

THIS DOCUMENT 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 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, please forward this document 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.

SCIENCE GROUP PLC

(Incorporated in England and Wales with registered number 06536543)

NOTICE OF ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter to Shareholders from the Executive Chair of Science Group which is set out in Part 1 of this document. The letter contains a recommendation that you vote in favour of the Resolutions at the annual general meeting referred to below.

Science Group is an international science, engineering and technology ("SET") business. The Group provides SET services to the medical, defence, industrial, and consumer sectors, supplemented by a products division where the Group holds leading market positions in related technology sectors. The results for the year ended 31 December 2022 were released on 21 March 2023.

Notice of the Annual General Meeting of Science Group to be held at 17 Waterloo Place, London, SW1Y 4AR at 9 a.m. on 18 May 2023 is set out at the end of this document. A Form of Proxy to be used in connection with the Resolutions to be proposed at the Annual 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 16 May 2023.**

PART 1

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

Directors:

Martyn Ratcliffe
Daniel Edwards
Jon Brett
Michael Lacey-Solymar *
Peter Bertram
Susan Clement Davies

Executive Chair
Group Managing Director
Finance Director
Senior Independent Director
Non-Executive Director
Non-Executive Director

Registered Office:

Harston Mill
Royston Road
Harston
Cambridge
CB22 7GG
United Kingdom

*Mr Lacey-Solymar will be retiring prior to the Annual General Meeting and Mr Bertram will become the Senior Independent Director.

18 April 2023

Dear Shareholder

Annual General Meeting

This document sets out details of the Company's Annual General Meeting ("AGM") which is to be held at 17 Waterloo Place, London, SW1Y 4AR at 9 a.m. on 18 May 2023. The formal Notice of Annual General Meeting is set out in Part 2 of this document and summary details of the Resolutions to be proposed at the AGM are set out below.

You will also find enclosed with this document the audited Annual Report and Financial Statements for the year ended 31 December 2022, which provides consolidated financial information for the Company together with the Statement of the Executive Chair and other reports describing recent progress made by the Company.

The Board recommends that Shareholders vote using the Form of Proxy in accordance with the notes in Part 3 of this document, and to appoint the Chair of the AGM as their proxy. All voting at the AGM will be on a poll in accordance with recommended best practice. 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 AGM.

Resolutions to be proposed at the AGM

Resolutions to be proposed at the AGM are as follows:

Resolution 1 (Ordinary Resolution) – Adoption of the Annual Report and Financial Statements for the year ended 31 December 2022

UK company law requires the Directors to present their Annual Report and Financial Statements for each year for formal adoption by shareholders. The Annual Report and Financial Statements of the Company for the year ended 31 December 2022 have been sent to Shareholders along with this document.

Resolution 2 (Ordinary Resolution) – The re-appointment of Grant Thornton UK LLP as auditor to the Company and authority for the Directors to set the auditors' remuneration

The Company is required to appoint auditors at each AGM at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. Grant Thornton UK LLP was appointed by the Board as external auditors of the Company.

The Audit Committee has reviewed the independence, effectiveness and objectivity of Grant Thornton UK LLP, on behalf of the Board, who now propose their re-appointment as auditors of the Company. This Resolution also authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

Resolutions 3 and 4 (Ordinary Resolutions) – Re-election of Directors

The articles of association of the Company require that every Director that has been appointed by the Board since the last AGM or who was not appointed or re-appointed at one of the two preceding AGMs must retire from office at the AGM and may offer themselves for re-election.

Therefore Martyn Ratcliffe and Susan Clement-Davies are retiring and standing for re-election at the AGM. Martyn Ratcliffe is the Executive Chair of the Company and Susan Clement Davies is a Non-Executive Director. The Board has reviewed the performance of each and considers that they continue to make effective and valuable contributions to the Board and demonstrate commitment to the role.

Brief biographies of the Directors are available on the Company's website (www.sciencegroup.com) and described in the Annual Report and Financial Statements for the year ended 31 December 2022.

Resolution 5 (Ordinary Resolution) – Declaration of a dividend

A final dividend can only be paid after the Shareholders at a general meeting have approved it. A final dividend of 5.0 pence per ordinary share is recommended by the Directors for payment to Shareholders who are on the register at the close of business on 19 May 2023.

