Proxy can be posted free of charge from inside the United Kingdom.

Completion of a Form of Proxy does not prevent you from attending the General Meeting and voting in person.

#### **Recommendation**

The Board considers that the Resolutions are fair and reasonable and in the best interests of Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings in the Company which on 10 September 2021 (the latest practicable date prior to the publication of this Circular) amounted in aggregate to 9,526,080 ordinary shares, representing approximately 20.80 per cent. of the current issued ordinary share capital of Science Group (excluding treasury shares).

Yours faithfully

**Martyn Ratcliffe**

Chairman

**SCIENCE GROUP PLC**  
(incorporated and registered in England and Wales with number 06536543)  
(the “Company”)

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of the Company will be held at 17 Waterloo Place, London, SW1Y 4AR at 9 a.m. on 30 September 2021 for the purpose of considering and, if thought fit, passing the following resolutions, in the case of Resolutions 1 and 3 to 5 as Ordinary Resolutions and, in the case of Resolutions 2 and 6 as Special Resolutions.

**ORDINARY RESOLUTION**

1 **THAT** the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”), to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £91,587.80 (being up to 9,158,780 ordinary shares of one pence each) pursuant to the Placing as detailed in the circular to shareholders of the Company dated 13 September 2021:

- (a) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next annual general meeting of the Company or, if earlier, 30 June 2022; save that
- (b) the Company may before such expiry make an offer or agreement which would or might require relevant securities (as so defined) to be allotted after such expiry and the Directors may allot relevant securities (as so defined) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution, “relevant securities” means:

- shares in the Company other than shares allotted pursuant to:
  - an employee share scheme (as defined by section 1166 of the Act);
  - a right to subscribe for shares in the Company where the grant of the right itself constituted a relevant security; or
  - a right to convert securities into shares in the Company where the grant of the right itself constituted a relevant security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of relevant securities in the resolution include the grant of such rights.

**SPECIAL RESOLUTION**

2 **THAT**, subject to and conditional upon the passing of Resolution 1, in addition to all subsisting authorities to the extent unused, the Directors be and they are hereby empowered, pursuant to section 570 of the Companies Act 2006 (the “Act”), to allot or make offers or agreements to allot equity securities (as defined in section 560 of Act) for as if section 561 of the Act did not apply to any allotment of equity securities of up to an aggregate nominal amount of £45,793.90, provided that the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next annual general meeting of the Company or, if earlier, 30 June 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors

may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### **ORDINARY RESOLUTION**

3. **THAT**, in substitution for all subsisting authorities to the extent unused, the Company be generally and unconditionally authorised, in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") on such terms as the Directors think fit, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 5,495,268;
  - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 1p;
  - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for an Ordinary Share, as derived from the AIM Appendix of the Daily Official List of the London Stock Exchange, for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current bid for an Ordinary Share on the trading venue where the purchase is carried out; and

the authority hereby conferred shall, unless previously revoked or varied, expire at the end of the next annual general meeting of the Company or, if earlier, 30 June 2022 (except 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).

### **ORDINARY RESOLUTION**

4. **THAT**, in accordance with the the PSP Scheme, the grant of options over up to a maximum of 1.2 million Ordinary Shares under the EEI Addendum (as defined in the PSP Scheme) be approved provided that the said grant is made in 2021 on terms that 50% of each grant will vest based on the Company achieving a market share price of £6.30 per Ordinary Share and that the remaining 50% of each grant will vest based on the Company achieving a market share price of £7.65 per Ordinary Share, with pro-rata vesting between those two market share price figures.

### **ORDINARY RESOLUTION**

5. **THAT** the exceptional grant of 1.5 million share options under the PSP Scheme to key senior employees of acquired companies shall be incremental to the plan limit defined in the PSP Scheme.

### **SPECIAL RESOLUTION**

6. **THAT** with effect from the conclusion of the General Meeting, the revised Articles of Association will be adopted by the Company in substitution for, and to the exclusion of, the existing articles of association.

By Order of the Board  
Sarah Cole  
Company Secretary  
13 September 2021

Harston Mill  
Royston Road  
Harston  
Cambridge  
CB22 7GG

## Notes

1. *Only Shareholders are entitled to attend and vote at this General Meeting. A Shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A Shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice and instructions for its completion are shown on the form. Forms of Proxy and any power of attorney or other authority, if any, under which it is signed or a duly certified copy of such power or authority should reach the office of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by 9 a.m. on 28 September 2021. As explained in the Chairman's letter, Shareholders are strongly encouraged to appoint the Chairman of the General Meeting as proxy with voting instructions. Completing a Form of Proxy does not prevent a Shareholder from attending and voting in person. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy to abstain on any particular Resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a Resolution.*

*A Shareholder must inform the Company's registrars in writing of any termination of the authority of a proxy.*

