

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other authorised professional adviser.

If you have sold or otherwise transferred all of your The Vitec Group plc ordinary shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

The Vitec Group plc

(Incorporated and registered in England and Wales with number 227691)

Notice of Annual General Meeting Thursday, 8 May 2014

Notice of the Annual General Meeting of The Vitec Group plc to be held at Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG on Thursday, 8 May 2014 at 2.30pm is set out in this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 2.30pm on Tuesday, 6 May 2014. Please note that a proxy need not be a shareholder of the Company.



Chairman's Letter

18 March 2014

To the ordinary shareholders of The Vitec Group plc

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of the Annual General Meeting ("AGM") of the Company.

The AGM will be held at 2.30pm on Thursday, 8 May 2014 at Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG and the formal notice of the AGM (the "Notice") can be found on pages 7 and 8 of this document. A map of the venue location is shown on the reverse of the attendance card.

Historically, voting at our AGM has been in the first instance on a show of hands. However, I will be exercising my right in accordance with the Company's Articles to require that shareholders vote on all resolutions at the AGM by way of a poll rather than a show of hands. The Board and I consider that a poll is in accordance with good corporate governance since it allows the votes of all shareholders who have submitted a proxy form to be counted. Shareholders attending the AGM will still have the opportunity to ask questions of your Board and vote on the resolutions proposed. The outcome of the vote at the AGM will be announced by way of a Stock Exchange announcement after the close of the AGM and will also be published on our website.

Whether you propose to attend the AGM or not, please complete the enclosed proxy form and return it to our registrars, Capita Asset Services, as soon as possible. They must receive it no later than 2.30pm on Tuesday, 6 May 2014. The return of the proxy form will not prevent you from attending the AGM and voting in person should you so wish.

This letter sets out each of the items of business to be considered at the AGM. Resolutions 1 to 14 are deemed to be ordinary business of the meeting as the Company considers these to be matters that would usually be dealt with at an AGM. Resolutions 15 to 19 are deemed to be special business of the meeting. Resolutions 1 to 16 are ordinary resolutions and require a simple majority of votes cast to be in favour of the resolution to be approved. Resolutions 17 to 19 are special resolutions and require at least 75 per cent of votes cast to be in favour of the resolution to be approved.

Resolution 1

Report and Accounts

The Directors present their report and audited Group accounts for the year ended 31 December 2013 ("2013 Annual Report") to the meeting for adoption. Copies of the 2013 Annual Report will be available at the meeting. The 2013 Annual Report may also be accessed on the Company's website at www.vitecgroup.com.

Resolutions 2 and 3

Directors' Remuneration Report

New requirements in relation to Directors' remuneration came into effect from 1 October 2013 and impact the content of the Directors' Remuneration Report and the approval of that report by shareholders. The Directors' Remuneration Report is set out in full in the 2013 Annual Report on pages 34 to 53.

The Directors' Remuneration Report now contains:

- a statement by Carolyn Fairbairn, Chairman of the Remuneration Committee;
- the Directors' Remuneration Policy Report in relation to future payments to the Directors and former Directors of the Company; and
- the Annual Implementation Report on remuneration, which sets out payments made to Directors and former Directors of the Company in the financial year ended 31 December 2013.

The Directors' Remuneration Policy Report, setting out the Company's forward looking policy on Directors' remuneration, is subject to a binding shareholder vote by ordinary resolution at least every three years and is to be considered by shareholders under Resolution 2.

The Directors Remuneration Policy Report determines our approach to the remuneration of Executive and Non-Executive Directors, including pay, bonuses, pensions, the granting of incentive awards, ancillary benefits and exit payments to departing Directors for the period from the close of the 2014 AGM through to the 2017 AGM. All payments to the Company's Directors during this period will need to be in accordance with this policy. Should a payment be proposed that is outside of this policy or should the Directors wish to change any element of this policy, advance approval from shareholders to change the Directors' remuneration policy to accommodate the payment or change in policy will be required. It is the Board's clear intention that the Directors' Remuneration Policy Report is sufficient to accommodate Directors' remuneration for the three year period ending with the Company's AGM in 2017.

