

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. 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 ADVICE FROM A STOCKBROKER, SOLICITOR, ACCOUNTANT, OR OTHER APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN THE COMPANY, 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.

If you have sold or otherwise transferred all your shares in Curtis Banks Group plc ("**Curtis Banks**" or "**Company**"), or will have sold or transferred all of your shares prior to the Company's annual general meeting ("**AGM**") to be held on Monday 27 June 2016 at 2.30 p.m., please forward this document and the enclosed form(s) of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

Curtis Banks Group plc

(Incorporated and registered in England and Wales with registered No. 07934492)

Notice of Annual General Meeting

Notice of an Annual General Meeting of Curtis Banks to be held at 2.30 p.m. on Monday 27 June 2016 at Hilton Garden Inn, Temple Way, Bristol BS1 6BF is set out on pages 5 to 7 of this document.

Whether or not you plan to attend the Annual General Meeting, please complete the enclosed Form of Proxy. To be valid, the accompanying Form of Proxy for use at the Annual General Meeting should be completed, signed and returned in accordance with the instructions thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by not later than 2.30 p.m. on Thursday 23 June 2016. The completion and return of a Form of Proxy will not prevent you from attending, speaking and voting at the Annual General Meeting in person should you wish to do so.

Copies of this document, which is dated 22 April 2016, will be available free of charge to the public during normal working hours on any weekday (except Saturdays, Sundays and public holidays) from the registered office of the Company.

LETTER FROM THE CHAIRMAN OF CURTIS BANKS GROUP PLC

Curtis Banks Group plc

(Incorporated and registered in England and Wales with registered number 07934492)

Directors:

Mr Christopher Charles Banks, *Executive Chairman*
Mr Rupert Morris Curtis, *Chief Executive Officer*
Mr Paul James Tarran, *Chief Financial Officer*
Mr Christopher Anthony James Macdonald, *Non-Executive Director*
Mr William John Rattray, *Non-Executive Director*
Mr Louis Jules Hydleman, *Non-Executive Director*

Registered office:

3 Temple Quay
Temple Back East
Bristol
BS1 6DZ

22 April 2016

Dear Shareholder

Notice of Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of our first Annual General Meeting ("**AGM**"), which we are holding at Hilton Garden Inn, Temple Way, Bristol, BS1 6BF on Monday 27 June 2016 at 2.30 p.m. The formal notice of the AGM ("**Notice**") is set out on pages 5 to 7 of this document.

The purpose of this letter is to provide Shareholders with details of, the background to, and reasons for, the resolutions to be proposed at the AGM, to explain why the directors of the Company ("**Directors**") believe that the passing of the resolutions is in the best interests of the Company and its Shareholders as a whole, and to recommend that Shareholders vote in favour of the resolutions.

If you would like to vote on the resolutions to be proposed at the AGM but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, not later than 2.30 p.m. on Thursday 23 June 2016.

2. Business to be Transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below. Resolutions One to Seven are to be proposed as ordinary resolutions and Resolutions Eight and Nine are to be proposed as special resolutions.

Resolution One (ordinary resolution): Annual Report and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006 ("**2006 Act**"), the Company will lay before the AGM the annual report and accounts of the Company in respect of the year ended 31 December 2015, together with the strategic report and the reports of the Directors and auditors of the Company. Shareholders will have the opportunity to put questions on the annual report and accounts of the Company to the Directors before the resolution to receive and adopt the annual report and accounts is proposed to the AGM.

Resolutions Two to Four (ordinary resolutions): Re-election of Directors

The Company's articles of association ("**Articles**") require that each Director shall retire from office at the third annual general meeting after the annual general meeting or general meeting (as the case may be) at which he was previously appointed.

Additionally, the letters of appointment of Chris Macdonald, Bill Rattray and Jules Hydleman (each dated 2 April 2015) require that each of them retires and seeks re-election by the shareholders of the Company (the "**Shareholders**") at the next AGM following their appointments.