Resolution 6 (Ordinary Resolution) – Authority to allot shares

Resolution 6 gives the Directors authority to allot ordinary shares up to an aggregate nominal amount of £151,237.80 being an amount equal to approximately one third of the Company's issued share capital (excluding treasury shares) as at 14 April 2023 (being the latest practicable date prior to the publication of this document).

The authorities granted under this Resolution will expire at the conclusion of the next AGM or, if earlier, 30 June 2024. This authority would replace an existing similar authority granted at the annual general meeting held 18 May 2022.

Resolution 7 (Special Resolution) – Dis-application of pre-emption rights

If the Directors wish to allot shares or other equity securities for cash, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing Shareholders in proportion to their existing shareholding. This Resolution asks Shareholders to grant the Directors authority to:

- (a) allot equity securities up to an aggregate nominal value of £45,371.34 (being approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 14 April 2023); and
- (b) sell treasury shares for cash up to an aggregate nominal value equal to the nominal value of the treasury shares held by the Company at the date of any such sales,

without first offering the securities to existing Shareholders.

The authority will expire at the conclusion of the next AGM or, if earlier, 30 June 2024. The authority provides the Company with the flexibility to allot shares or other securities for cash and to sell existing treasury shares without first offering the securities to existing Shareholders; however the authority will only be exercised if the Directors consider it to be in the best interests of the Company at the time. The authority is being sought to allow maximum flexibility and should not be taken as an indication of the Directors' intentions.

This authority would replace an existing similar authority granted at the annual general meeting held on 18 May 2022.

Resolution 8 (Ordinary Resolution) – Buyback authority

The Company is seeking authority to purchase up to 4,537,134 ordinary shares representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 14 April 2023 (being the latest practicable date prior to the publication of this document) 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 8, 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 at the AGM will expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 June 2024.

Resolution 9 (Ordinary Resolution) – Exceptional grants of share options

As anticipated at the time of the Company's proposed acquisition of TP Group plc, the Company intends to make exceptional one-off grants to key senior TP Group employees totalling not more than 300,000 options under the PSP Scheme. Resolution 9 seeks approval for these grants of share options to be deemed incremental to the plan limit defined in the PSP Scheme.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in connection with the AGM. 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 16 May 2023. 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 AGM 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 AGM as they intend to do in respect of their own beneficial holdings in the Company which on 14 April 2023 (the latest practicable date prior to the publication of this document) amounted in aggregate to 9,526,080 ordinary shares,

representing approximately 21.00 per cent. of the current issued ordinary share capital of Science Group (excluding treasury shares).

Yours faithfully

Martyn Ratcliffe

Executive Chair

PART 2

SCIENCE GROUP PLC

(incorporated and registered in England and Wales with number 06536543)
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of the Company will be held at 17 Waterloo Place, London, SW1Y 4AR at 9 a.m. on 18 May 2023 for the purpose of considering and, if thought fit, passing the following resolutions, in the case of Resolutions 1 to 6 and Resolution 8 and 9 as Ordinary Resolutions and, in the case of Resolution 7, as a Special Resolution.

ORDINARY RESOLUTION

- 1 **THAT** the Company’s Annual Report and Financial Statements for the year ended 31 December 2022 be received and adopted.

ORDINARY RESOLUTION

- 2 **THAT** Grant Thornton UK LLP are re-appointed as auditor of the Company pursuant to section 489 of the Companies Act 2006 to hold office until the end of the next general meeting at which accounts are laid before the members of the Company and that the Directors are hereby authorised to set the auditors’ remuneration.

ORDINARY RESOLUTION

- 3 **THAT** Martyn Ratcliffe be re-elected as a Director of the Company.

ORDINARY RESOLUTION

- 4 **THAT** Susan Clement Davies be re-elected as a Director of the Company.

ORDINARY RESOLUTION

- 5 **THAT** a final dividend of 5.0 pence per ordinary share be declared payable to the Shareholders on the register of members of the Company at the close of business on 19 May 2023.