We believe that the policy is sufficient to provide remuneration that is appropriate to deliver the long-term growth strategy of the Company and is aligned with the long-term interests of its shareholders. A new Directors' Remuneration Policy Report will be submitted to shareholders for approval at the 2017 AGM.

The structure of executive remuneration policy has not changed during 2013 and remains consistent with the policy operated during the year ended 31 December 2012, as set out in the 2012 Annual Report and approved by shareholders at the 2013 AGM under the previous reporting framework.

During 2013, the Board consulted with our major shareholders as well as several investor guidance bodies and has taken account of emerging best practice in determining the structure of our remuneration policy relating to long-term incentives. A key outcome of the consultation was that the matching element of the Deferred Bonus Plan with effect from the 2014 AGM will be removed. Executive Directors will still be required to defer half of any annual bonus for a three year period with the deferred bonus held in the form of shares in the Company. However, the deferred bonus will no longer be able to achieve a matching award of shares upon achievement of performance conditions. To compensate the Executive Directors for the loss in value as a result of the removal of the matching element, the Board is proposing to increase the quantum of awards under the Long Term Incentive Plan for the Executive Directors from 100% to 125% of base salary. This will come into effect in accordance with the Directors' Remuneration Policy Report for awards granted from the 2014 AGM onwards. Executive Directors have agreed to waive this increase in respect of the first grant of awards to be made under the Long Term Incentive Plan in 2015. This will simplify our remuneration structure going forward and ensure that long-term incentives are aligned with best practice.

Payments will continue to be made to Directors and former Directors in line with existing contractual arrangements until the policy is approved.

If the Directors' remuneration policy is not approved for any reason, the Company will, if and to the extent permitted by the Companies Act 2006, continue to make payments to Directors in accordance with existing contractual arrangements and will seek shareholder approval for a revised policy as soon as is practicable, with a view to having an approved policy in place no later than 1 January 2015.

The statement by the Remuneration Committee Chairman and the Annual Implementation Report on remuneration setting out payments made to Directors in the financial year ended 31 December 2013 will be put to an advisory shareholder vote by ordinary resolution and is set out in Resolution 3.

The Annual Implementation Report on remuneration gives details of the payments and share awards made to Directors and former Directors in connection with their performance and that of the Company during the year ended 31 December 2013.

The Company's auditor, KPMG, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 78 to 80 of the 2013 Annual Report.

Resolution 4 **Final Dividend**

The Directors have recommended a final dividend for the year ended 31 December 2013 of 14.1 pence per ordinary share. Subject to approval at the 2014 AGM, the recommended final dividend will be paid on Friday, 9 May 2014 to eligible shareholders on the register of members of the Company at close of business on Friday, 11 April 2014.

Further information on the Company's Dividend Reinvestment Plan or having dividends paid in your local currency can be found on page 132 of the 2013 Annual Report.

Resolutions 5 to 12 **Re-appointment of Directors**

The Company's Articles require that each Director must offer himself or herself for re-appointment every year. Accordingly a separate resolution for each Director to seek re-appointment is included in the Notice and we will ask shareholders to approve the re-appointment of each existing member of the Board being: John McDonough CBE, Stephen Bird, Carolyn Fairbairn, Paul Hayes, Christopher Humphrey, Nigel Moore, Lorraine Rienecker and Mark Rollins.

Biographical details for each Director are set out on pages 30 and 31 of the Annual Report.

In accordance with the UK Corporate Governance Code, it is confirmed that an internal Board performance evaluation was carried out in 2013 and the Board believes that each of the Directors seeking re-appointment is performing to the highest standards, continues to be an effective member of the Board and demonstrates commitment to the role. The Board further confirms that each Director continues to provide independent character and judgement to the running of the business particularly reviewing strategy and on-going financial performance.

Nigel Moore will remain as Senior Independent Director and Chairman of the Audit Committee for the forthcoming year. Having been appointed a Director in March 2004, the Board and I confirm that Nigel continues to provide rigorous independence and commitment to the role. His experience, particularly on financial matters, governance and the management of risk, is considered vital while new members of the Board complete their induction. The Board and I will continue to consider the issue of timely succession for these roles within the Board and will announce our plans in due course.

