

MEDICA GROUP PLC

(incorporated in England and Wales
with registered number 08497963)

NOTICE OF ANNUAL GENERAL MEETING 2017

THIS DOCUMENT
IS IMPORTANT
AND REQUIRES
YOUR IMMEDIATE
ATTENTION.

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

MEDICA GROUP PLC (THE “COMPANY”) NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting of the Company (the “Annual General Meeting”) will be held at the offices of Eversheds Sutherland (International) LLP at One Wood Street, London EC2V 7WS on 28 June 2017 at 10:00 a.m. for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive and adopt the annual report and accounts of the Company for the year ended 31 December 2016, together with the reports of the directors and auditors.
2. To re-appoint Grant Thornton UK LLP as auditors to the Company from the conclusion of the Annual General Meeting, to hold office until the conclusion of the next annual general meeting of the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-elect John Graham, who retires by rotation, in accordance with the Company’s Articles of Association, as a Director of the Company.
5. To re-elect Stephen Davies, who retires by rotation, in accordance with the Company’s Articles of Association, as a Director of the Company.
6. To re-elect Anthony Lee, who retires by rotation, in accordance with the Company’s Articles of Association, as a Director of the Company.
7. To re-elect Anand Jain, who retires by rotation, in accordance with the Company’s Articles of Association, as a Director of the Company.
8. To re-appoint Roy Davis as a Director of the Company.
9. To re-appoint Stephen Whittern as a Director of the Company.
10. To re-appoint Michael Bewick as a Director of the Company.
11. To approve the Directors’ Remuneration Report for the year ended 31 December 2016.

And to transact any other ordinary business of the Company.

Special Business

As special business, to consider and if thought fit pass the following resolutions which will be proposed as to resolutions 12 and 16 as ordinary resolutions and as to resolutions 13, 14, 15 and 17 as special resolutions:

12. (i) THAT, the Directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares but without prejudice to allotment of any Relevant Securities already made or to be made pursuant to such authority) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (together, the “Relevant Securities”) up to an aggregate nominal amount of £74,074.08 (being approximately one third of the Company’s issued share capital) provided that such authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier at the close of business on 27 September 2018), save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted, and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and further,

(ii) THAT the Directors be and they are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £148,148.16 (being approximately two thirds of the Company’s issued share capital) provided that this authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier at the close of business on 27 September 2018) 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.

13. THAT if resolution 12 as set out in the notice of this meeting is passed, the Directors be authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the said Act) for cash under the general authority conferred by resolution 12 as set out in the notice of this meeting and/or empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash, as if section 561(1) of the said Act did not apply to such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares:

(i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

(ii) otherwise than under paragraph (i) above, up to a nominal amount of £11,111.11 (being approximately 5 per cent. of the Company's issued share capital),

such authority to expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier at the close of business on 27 September 2018) but in each case prior to its expiry, the Company may make offers or enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires, and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT if resolution 12 as set out in the notice of this meeting is passed, the Directors be authorised pursuant to section 570 of the Companies Act 2006 in addition to any authority granted under resolution 13 as set out in the notice of this meeting to allot equity securities (as defined in section 560 of said Act) for cash under the authority given by that resolution and/or empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash as if section 561(1) of the said Act did not apply to any such allotment or sale, such authority to be:

(i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £11,111.11 (being approximately 5 per cent of the Company's issued share capital); and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or another capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 27 September 2018) but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) under any such offer or agreement as if the authority had not expired.

15. THAT the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 11,111,111 Ordinary Shares of 0.2p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

(i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average of the middle market quotation for Ordinary Shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and highest current independent purchase bid as derived from the trading venue where the purchase was carried out or less than 0.2p per share; and

(ii) the authority herein contained shall expire at the end of the annual general meeting of the Company to be held in 2018 or on 27 September 2018 whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

16. THAT the Company be authorised to send all documents, notices and information by electronic means (as such term is defined in the Financial Conduct Authority's Disclosure and Transparency Rules) including by means of a website and in all electronic forms.