Accordingly, Chris Macdonald, Bill Rattray and Jules Hydleman will each retire as a Director and stand for re-election.

Brief biographical details of Chris Macdonald, Bill Rattray and Jules Hydleman are included in the annual report of the Company at pages 12 and 13.

The requirement in the Articles that any Director who has held office with the Company as a non-executive Director for a continuous period of nine years or more at the date of the AGM shall retire from office and may offer himself for re-election does not apply.

Resolutions Five and Six (ordinary resolutions): Re-appointment of auditors

Shareholders will be asked to confirm the re-appointment of Saffery Champness as the Company's auditors to hold office until the conclusion of next year's annual general meeting and to grant authority to the Directors to determine the auditors' remuneration.

Resolutions Seven (ordinary resolution) and Eight (special resolution): Grant of authority to the Directors to allot ordinary shares in the capital of the Company ("Ordinary Shares") and disapplication of statutory pre-emption rights on allotment of Ordinary Shares

Subject to a number of limited exceptions, the Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by the Shareholders. The authority granted to the Directors to allot Ordinary Shares by written resolution of the Shareholders passed on 28 April 2015 will expire following the conclusion of the AGM.

Accordingly, the authority in Resolution Seven will allow the Directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, up to a further nominal amount of £177,944.23 (representing 35,588,846 Ordinary Shares, which would constitute approximately two-thirds of the Company's issued ordinary share capital (excluding shares held in treasury) as at 21 April 2016 (being the latest practicable date prior to publication of this notice)).

If the Directors wish to allot unissued shares or other equity securities for cash, or sell any shares which the Company may hold in treasury following a purchase of its own shares, the 2006 Act requires that such shares or other equity securities are offered first to existing Shareholders in proportion to their existing holdings. The Directors consider that this requirement creates an unreasonable degree of inflexibility. It is, therefore, proposed that the Directors be granted authority to allot equity securities for cash, without first being required to offer such securities to existing Shareholders by the limited disapplication of section 561 of the 2006 Act.

The effect of paragraph (a) of Resolution Eight is to dis-apply the provisions of section 561 of the 2006 Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash on a non-pre-emptive basis, without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £88,972.115 (representing 17,794,423 Ordinary Shares, which would constitute approximately one-third of the issued share capital of the Company as at 21 April 2016).

The effect of paragraph (b) of Resolution Eight is to dis-apply the provisions of section 561 of the 2006 Act in connection with a *rights issue* up to a maximum further aggregate nominal value of £88,972.115 (again representing 17,794,423 Ordinary Shares) and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

Accordingly, by the passing of Resolutions Seven and Eight (taken together):

- the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £88,972.115 (representing 17,794,423 Ordinary Shares) without reference to any pre-emption provisions; and
- additionally, the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £88,972.115 (representing 17,794,423 Ordinary Shares) having followed the pre-emption provisions contained in Chapter 3 of Part 17 of the 2006 Act or, alternatively, on a rights issue as defined in Resolution Eight.

This is in line with the current institutional guidelines issued by the Investment Association.

The Directors currently intend only to make use of this authority: (a) to issue Ordinary Shares as consideration in connection with any acquisition of companies or businesses which the Company may wish to make; (b) in connection with the offer for subscription or placing with investors of Ordinary Shares to additionally raise funds for any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Company and its subsidiaries ("**Group**"); and (c) in connection with the grant of share-based payments or options to the Directors of the Company and employees of the Group.

The total number of Ordinary Shares in issue as at 21 April 2016 (being the last practicable date prior to publication of this notice) was 53,383,269.

The Company does not currently hold any treasury shares.