Resolutions 13 and 14

Appointment of KPMG LLP as auditor and authorisation for the Directors to set the auditor's remuneration

The Company's auditor, KPMG Audit Plc, has instigated an orderly wind down of its business and has therefore informed the Company that the entity which conducts audit services in the future is to change from KPMG Audit Plc to KPMG LLP. As indicated in the Corporate Governance Report on page 74 of the Annual Report, the Audit Committee has recommended the re-appointment of KPMG as auditor of the Company. However, as a consequence of this wind down, KPMG Audit Plc will not stand for re-appointment at the Company's 2014 AGM and instead, the Board has decided to put KPMG LLP forward to be appointed as auditor and a resolution concerning its appointment will be put to shareholders. The Company is required to send you a copy of the statement of the circumstances connected with KPMG Audit Plc's decision not to seek re-appointment. A copy of the statement accompanies this notice and is also available on the Company's website at www.vitecgroup.com. Resolution 13 seeks to appoint KPMG LLP as auditor to hold office until the next general meeting at which accounts are laid before the Company.

Resolution 14 seeks to authorise the Board to set the remuneration payable to the auditor of the Company. Details of the remuneration paid to KPMG Audit Plc during the year ended 31 December 2013 can be found on page 76 of the 2013 Annual Report.

Resolution 15

2014 Long Term Incentive Plan ("2014 LTIP") Rules

The purpose of this resolution is to seek shareholders' approval for the adoption of a new Long Term Incentive Plan, the 2014 LTIP, to replace the existing 2005 Long Term Incentive Plan, which expires in May 2015. The 2014 LTIP will be used to grant conditional awards, nil-cost options or cash awards to Executive Directors and other senior management throughout the Group.

The Board believes that the 2014 LTIP will help attract, retain and motivate Executive Directors and senior management without being excessive, and will align executives with both the long-term interests of shareholders and delivery on the Group's agreed strategic objectives. The 2014 LTIP Rules are available from the Group Company Secretary and will be made available before the meeting.

The 2014 LTIP is similar to the 2005 LTIP except that we have made some changes to its structure to reflect best practice including the introduction of a malus rule. Under the malus rule, the Remuneration Committee may, in its absolute discretion, determine at any time prior to the vesting of an award to reduce the number of shares to which the award relates, cancel an award or impose further conditions on an award, in circumstances in which the Remuneration Committee considers such action is appropriate. Such circumstances include but are not limited to a material misstatement of the Company's audited financial results or a serious reputational damage to the Company, any Group member or relevant business unit as a result of a participant having breached the Company's Code of Business Conduct.

A summary of the principal terms of the 2014 LTIP is set out in the appendix on pages 10 to 12.

Subject to shareholder approval at the 2014 AGM, the first awards under the 2014 LTIP are intended to be made in spring 2015 following the publication of the results for the year ended 31 December 2014. Awards are expected to be made in the form of conditional awards, in line with previous practice. It is intended that Executive Directors will receive an award of 125% of salary per annum; however, for the awards to be made in spring 2015 the Executive Directors have agreed to waive 25% of this award. They will therefore receive an award representing 100% of salary in 2015 only.

All awards granted to Executive Directors under the 2014 LTIP will be subject to the satisfaction of performance conditions that the Remuneration Committee will set to ensure that they are sufficiently demanding to drive performance and to ensure that awards only vest for stretching performance. The performance conditions currently intended to apply for the awards to be granted under the 2014 LTIP in 2015 are as follows: (1) 50% of an award will be subject to the Company's Total Shareholder Return ("TSR") measured against a comparator group comprising the constituents of the FTSE 250 index (excluding financial services companies and investment trusts) over a three year performance period; and (2) 50% of the award will be subject to growth in the Company's adjusted earnings per share ("EPS"). Each performance condition will be entirely independent from the other performance condition and there will be no re-testing of either performance condition.

Threshold performance for the TSR performance condition will be at the median point of the comparator group and will result in 25% of an award vesting. Full vesting for the TSR element will be at the upper quartile point of the comparator group. A straight line sliding scale will operate between each of these points. For TSR performance below the median point of the comparator group none of the award will vest. The same vesting levels will apply for the EPS performance condition, although the Remuneration Committee will annually set threshold and

full vesting EPS growth targets taking into account market consensus figures, advice from its corporate broker and internal forecasts to determine that these targets are sufficiently stretching when making awards.