17. THAT as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than the annual general meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this Resolution shall expire at the end of the annual general meeting of the Company to be held in 2018.

By Order of the Board

ANTHONY LEE

Chief Financial Officer and Company Secretary

Dated: 30 May 2017

Registered Office:

Havelock Place
Havelock Road
Hastings
East Sussex TN34 1BG

NOTES

1. Any member entitled to attend and vote at the Annual General Meeting is entitled (unless they have, pursuant to article 90 of the Company's articles of association, nominated someone else to enjoy such a right, in which case only the person so nominated may exercise the right) to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the Annual General Meeting in person, should he subsequently decide to do so.
2. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
3. A personalised form of proxy for use in connection with the Annual General Meeting is enclosed with the document of which this notice forms part. If you do not have a personalised form of proxy and believe that you should, please contact the Company's registrars, Capita Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4ZF. Completion and return of a form of proxy will not prevent a shareholder from attending and voting at the Annual General Meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
4. To appoint a proxy or proxies shareholders must complete: (a) a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's registrars Capita Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or (b) a CREST Proxy Instruction (see note 5 below), in each case so that it is received no later than 10:00 a.m. on 26 June 2017.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via <http://www.euroclear.com/CREST>). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA 10) by the latest time for receipt of proxy appointments set out in paragraph 3 above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

7. The right of members to vote at the Annual General Meeting is determined by reference to the register of members. As permitted by section 360B(3) of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at close of business on 26 June 2017 (or, if the Annual General Meeting is adjourned, on the register at close of business two working days before the time for holding any adjourned meeting) in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the register after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
8. The total number of ordinary shares of 0.2p each in issue as at 26 May 2017, the last practicable day before printing this document was 111,111,114 ordinary shares and the total level of voting rights was 111,111,114. No ordinary shares are held in treasury by the Company.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following notes provide an explanation as to why the resolutions set out in the Notice are to be put to shareholders.

Resolutions 1 to 12 and 16 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast by members present and voting (in person or by proxy) are cast in favour of the resolution.

Resolutions 13, 14, 15 and 17 are special resolutions. These resolutions will be passed if more than 75% of the votes cast by members present and voting (in person or by proxy) are cast in favour of the resolution.

Resolution 1

The Directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting the reports of the Directors and auditors and the audited accounts of the Company and its subsidiaries for the year ended 31 December 2016. The reports of the directors and the audited accounts have been approved by the Directors, and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the Annual Report and Accounts 2016, starting at page 24.

Resolutions 2 and 3

On the recommendation of the Audit Committee, the Board proposes at Resolution 2 that Grant Thornton UK LLP be re-appointed as auditors of the Company and Resolution 3 proposes that the directors be authorised to determine the level of the auditors' remuneration.

Resolutions 4 to 10

As indicated in the prospectus published by the Company on 16 March 2017 in connection with its initial public offering and admission to the Official List and to trading on the London Stock Exchange, all of the Directors are standing for re-election at the Annual General Meeting.

Each of John Graham, Anthony Lee, Stephen Davies and Anand Jain is retiring and standing for re-election since each was elected by the Company's then shareholders at a previous annual general meeting. Each of Roy Davis, Stephen Whittern and Mike Bewick is retiring and standing for election for the first time (since each has, since the Company's last annual general meeting, been appointed by the Board in connection with the Company's initial public offering).

Information in relation to each of the Directors and their biographical details is shown on pages 22 and 23 of the Annual Report and Accounts 2016.

Resolution 11

Section 439 of the Companies Act 2006 requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' Remuneration Report for the year. Resolution 11 will be proposed as an ordinary resolution for this purpose; a copy of the Report is included on pages 29 and 30 of the Annual Report and Accounts 2016.

Resolution 12

The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in general meeting. The authority given to the Directors prior to completion of the Company's initial public offering in March 2017 expires on the date of the Annual General Meeting.

Resolution 12 will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £74,074.08, representing approximately one third of the current issued share capital of the Company. In addition, the resolution seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of £148,148.16 representing approximately two thirds of the current issued share capital of the Company (excluding treasury shares). The Directors have no present intention of exercising either of these authorities.