Resolution Nine (special resolution): Authority to purchase own shares

The Company is seeking authority to purchase up to 10 per cent. of the Company's Ordinary Shares at, or between, the minimum and maximum prices specified in Resolution Nine. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase Ordinary Shares only if they considered it to be in the best interest of Shareholders and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the 2006 Act, the Company is allowed to hold its own shares in treasury following a buyback, instead of cancelling them. Such shares may be resold for cash or used for the purpose of employee share schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. Accordingly, if the Directors exercise the authority conferred by Resolution Nine, the Company will have the option of holding these shares in treasury, rather than cancelling them. The authority sought at the AGM will expire five years from the date this Resolution is passed or, if earlier, the conclusion of the next annual general meeting of the Company.

3. Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use by them at the AGM.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed Form of Proxy and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by 2.30 p.m. on Thursday 23 June 2016. The completion and return of a Form of Proxy will not prevent you from attending the AGM and voting in person if you subsequently wish to do so.

You may call Computershare Investor Services PLC on **0330 303 5911** if you have any questions about the AGM.

4. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all of the resolutions.

The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings of Ordinary Shares. Such shareholdings comprise 31,602,784 Ordinary Shares, representing approximately 59.2 per cent. of the total Ordinary Shares currently in issue.

Yours faithfully

Chris Banks
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting ("**AGM**") of Curtis Banks Group plc ("**Company**") will be held at 2.30 p.m. on Monday 27 June 2016 at Hilton Garden Inn, Temple Way, Bristol BS1 6BF for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. THAT the Company's annual accounts for the financial year ended 31 December 2015, together with the strategic report and the reports of the Company's directors ("**Directors**") and auditors thereon, be received and adopted.
2. THAT Chris Macdonald be re-elected as a Director.
3. THAT Bill Rattray be re-elected as a Director.
4. THAT Jules Hydleman be re-elected as a Director.
5. THAT Saffery Champness be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
6. THAT the Directors be authorised to agree and fix the auditors' remuneration.
7. THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") to allot ordinary shares in the Company ("**Ordinary Shares**") or grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £177,944.23 (representing 35,588,846 Ordinary Shares), provided that this authority shall expire on the date which is five years from the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company but, in each case, so that the Company may, before such expiry, make an offer or agreement 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 pursuant to such an offer or agreement as if this authority had not expired.

Special Resolutions

8. THAT pursuant to section 570 of the 2006 Act in respect of the allotment of equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution Seven; and/or pursuant to section 573 of the 2006 Act in respect of the allotment of equity securities for cash where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act, subject to and conditional on the passing of Resolution Seven, the restriction in section 561 of the 2006 Act shall not apply in respect of:
 - (a) the allotment of equity securities on a non-pre-emptive basis up to an aggregate nominal amount of £88,972.115 (representing 17,794,423 Ordinary Shares); and in addition
 - (b) the allotment of equity securities in the case of a rights issue, up to an aggregate nominal amount of £88,972.115 (representing 17,794,423 Ordinary Shares),

such disapplication to expire on the date which is five years from the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

For the purposes of this resolution, "**rights issue**" means an offer to:

- (i) the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective number of shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

9. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares on such terms as the Directors think fit, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 2,669,163;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 0.5 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the lower of:
 - (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is purchased; and
 - (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
 - (d) the authority hereby conferred shall, unless previously revoked or varied, expire on the date which is five years from the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

By Order of the Board

3 Temple Quay
Temple Back East
Bristol
BS1 6DZ

Paul Tarran
Company Secretary

Registered in England and Wales No 07934492

22 April 2016

NOTES

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and, on a poll, 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 Computershare Investor Services PLC on 0330 303 5911.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by scan and email to Computershare Investor Services PLC at ExternalProxyQueries@computershare.co.uk, in each case no later than 2.30 p.m. on Thursday 23 June 2016.
3. The return of a completed proxy forms, or other such instrument will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. If you wish to attend the meeting in person, please attend at 2.30 p.m. on Monday 27 June 2016 bringing appropriate identification so that you can be identified. It is recommended that you arrive at least 15 minutes before the time appointed for the AGM to begin.
5. 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 at 6.00 p.m. on Thursday 23 June 2016.
6. 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.