The Remuneration Committee will also consider the underlying financial performance of the Company before it confirms the vesting of an award under the 2014 LTIP. The Remuneration Committee considers that these two performance conditions are best suited to drive Executive Directors and senior managers to deliver on the growth strategy for the Company. If the performance conditions ultimately set for awards are different to those described above, the Remuneration Committee will ensure that, taking into account the circumstances at the time of the award, they are suitably stretching and aligned with the Company's strategy. The detail of each performance condition for each award will be announced when the awards are made.

Resolution 16

Allotment of share capital

This resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £881,311 (representing 4,406,559 ordinary shares of 20 pence each). This amount represents approximately 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at Wednesday, 26 February 2014, the latest practicable date prior to publication of this Notice. A similar resolution was approved at the 2013 AGM and will expire at the 2014 AGM. The Directors therefore wish to seek a renewal of this authority.

The authorities sought under this resolution will expire at the earlier of Friday, 7 August 2015 or the conclusion of the AGM of the Company held in 2015. The Directors have no present intention to exercise the authority sought under this resolution other than to allot shares to satisfy the exercise of share options to employees of the Company under the Company's share schemes including the Sharesave Scheme and the International Sharesave Plan and in satisfaction of deferred consideration for the acquisition of Teradek, LLC.

The Directors will not be authorised under this resolution to exercise powers of the Company to allot equity securities in connection with any offer by way of a rights issue.

As at Wednesday, 26 February 2014, the latest practicable date prior to publication of this Notice, the Company did not hold any ordinary shares in treasury.

Resolution 17

Disapplication of pre-emption rights

This special resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the

Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £440,655 (representing 2,203,279 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at Wednesday, 26 February 2014, the latest practicable date prior to publication of this Notice.

In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders. During 2013 we issued 214,847 ordinary shares under the same special resolution given at the 2013 AGM. These shares were issued as part of the consideration for the acquisition of Teradek, LLC. As part of the deferred consideration further ordinary shares up to a market value of approximately £1,714,545 may be issued if future profitability targets for Teradek are achieved.

The authority if approved will expire at the earlier of Friday, 7 August 2015 or the conclusion of the AGM of the Company to be held in 2015.

Resolution 18

Authority to purchase shares in the market

This special resolution seeks authority for the Company to purchase up to 5% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous AGMs. The Company purchased no ordinary shares in the period from the last AGM to Wednesday, 26 February 2014 under the existing authority.

The Directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future.

The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently holds no ordinary shares in treasury.

The minimum price, exclusive of expenses, which may be paid for an ordinary share is 20 pence (its nominal value). The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (1) an amount equal to 105% of the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and (2) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options outstanding over 741,699 ordinary shares, representing 1.68% of the Company's ordinary issued share capital (excluding treasury shares) as at Wednesday, 26 February 2014. If the authority given by this resolution were to be fully used, these options would represent 1.77% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

The authority will expire at the earlier of Friday, 7 August 2015 or the conclusion of the AGM of the Company held in 2015.

Resolution 19

Notice of general meetings

This special resolution is required to reflect changes made to the Companies Act 2006 by the Shareholders' Rights Regulations which increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs will continue to be held on at least 21 clear days' notice). This special resolution seeks shareholders' approval to hold general meetings on a shorter notice period of no less than 14 clear days.

The shorter notice period of 14 days 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. The changes made by the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The approval will be effective until the Company's AGM in 2015, when it is intended that a similar resolution will be proposed. A similar authority was sought and given by shareholders at the 2013 AGM.

Recommendation

The Directors consider that all of the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Directors will be voting in favour of them in respect of their respective share interests in the Company and unanimously recommend that you do so as well.

Yours sincerely,



John McDonough CBE

Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of The Vitec Group plc (the “Company”) will be held at Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG on Thursday, 8 May 2014 at 2.30pm. Resolutions 1 to 14 are deemed to be ordinary business of the meeting as the Company considers these to be matters that would usually be dealt with at an AGM. Resolutions 15 to 19 are deemed to be special business of the meeting.

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 16 will be proposed as ordinary resolutions. Resolutions 17 to 19 will be proposed as special resolutions.

