

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately 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. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Knights Group Holdings plc

(Incorporated under the Companies Act 2006 and registered
in England and Wales with registered number 11290101)

Notice of Annual General Meeting

Notice of the Annual General Meeting (AGM) of Knights Group Holdings plc (the Company) to be held at The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW at 10:00am on 27 September 2022 is set out on pages 2 to 4 of this document.

You will receive a hard copy form of the proxy but will also be able to vote electronically using the link www.investorcentre.co.uk/eproxy. You will be asked to enter the control number, shareholder reference number and pin number all of which are stated on the first page of the proxy form.

Additional proxy forms may be obtained directly from our registrars, Computershare Investor Services Plc, by contacting their helpline on 0370 703 0078. Calls will be charged at the standard geographic rate and will vary by provider. Lines are open between 08:30am–17:00pm Monday to Friday excluding public bank holidays in England and Wales.

CREST members who wish to appoint a proxy or proxies via the CREST system may use this service and should follow the relevant instructions set out in the Notice of AGM set out in this document.

Proxy appointments must be received by 10:00am on 23 September 2022.

A copy of this document is available at the Company's website at <https://knightsplc.com/ar2022/>. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

Knights

Letter from the Chairman

Dear Shareholder,

Annual General Meeting of Knights Group Holdings plc

On behalf of the directors of Knights Group Holdings plc I am pleased to send you the details of the Annual General Meeting (**AGM**) which will be held at the Company's registered office at The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW on 27 September 2022 at 10:00am.

The formal notice of AGM is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on together with explanatory notice of the voting process.

We would strongly encourage you to submit your voting instructions as early as possible by completing and signing the form of proxy sent to you with this Notice of AGM and return it to our registrars as soon as possible. Our registrars must receive your proxy form by 10:00am on 23 September 2022. This will enable you to exercise your right to vote remotely.

Shareholders are strongly encouraged to appoint the 'Chairman of the meeting' as their proxy, rather than a named person. This will ensure your vote will be counted if, ultimately, you (or any other proxy you might otherwise appoint) are not able to attend the meeting.

The results of voting on the resolutions will be announced via a regulatory information service and posted on the Company's website as soon as practicable after the AGM.

The quorum for our AGM is two members present in person or by proxy and entitled to vote upon the business to be transacted at the meeting.

In order to give shareholders a chance to engage in a meaningful dialogue with the Company's management, we encourage shareholders to email our Company Secretary at shareholderenquiries@knightsplc.com with any questions you have on the business of the AGM or the Report and Accounts in advance of the meeting stating your name and Shareholder Reference Number (as printed on your Form of Proxy). We will collate the questions we receive and will select a representative sample which will be answered on the Company's website at www.knightsplc.com as soon as practicable after the conclusion of the AGM. We will also endeavour to provide answers directly to the shareholders who submitted the questions as soon as reasonably practical.

On behalf of the Board, I would like to thank you for your continued support, and in the event that any changes to the arrangements set out within this document become necessary we will communicate these via a regulatory information service and the Company's website.

Yours faithfully



Balbinder Johal
Chairman

Notice of Annual General Meeting

Knights Group Holdings plc

19 August 2022

Dear shareholder

NOTICE IS GIVEN that the annual general meeting of the above named Company will be held at the Company's registered offices of The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW on 27 September 2022 at 10:00am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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- 1 To receive the Company's audited accounts for the financial year ended 30 April 2022 together with the report of the Directors, the Strategic Report and the Auditors' Report on those accounts.

 - 2 To approve the Directors' Remuneration Report for the financial year ended 30 April 2022, which is set out in the Company's annual report for the financial year ended 30 April 2022.

 - 3 To re-elect Balbinder Johal as a Director of the Company.

 - 4 To re-elect David Beech as a Director of the Company.

 - 5 To re-elect Kate Lewis as a Director of the Company.

 - 6 To re-elect Jane Pateman as a Director of the Company.

 - 7 To re-elect Gillian Davies as a Director of the Company.

 - 8 To re-appoint RSM UK Group LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the Company.

 - 9 To authorise the Audit Committee to determine the remuneration of the auditors of the Company.
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SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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- 10 To consider and, if thought fit, pass the following resolution as an ordinary resolution, **THAT**, in substitution for all existing and unexercised authorities and powers, the Directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (**Act**) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as **Relevant Securities**);
 - 10.1 up to an aggregate nominal value of £57,186; and

 - 10.2 comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £55,641 in connection with an offer by way of a rights issue:
 - (a) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary;
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but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to Treasury Shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that these authorities, unless previously renewed, varied or revoked by the Company in general meeting, to expire at the conclusion of the next Annual General Meeting of the Company or 27 December 2023 whichever is the earlier, save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Notice of Annual General Meeting continued

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as special resolutions:

11 **THAT**, subject to the passing of resolution 10 and pursuant to sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as Treasury Shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

11.1 the allotment of equity securities or sale of Treasury Shares in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

- (a) to the holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities in the capital of the Company as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to Treasury Shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

11.2 the allotment of equity securities or sale of Treasury Shares (otherwise than pursuant to clause 11.1 of this resolution) to any person up to an aggregate nominal amount of £8,581.397 (representing 5% of the current issued share capital of the Company).

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, at the close of business on 27 December 2023, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or Treasury Shares to be sold) for cash after the authority expires and the Directors may allot equity securities (or sell Treasury Shares) in pursuance of any such offer or agreement as if the authority had not expired.

This power is in substitution for all existing powers under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

12 **THAT**, subject to the passing of resolution 10, the Directors be and are generally empowered in addition to any authority granted under resolution 11 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 10 and/or to sell Ordinary Shares held by the Company as Treasury Shares as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to the allotment of equity securities or sale of Treasury Shares up to an aggregate nominal amount of £8,581.397 (representing 5% of current issued share capital of the Company); and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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.

