

Capture the moment™

Private and Confidential

4 November 2013

Christopher Humphrey
Well House
School Lane
Northend
Bath
BA1 7EP

Dear Christopher

Appointment as an independent Non-Executive Director of The Vitec Group plc

Following our recent meetings, we are very pleased to extend an invitation to you to join the Board of The Vitec Group plc with effect from 1 December 2013. We all hope that you will accept this invitation.

There are certain formalities to follow including the need for the Board to formally approve your appointment at a meeting and to make an announcement to the market upon the decision of the Board. We will prepare a draft and send this to you for comment in advance of its release.

This is a contract for services and is not a contract of employment. If you are in agreement with it can you sign and return a copy to me for the Company's record. Subject to receipt of this acceptance the Board will formally resolve to make the appointment with effect from 1 December 2013.

Appointment

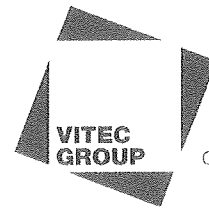
Your appointment will be for an anticipated initial term of three years commencing on 1 December 2013, unless otherwise terminated earlier by and at the discretion of either party upon one month's written notice. Continuation of your appointment is contingent upon satisfactory performance and re-election at every Annual General Meeting in accordance with the Company's articles of association.

Non-executive directors, subject to re-election at every AGM, are typically expected to serve two three-year terms, although the Board may invite you to serve an additional period.

Time commitment

Overall we anticipate a time commitment of no more than two days per month after the induction phase. This will include attendance at board meetings and the AGM. There are six scheduled board meetings a year (with Board dinners on the preceding evening) and I attach the calendar for the remainder of 2013, 2014 and 2015. In addition, you will be expected to devote appropriate preparation time ahead of each meeting. You will be expected to attend the Board and Committee meetings on 9th and 10th December 2013 in Richmond.

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By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the Chairman should be sought before accepting additional commitments not already declared that might impact on the time you are able to devote to your role as a non-executive director of the Company.

Role

Non-executive directors have the same general legal responsibilities to the Company as any other director. The Board as a whole is collectively responsible for the success of the Company. The Board:

- Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
- Sets the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met. All directors must take decisions objectively in the interests of the Company.

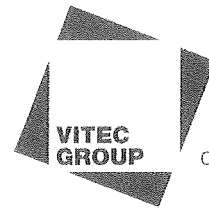
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In addition to these requirements of all directors, the role of the non-executive director has the following key elements:

- **Strategy.** Non-executive directors should constructively challenge and help develop proposals on strategy;
- **Performance.** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk.** Non-executive directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible; and
- **People.** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, executive directors and in succession planning.

Fees and Expenses

You will be paid a fee of £40,000 gross per annum which will be paid monthly in arrears. Fees are reviewed annually by the Board. The Company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.



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Outside interests

It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the Chairman and company secretary as soon as apparent.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Chairman.

Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman or company secretary.

Share Dealing

As a Director of the Company, you will be subject to the Company's Share Dealing Rules which the company secretary will provide to you. In summary, you must not deal in the Company's shares without seeking advance clearance to deal from the Chairman.

Induction

Immediately after appointment, the company secretary will make arrangements for a comprehensive, formal and tailored induction. We will also arrange for site visits and meetings with senior and middle management and the Company's brokers and auditors.

Review process

The performance of individual directors and the whole Board and its committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman as soon as is appropriate.

Insurance and Indemnity

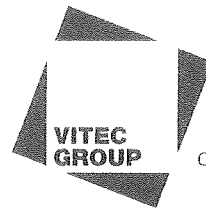
The Company has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment. The current indemnity limit is £30 million; a copy of the policy document will be provided by the company secretary.

The Board has also resolved to provide indemnities to all directors and other officers of the Group in respect of potential claims that may be made against them as a result of them performing their duties for the Vitec Group. Upon appointment such an indemnity will be put in place for you.

Independent professional advice

Occasions may arise when you consider that you need professional advice in the furtherance of your duties as a director. Circumstances may occur when it will be appropriate for you to seek advice from independent advisors at the

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Company's expense. Clearance should be sought from the Chairman in the first instance.

Committees

This letter refers to your appointment as an independent non-executive director of the Company. Upon appointment it is intended that you also serve as a member of the Audit, Remuneration and Nominations Committees. The company secretary will provide full details on each of these committees including meeting dates and terms of reference.

I look forward to hearing from you on this and we very much look forward to you joining us at this exciting time in Vitec's development.

Yours sincerely

A handwritten signature in black ink, appearing to read "J. McDonough", with a large, stylized flourish at the end.

John McDonough CBE
Chairman

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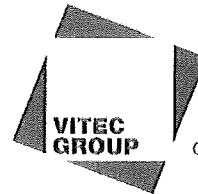
I confirm and agree to the terms of my appointment as an independent non-executive director of The Vitec Group plc as set out in this letter.

Signed

Date

Christopher Humphrey

Name



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Chairman

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Signed

5.11.2013.
Date

Christopher Humphrey

Name