ORDINARY RESOLUTION

- 6 **THAT** in substitution for all subsisting authorities to the extent unused, 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 relevant securities (as defined below) up to an aggregate nominal amount of £151,237.80 comprising equity securities (as defined in section 560 of the Act) and provided that:
- (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 2024; 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

7 THAT, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “Act”)) for cash as if section 561 of the Act did not apply to:

- (a) any allotment of equity securities of up to an aggregate nominal amount of £45,371.34; and
- (b) the sale of treasury shares held by the Company up to an aggregate nominal value equal to the nominal value of the treasury shares held by the Company at the date of any such sales,

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 2024, 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

8 THAT 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 4,537,134;
- (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 2024 (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

- 9** **THAT** the exceptional grant of not more than 300,000 share options under the PSP Scheme to key senior TP Group employees in connection with the acquisition of TP Group plc shall be incremental to the plan limit defined in the PSP Scheme.

By Order of the Board
Sarah Cole
Company Secretary
18 April 2023

Harston Mill
Royston Road
Harston
Cambridge
CB22 7GG

Notes

1. *Only Shareholders are entitled to attend and vote at this AGM. 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 16 May 2023. Shareholders are strongly encouraged to appoint the Chair of the AGM 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 AGM. 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 16 May 2023 (or, if the AGM 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 AGM 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 16 May 2023 shall be disregarded in determining the right of any person to attend or vote at the AGM.*
3. *As at 14 April 2023 (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 841,533 Ordinary Shares are held in treasury. A further 34,800 Ordinary Shares are held in the Frontier Employee Benefit Trust. The total voting rights in the Company as at 14 April 2023 are, therefore, 45,336,541.*
4. *The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays in England and Wales excluded) from the date of this document until the date of the AGM, will also be available for inspection at the place of the AGM from 8.45 a.m. on the day of the AGM until the conclusion of the AGM:*
 - (i) copies of the service contracts of the executive Directors under which they are employed by the Company and the letters of appointment (and other related documents) of the non-executive Directors;*
 - (ii) the published audited consolidated accounts of the Company for the two financial years ended 31 December 2021 and 31 December 2022; and*
 - (iii) the articles of association of the Company.*

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).*
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.*

PART 3

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 annual general meeting convened for 9 a.m. on 18 May 2023 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 Chair of the meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the above mentioned AGM 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 Annual General Meeting (see Note 2):

Resolution		FOR	AGAINST	ABSTAIN
1	To receive and adopt the Company's Annual Report and Financial Statements for the year ended 31 December 2022			
2	To re-appoint Grant Thornton UK LLP as auditors to the Company and to authorise the Directors to set the auditors' remuneration			
3	To re-elect Martyn Ratcliffe as a Director of the Company			
4	To re-elect Susan Clement Davies as a Director of the Company			
5	To approve the declaration of a final dividend of 5.0 pence per ordinary share			
6	To authorise the Directors to allot shares under section 551 Companies Act 2006			
7	Special Resolution: To dis-apply statutory pre-emption rights under section 560(1) Companies Act 2006			
8	To authorise the Directors to make market purchases of company shares			
9	To approve the exceptional grant of share options being incremental to the plan limit defined in the PSP Scheme			

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

Signed or sealed (see Note 3) Dated..... 2023

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 16 May 2023.

Notes

1. If a member wishes to appoint as a proxy a person other than the Chair 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 Annual 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 AGM 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.
7. A person to whom this Notice of Annual 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 AGM. 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. Copies of any contract of service and letters of appointment between the Directors and the Company (or a memorandum of the terms thereof) will be available at the registered office of the Company during normal business hours until the conclusion of the AGM, and at the place of the AGM from at least 15 minutes prior to the AGM until its conclusion. In addition, 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 AGM and at the AGM for at least 15 minutes prior to the AGM until its conclusion.
11. The Company specifies that only those Shareholders on the register of members as at 6.30 pm on 16 May 2023 (or, if the AGM 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 AGM 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 16 May 2023 shall be disregarded in determining the right of any person to attend or vote at the AGM.
12. A copy of this Notice of Annual General Meeting, and other information required by Section 311A of the Companies Act 2006 can be found at www.sciencegroup.com.
13. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of Annual General Meeting, Form of Proxy or Executive Chair'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 AGM).