

Tandem Group plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of **TANDEM GROUP plc** will be held at 35 Tameside Drive, Castle Bromwich, B35 7AG on 23 June 2015 at 11:00 a.m. for the following purposes:

Ordinary business

1. To receive, consider and adopt the report of the Directors, the audited financial statements and the Auditors' report for the year ended 31 December 2014.
2. To declare a final dividend on the ordinary share capital of the company of 2.40 pence per share.
3. To re-elect as a Director of the Company S J Grant who retires in accordance with the Articles of Association and is eligible for re-election.
4. To re-elect as a Director of the Company J C Shears who retires in accordance with the Articles of Association and is eligible for re-election.
5. To re-appoint Grant Thornton UK LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company at which the requirement of Section 489 of the Companies Act 2006 is complied with and to authorise the Directors to fix their remuneration.

Special business

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

6. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the said Act) of ordinary shares of 25p each in the capital of the Company ("ordinary shares") provided that:
 - (i) the maximum number of ordinary shares hereby authorised to be purchased during the period until the date of the expiry of this authority is 902,022 (representing approximately 15 per cent of the Company's issued ordinary share capital);
 - (ii) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 1p;
 - (iii) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased;

- (iv) the authority hereby conferred shall expire on the close of the next Annual General Meeting of the Company;
- (v) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

By Order of the Board

J C Shears

Company Secretary
35 Tameside Drive, Castle Bromwich, Birmingham, B35 7AG

14 April 2015

1. Any holder of 25p ordinary shares entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the Annual General Meeting. More than one proxy may be appointed provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. To be valid, the form of proxy must be lodged with the Company not later than 48 hours before the time appointed for the Annual General Meeting.
3. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all powers as a member provided that no more than one representative exercises powers over the same share.
4. Any person entered on the register of members of the Company 48 hours before the time appointed for the Annual General Meeting is entitled to attend and vote at the Meeting pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001. Any changes to the register of members after the above time and date shall be disregarded in determining the rights of any person to attend and/or vote at the Meeting.

Completion and return of a form of proxy will not preclude a member from attending or voting in person at the Annual General Meeting.

Copies of the Memorandum and Articles of Association of the Company, Directors' contracts of service and the Register of Directors' Interests will be available for inspection during the usual business hours at the Company's registered office until the date of the Annual General Meeting, 15 minutes prior to the meeting and during the meeting itself.