Ordinary Business

1. That the audited accounts, and the Auditor’s Report thereon, and the Directors’ Report for the year ended 31 December 2013 be received and adopted.
2. That the Directors’ Remuneration Policy Report in the form set out in the Directors’ Remuneration Report in the Company’s Annual Report for the year ended 31 December 2013 be approved.
3. That the Directors’ Remuneration Report, other than the part containing the Directors’ Remuneration Policy Report, in the form set out in the Company’s Annual Report for the year ended 31 December 2013 be approved.
4. That a final dividend of 14.1 pence per ordinary share for the year ended 31 December 2013 be declared and paid on Friday, 9 May 2014 to all ordinary shareholders who are on the register of members on Friday, 11 April 2014.
5. That John McDonough CBE be re-appointed as a director of the Company.
6. That Stephen Bird be re-appointed as a director of the Company.
7. That Carolyn Fairbairn be re-appointed as a director of the Company.
8. That Paul Hayes be re-appointed as a director of the Company.
9. That Christopher Humphrey be re-appointed as a director of the Company.
10. That Nigel Moore be re-appointed as a director of the Company.
11. That Lorraine Rienecker be re-appointed as a director of the Company.
12. That Mark Rollins be re-appointed as a director of the Company.

13. That KPMG LLP be appointed as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. That the Directors be authorised to determine the remuneration of the auditor.

Special Business

Long Term Incentive Plan

15. That the Rules of The Vitec Group 2014 Long Term Incentive Plan (“2014 LTIP”), summarised in the Chairman’s letter and appendix accompanying this Notice of AGM 2014 and produced in draft at this meeting and, for the purposes of identification, initialled by the Chairman, be hereby approved and that the Directors be hereby authorised to do all things necessary to establish the 2014 LTIP.

Authority to allot share capital

16. That the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £881,311 so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to expire at the conclusion of next year’s AGM (or, if earlier, on the close of business on Friday, 7 August 2015) save that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

This resolution shall not authorise the Directors to exercise powers of the Company to allot any equity securities in connection with an offer by way of a rights issue.

Disapply pre-emption rights

17. That, subject to the approval of resolution 16, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006; such power to be limited in the case of the authority granted under resolution 16 and/or in the case of any sale of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment of equity securities up to a nominal amount of £440,655 such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on Friday, 7 August 2015) save that the Company may, before such expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Authority to make market purchases

18. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 20 pence each ("ordinary shares"), such power to be limited:

- (1) to a maximum number of 2,203,279 ordinary shares;
- (2) by the condition that the minimum price which may be paid for an ordinary share is 20 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses,

such power to expire at the conclusion of next year's AGM (or, if earlier, on the close of business on Friday, 7 August 2015) save that, in each case, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed wholly or partly after the expiry of such power and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Notice period for general meetings

19. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Jon Bolton

Group Company Secretary

18 March 2014

Registered Office: Bridge House,
Heron Square, Richmond, TW9 1EN

Registered in England and Wales No. 227691

Notes to AGM Circular

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak or vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300 (UK only) or +44 (0)20 8639 3399 (overseas only). Lines are open Monday to Friday 9.00am to 5.30pm. Calls to 0871 664 0300 cost 10p per minute plus network extras and calls to the overseas number will be charged at standard overseas call rates.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 2.30pm on Tuesday, 6 May 2014. Alternatively, a proxy may be appointed electronically using the Share Portal service at www.capitashareportal.com by the same time and date.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and then attend the AGM in person, your proxy appointment will automatically be terminated.
4. Any 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by close of business on Tuesday, 6 May 2014 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at Wednesday, 26 February 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 44,065,597 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at Wednesday, 26 February 2014 are 44,065,597.
8. 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. CREST personal members or other CREST sponsored members, and those CREST members who have a 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.
9. 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 instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 (ID RA10) by 2.30pm on Tuesday, 6 May 2014. 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 Application 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.
10. 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 message. 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, 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 means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006 who meet the threshold requirements set out in that section, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
13. Any 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 they do not do so in relation to the same shares.