*A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.*

*The statements of the rights of Shareholders in relation to the appointment of proxies in this notice do not apply to a Nominated Person. The rights of Shareholders in relation to the appointment of proxies can only be exercised by registered Shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.*

2. *The Company specifies that only those Shareholders on the register of members as at 6.30 pm on 28 September 2021 (or, if the General Meeting is adjourned, 6.30 pm on the day two working days prior to the day of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the General Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the register after 6.30 pm on 28 September 2021 shall be disregarded in determining the right of any person to attend or vote at the General Meeting.*
3. *As at 10 September 2021 (being the last practicable date prior to publication of this notice) the Company's issued share capital consists of 46,185,874 Ordinary Shares carrying one vote each, of which 391,975 Ordinary Shares are held in treasury. A further 104,400 Ordinary Shares are held in the Frontier Employee Benefit Trust. The total voting rights in the Company as at 10 September 2021 are, therefore, 45,689,499.*
4. *The articles of association of the Company, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded in England and Wales) from the date of this document until the date of the General Meeting, will also be available for inspection at the place of the General Meeting from 8.45 a.m. on the day of the General Meeting until the conclusion of the General Meeting.*
5. *Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a Shareholder provided that they do not do so in relation to the same shares.*
6. *A copy of this notice can be found on the Company's website ([www.sciencegroup.com](http://www.sciencegroup.com)).*

7. *You may not use any electronic address provided either in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.*

**FOR USE BY THE HOLDERS OF ORDINARY SHARES**

**Science Group plc**  
(incorporated and registered in England and Wales with number 06536543)  
**(the "Company")**

**FORM OF PROXY**

For use at the general meeting convened for 9 a.m. on 30 September 2021 at 17 Waterloo Place, London, SW1Y 4AR.

I/We .....

Of .....

being a member/members of the Company hereby appoint (see Note 1)

.....

whom failing the Chairman of the meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the above mentioned General Meeting of the Company and at any adjournment thereof. My/our proxy is to vote as indicated below with an 'X' in respect of the Resolutions set out in the Notice of General Meeting (see Note 2):

Resolution		FOR	AGAINST	ABSTAIN
1	To authorise the Directors to allot shares under section 551 Companies Act 2006			
2	<b>Special Resolution:</b> To dis-apply statutory pre-emption rights under section 570 Companies Act 2006			
3	To authorise the Directors to make market purchases of company shares			
4	To approve the grant of share options under the EEI Addendum			
5	To approve the exceptional grants of share options being incremental to the plan limit defined in the PSP Scheme			
6	<b>Special Resolution:</b> To amend the articles of association of the Company			

For an indication of numbers attending only, please advise whether you currently expect to attend the General Meeting  
Yes / No

Signed or sealed (see Note 3) ..... Dated..... 2021

**Please return this Proxy Form to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive by no later than 9 a.m. on 28 September 2021.**

## Notes

1. If a member wishes to appoint as a proxy a person other than the Chairman of the meeting, the name and address of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the Company but must attend the meeting in person. Any alteration or deletion must be signed or initialled.
2. A member should put an 'X' under **FOR**, **AGAINST** or **ABSTAIN** to show how they wish their votes to be cast in respect of each of the Resolutions set out in the Notice of General Meeting. Unless so instructed the proxy will vote or abstain as they think fit. The proxy will act at their discretion in relation to any other business arising at the meeting (including any resolution to amend a Resolution or to adjourn the meeting).
3. This Form of Proxy must be signed by the appointer or his attorney duly authorised in writing. If the appointer is a corporation this Form of Proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed. In the case of joint holders the signature of any one of them will suffice, but the names of all joint holders should be stated.
4. Use of this Form of Proxy does not preclude a member from attending the meeting and voting in person.
5. To be valid this Form of Proxy must be completed and lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, with the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours (excluding non-working days) before the meeting or any adjournment thereof.
6. At the General Meeting the votes in respect of all Resolutions will be decided on a poll. The results will be released to the London Stock Exchange and published on the Company's website [www.sciencegroup.com](http://www.sciencegroup.com).
7. A person to whom this Notice of General Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between themselves and the Shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
8. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
10. A copy of the articles of association of the Company will be available for inspection at the registered office during normal business hours until the conclusion of the General Meeting and at the General Meeting for at least 15 minutes prior to the General Meeting until its conclusion.
11. The Company specifies that only those Shareholders on the register of members as at 6.30 pm on 28 September 2021 (or, if the General Meeting is adjourned, 6.30 pm on the day two working days prior to the day of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the General Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the register after 6.30 pm on 28 September 2021 shall be disregarded in determining the right of any person to attend or vote at the General Meeting.
12. A copy of this Notice of General Meeting, and other information required by Section 311A of the Companies Act 2006 can be found at [www.sciencegroup.com](http://www.sciencegroup.com).
13. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of General Meeting, Form of Proxy or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the proceedings at the General Meeting).