The power granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 27 December 2023, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or Treasury Shares to be sold) for cash after the authority expires and the Directors may allot equity securities (or sell Treasury Shares) in pursuance of any such offer or agreement as if the authority had not expired (*Please see note 14*).

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- 13 **THAT**, for the purposes of section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of £0.002 each in the capital of the Company (**Ordinary Shares**) provided that:
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- 13.1 the maximum number of Ordinary Shares which may be purchased is 8,581,397 (representing 10% of the current issued share capital of the Company);
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- 13.2 the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.002;
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- 13.3 the maximum price (excluding expenses) which may be paid for each Ordinary Shares shall not be more than 5% above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased;
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- 13.4 unless previously renewed, varied or revoked by the Company in general meeting, this authority shall expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 27 December 2023); and
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- 13.5 the Company may enter into a contract or contracts to purchase Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and, notwithstanding such expiry, make a purchase of Ordinary Shares in pursuance of such contracts as if the power conferred hereby had not expired.
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- 14 That the period of notice required for general meetings of the Company (other than Annual General Meetings) shall be not less than 14 clear days' notice (*Please see note 15*).
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BY ORDER OF THE BOARD



Lisa Bridgwood

Secretary

Date: 12th August 2022

REGISTERED OFFICE:

The Brampton
Newcastle-under-Lyme
Staffordshire
ST5 0QW

Notes to the Notice of Annual General Meeting

- 1 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members of the Company as at 6:00pm on 23 September 2022 (or, if the meeting is adjourned, not later than close of business on the date which is two business days before the date of the adjourned meeting) will be entitled to attend or vote at the AGM and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6:00pm on 23 September 2022 (or, if the meeting is adjourned, after close of business on the day which is two business days before the date of the adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.

- 2 A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Failure to specify the number of shares each proxy appointment relates to or specifying a number which, when taken together with the numbers of shares set out in the other proxy appointments, is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy need not be a member of the Company, but must attend the AGM to represent the member. Appointment of a proxy will not prevent members from attending this meeting and voting in person.

- 3 A form of proxy is enclosed with this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms please contact Computershare on +44 (0370) 703 0078. Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of Ordinary Shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions that are proposed. You should send all pages together to Computershare in accordance with the instructions below.

- 4 To be valid, the form of proxy must be lodged with Computershare not later than 48 business hours before the time fixed for the meeting, along with any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

- 5 You can lodge your vote electronically, by logging onto the Computershare website at www.eproxyappointment.com/Login. An identifying Control Number, together with your unique Shareholder Reference Number (**SRN**) and PIN (all of which are printed on your attendance card/form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 10:00am on 23 September 2022.

6 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST member show have appointed a 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**Euroclear UK & Ireland**) 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 the issuer's agent Computershare Investor Services PLC (under CREST ID number 3RA50), no later than 10:00am on 23 September 2022, or by not later than two business days prior to the time appointed for the holding of any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message 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 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 a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

7 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.

8 To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 4 above) also applies in relation to amended instructions, any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member, provided that no more than one corporate representative exercises powers over the same share. A certified copy of the board resolution appointing the relevant person(s) as the representative of that corporation in connection with the meeting must be deposited at the address set out at note 4 above for Computershare prior to the commencement of the meeting.

10 As at 12 August 2022 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 85,813,976 Ordinary Shares of £0.002 each, carrying one vote each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at 12 August 2022 are 85,813,976.

Notes to the Notice of Annual General Meeting continued

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- 11 Copies of all Directors' service contracts with the Company and letters of appointment of Non-Executive Directors are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) and will also be available for inspection at the AGM.
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- 12 You may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
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- 13 Biographical details of all those Directors who are offering themselves for reappointment at the meeting are set out on page 55 of the enclosed Annual Report and Accounts.
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- 14 In accordance with the guidelines issued by the Pre-Emption Group, the Directors do not expect to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolutions 12: (i) in excess of an amount equal to 5% of the issued share capital of the Company; or (ii) in excess of an amount equal to 7.5% of the issued share capital of the Company within a rolling three-year period, without prior consultation with the Company's shareholders other than 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 allotment.
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- 15 Notice of general meetings. The notice period required by the Act for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Company is not a traded company for the purposes of the Act but is choosing to put Resolution 14 to shareholders to comply with best practice. Annual General Meetings will continue to be held on at least 21 clear days' notice. The authority granted by Resolution 14, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period afforded by Resolution 14 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. It is the Directors' intention not to call a meeting on less than 14 clear days' notice unless there is a need for urgency.
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- 16 Members who have general queries about the Annual General Meeting should contact the Company's Registrars, Computershare on 0370 703 0078. From overseas +44 (0370) 703 0078. Calls outside the United Kingdom will be charged at the applicable international rate. Computershare are open between 08.30am-17.30pm, Monday to Friday excluding public bank holidays in England and Wales). You may not use any electronic address provided either:
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- 16.1 in this notice; or
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- 16.2 any related documents (including the proxy form),
to communicate with the Company for any purposes other than those expressly stated.
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DIRECTORS

DA Beech Chief Executive Officer (appointed 4 April 2018)
KL Lewis Chief Financial Officer (appointed 9 May 2018)
BS Johal Non-Executive Chairman (appointed 1 June 2018)
J Pateman Non-Executive Director (appointed 14 January 2019)
G Davies Senior Independent Non-Executive Director (appointed 17 March 2021)

Knights

REGISTERED OFFICE:

The Brampton
Newcastle-under-Lyme
Staffordshire
ST5 0QW