Appendix

14. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Wednesday, 26 March 2014, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request. You may not use any electronic address provided in either this notice of meeting or in any related documents (including the Chairman's Letter and Proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.vitecgroup.com.
17. The following documents will be available for inspection at the Company's registered office at Bridge House, Heron Square, Richmond, TW9 1EN during normal business hours on each business day from the date of this notice up to the date of the AGM and at Prince Philip House, 3 Carlton House Terrace, London SW1Y 5DG from 30 minutes before the AGM until it ends:
- Copies of the Executive Directors' service contracts;
 - Copies of letters of appointment of the Non-Executive Directors (including the Chairman); and
 - Copy of the proposed rules for The Vitec Group 2014 Long Term Incentive Plan.

The Vitec Group plc

Registered in England and Wales with number: 227691

Registered Office: Bridge House, Heron Square, Richmond, TW9 1EN

Summary of The Vitec Group 2014 Long Term Incentive Plan ("LTIP")

1. Eligibility

Any employee (including an Executive Director) of The Vitec Group plc (the "Company") or any employee of its subsidiaries will be eligible to participate in the LTIP at the discretion of the Remuneration Committee.

2. Form of Awards

Awards under the LTIP may be in the form of:

- 2.1 a conditional right to acquire ordinary shares in the Company ("Shares") at no cost to the participant ("Conditional Award");
- 2.2 an option to acquire Shares at no cost to the participant ("Nil-Cost Option"); or
- 2.3 a right to receive a cash amount which relates to the value of a certain number of notional Shares ("Cash Award"), and Conditional Awards, Nil-Cost Options and Cash Awards are together referred to as "Awards" and each an "Award".

References in this summary to Shares include notional Shares to which a Cash Award relates, where appropriate.

3. Performance Conditions

Unless the Remuneration Committee determines otherwise, Awards will be subject to the satisfaction of a performance condition which will determine the proportion (if any) of the Award which will vest following the end of a performance period. Unless the Remuneration Committee determines otherwise, a performance period shall be at least three years long. Awards granted to Executive Directors of the Company must be subject to a performance condition.

The performance condition may be amended or substituted if one or more events occur which cause the Remuneration Committee to consider that an amended or substituted performance condition would be more appropriate. Any amended or substituted performance condition would not be materially less difficult to satisfy.

4. Individual Limits

Awards will not be granted to a participant under the LTIP over Shares with a market value (as determined by the Remuneration Committee) in excess of 150% of salary in respect of any financial year. However, the Remuneration Committee may, in its discretion in exceptional circumstances, grant awards of up to 200% of salary.

5. Grant of Awards

Awards may only be granted within the six week period following the approval of the LTIP by the Company's shareholders, the announcement of the Company's financial results for any period, any day on which a restriction on the grant of Awards is lifted, or on any day on which the Remuneration Committee determines that exceptional circumstances exist.

6. Terms of Awards

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market. Awards are not transferable (other than on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

7. Dividends

A participant shall be entitled to additional Shares based on the value of dividends (excluding special dividends unless the Remuneration Committee determines otherwise) paid on vested Shares to which his Award relates.

8. Overall Limits

The LTIP is subject to the following overall limits:

- 8.1 in any ten year period, the number of new Shares which may be issued under the LTIP and under any other discretionary share plan adopted by the Company may not exceed 5% of the issued ordinary share capital of the Company from time to time; and
- 8.2 in any ten year period, the number of new Shares which may be issued under the LTIP and under any other employees' share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise. Existing Shares, other than treasury Shares, (for example Shares purchased in the market by any employee benefit trust established by the Company) will not count towards these dilution limits.

9. Reduction for Malus

- 9.1 The Remuneration Committee may, in its absolute discretion, determine at any time prior to the vesting of an Award to:
 - 9.1.1 reduce the number of Shares to which an Award relates;
 - 9.1.2 cancel an Award; or
 - 9.1.3 impose further conditions on an Award, in circumstances in which the Remuneration Committee considers such action is appropriate.

- 9.2 Such circumstances include, but are not limited to:
 - 9.2.1 a material misstatement of the Company's audited financial results; or
 - 9.2.2 serious reputational damage to the Company, any Group member or a relevant business unit as a result of the participant having breached the Company's Code of Business Conduct (or other similar code or policy) or otherwise.