The Company held no shares in treasury as at 26 May 2017, being the last practicable date prior to publication of this document.

The authorities granted under resolution 12 will expire at the next annual general meeting, or, if earlier, at the close of business on 27 September 2018.

Resolutions 13 and 14

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006. The authority given to the Directors prior to completion of the Company's initial public offering in March 2017 to allot shares for cash pursuant to section 570 of the Companies Act 2006 expires on the date of the Annual General Meeting.

Resolution 13 will be proposed as a special resolution for the renewal of the Directors' authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act, and authorises other allotments of shares up to a maximum aggregate nominal amount of £11,111.11, representing approximately 5 per cent of the current issued ordinary share capital of the Company. This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury.

Resolution 14 will be proposed as a special resolution. It will, in addition to any authority granted pursuant to resolution 13 above, give the Directors authority to allot equity securities free of pre-emption rights, up to a nominal value of £11,111.11, representing an additional 5 per cent of the Company's issued share capital, for transactions which the Board determines to be an acquisition or other specified capital investment.

The disapplication authority proposed by resolutions 13 and 14 is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the "Pre-Emption Principles"). The Pre-Emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the Company's issued ordinary share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment.

The Board therefore confirms, in accordance with the Pre-Emption Principles, that to the extent that the authority in paragraph (i) of Resolution 14 is used for an issue of ordinary shares in addition to the amount referred to at paragraph (ii) of resolution 13, it intends that it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

To reflect best practice, as set out in the Pre-Emption Group's monitoring report and template resolutions published in May 2016, resolutions 13 and 14 are proposed as two separate resolutions.

The Board also confirms, in accordance with the Pre-emption Principles, that it does not intend to issue shares for cash representing more than 7.5 per cent of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

The authorities granted under resolutions 13 and 14 will expire at the next annual general meeting, or, if earlier, at the close of business on 27 September 2018.

Resolution 15

Resolution 15 will be proposed as a special resolution for the renewal of the Company's authority to purchase its own shares in the market during the period until the next annual general meeting of the Company for up to 11,111,111 Ordinary Shares, representing approximately 10 per cent of the issued ordinary share capital of the Company. The price payable shall not be more than five per cent above the average of the middle market quotation as derived from the Daily Official List of London Stock Exchange plc for the Ordinary Shares for the five business days before the purchase is made and in any event not more than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase was carried out and not less than 0.2p per share, being the nominal value of the shares.

It is the Directors' intention only to exercise the authority to purchase the Company's shares where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent purchased pursuant to the regulations concerning

treasury shares any Ordinary Shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own Ordinary Shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base. As at 26 May 2017 (the last practicable date prior to the publication of this document) options to subscribe for a total of 978,842 Ordinary Shares were outstanding under the Company's employee share schemes representing 0.88 per cent of the issued share capital of the Company (excluding treasury shares) at that date and 0.98 per cent of the issued share capital of the Company (excluding treasury shares) if the authority sought by this resolution were to be exercised in full.

Resolution 16

Resolution 16 will be proposed as an ordinary resolution to authorise the Company to communicate with its members using electronic means.

Resolution 17

Section 307A of the 2006 Act provides that a general meeting of a "traded company" must be called by at least 21 days' notice but may be called by at least 14 days' notice if three conditions are met.

The three conditions are that:

- a. the meeting is not an annual general meeting;
- b. the company offers "the facility for shareholders to vote by electronic means accessible to all shareholders". This condition is met if there is a facility to appoint a proxy by means of a website; and
- c. shareholders have approved the holding of general meetings on 14 clear days' notice by passing a special resolution at the previous annual general meeting or at a general meeting held since then.

The Directors consider it desirable that they have the option to call general meetings of the Company, other than the annual general meeting, on at least 14 clear days' notice if there are circumstances where that is appropriate. The Directors will only use such authority when to do so would clearly be advantageous to shareholders as a whole and the matter to be considered is time sensitive. Resolution 17, which will be proposed as a special resolution, will implement this proposal and the authority of this resolution will expire at the end of the next annual general meeting.