10. Vesting and Exercise

Awards that are subject to a performance condition will normally vest as soon as practicable after the end of any performance period (or on such later date as the Remuneration Committee determines) and then only to the extent that any performance condition has been satisfied. Where Awards are granted without a performance condition, they will usually vest on the third anniversary of the grant date (or on such other date as the Remuneration Committee determines). Nil-Cost Options will then normally be exercisable until the tenth anniversary of the grant date.

The vesting of a Conditional Award or the exercise of a Nil-Cost Option is subject to obtaining any necessary approvals or consents from the United Kingdom Listing Authority, the Company's share dealing policy and any other applicable laws or regulations.

At any time before or after the point at which an Award has vested, or a Nil-Cost Option has been exercised, but the underlying Shares have yet to be issued or transferred to the participant, the Remuneration Committee may decide to pay a participant a cash amount equal to the value of the Shares he would otherwise have received.

Any Shares or cash that are to be issued, transferred or paid (as appropriate) to a participant in respect of a vested Award or an exercised Nil-Cost Option (including a Cash Award) will be issued, transferred or paid (as appropriate) within 30 days of the date of vesting or exercise (as appropriate).

11. Cessation of Employment

If a participant dies, an unvested Award will, unless the Remuneration Committee determines otherwise, vest as soon as reasonably practicable after the participant's death to the extent that the Remuneration Committee determines, taking into account the satisfaction of any performance condition at that time and, if the Remuneration Committee so determines, the period of time that has elapsed since the Award was granted until the date of death. Where Awards vest in these circumstances, Nil-Cost Options will normally be exercisable for 12 months after vesting.

If a participant ceases to be employed by the Group by reason of ill-health, injury, disability, sale of the entity that employs him out of the Group or for any other reason at the Remuneration Committee's discretion (except where a participant is summarily dismissed), a participant's unvested Award will continue until the normal vesting date unless the Remuneration Committee determines that the Award will vest as soon as reasonably practicable following the date on which the participant ceases to be employed by the Group.

The Remuneration Committee will decide the extent to which an unvested Award vests in these circumstances, taking account of the extent to which any performance condition is satisfied at the end of any performance period or, as appropriate, at the date on which the participant ceases to be employed by the Group. Unless the Remuneration Committee in its discretion determines otherwise, the period of time that has elapsed since the Award was granted until the date on which the participant ceases to be employed by the Group will also be taken into account. Where Awards vest in these circumstances, Nil-Cost Options will normally be exercisable for six months after vesting.

If a participant ceases employment with the Group in any other circumstances an Award shall lapse on the date on which the participant ceases employment.

12. Corporate Events

In the event of a change of control of the Company, Awards will vest taking into account the extent to which any performance condition has been satisfied at the date of change of control, and, unless the Remuneration Committee determines otherwise, taking into account the period of time which has elapsed between the grant date and the relevant event. Nil-Cost Options will then be exercisable for a period of one month.

Alternatively, the Remuneration Committee may permit or, in the case of an internal reorganisation, or if the Board determines any other event, require Awards to be exchanged for equivalent awards which relate to shares in a different company.

If other corporate events occur such as a demerger, delisting, special dividend or other event which, in the opinion of the Remuneration Committee may affect the current or future value of Shares, the Remuneration Committee may determine that Awards will vest. Vesting will be determined taking into account the extent to which any performance condition has been satisfied and, unless the Remuneration Committee determines otherwise, pro-rating to reflect the period from the grant date to the date of the relevant event.

13. Adjustments

In the event of a variation of the Company's share capital or a demerger, delisting, special dividend, rights issue or other event, which may, in the Remuneration Committee's opinion, affect the current or future value of Shares, the number of Shares subject to an Award and/or any performance condition attached to Awards, may be adjusted.

14. Amendment and Termination

The Remuneration Committee may amend the LTIP at any time, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital.

However, any minor amendment to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Remuneration Committee without shareholder approval.

No amendment may be made to the material disadvantage of participants in the LTIP unless consent is sought from the affected participants and given by a majority of them.

The LTIP will terminate on the tenth anniversary of its approval by shareholders but the rights of existing participants will not be affected by any termination.



The Vitec Group plc

Registered in England and Wales
with number: 227691

Registered Office:
Bridge House, Heron Square,
Richmond, TW9 1EN