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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 Tuesday 21 May 2019 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 Tuesday 21 May 2019 at Novotel, Victoria Street, Bristol BS1 6HY is set out on pages 6 to 8 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 Friday 17 May 2019. 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 23 April 2019, 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 William Arthur Self, Chief Executive Officer
Mr Paul James Tarran, Chief Financial Officer
Mrs Jane Ann Ridgley, Chief Operating Officer
Mr Christopher Anthony James Macdonald, Non-Executive Chairman
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

23 April 2019

Dear Shareholder

Notice of Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of our fourth Annual General Meeting (“**AGM**”), which we are holding at Novotel, Victoria Street, Bristol BS1 6HY on Tuesday 21 May 2019 at 2.30 p.m. The formal notice of the AGM (“**Notice**”) is set out on pages 6 to 8 of this document.

The purpose of this letter is to provide shareholders of the Company (“**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 Friday 17 May 2019.

2. Business to be transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below. Resolutions 1 to 9 are to be proposed as ordinary resolutions and Resolutions 10 to 12 are to be proposed as special resolutions.

Resolution 1 (ordinary resolution): annual report and accounts

In accordance with the requirements of section 437 of the Companies Act 2006 (“**Companies Act**”), the Company will lay before the AGM the annual report and accounts of the Company in respect of the year ended 31 December 2018, 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.

Resolution 2 (ordinary resolution): declaration of final dividend

The Company paid an interim dividend of 2.0 pence per Ordinary Share in November 2018. The Directors recommend a final dividend of 6.0 pence per Ordinary Share, bringing the total dividend relating to the period from 1 January 2018 to 31 December 2018 to 8.0 pence per Ordinary Share. The final dividend equates to an aggregate distribution to Shareholders of approximately £3.20 million. Subject to approval by Shareholders, the final dividend will be paid on 23 May 2019 to Shareholders on the register on 26 April 2019.

Resolution 3 (ordinary resolution): Re-appointment of Director

The Company’s articles of association (“**Articles**”) require that any director appointed during the year retires and seeks re-election by the shareholders of the Company (the “**Shareholders**”) at the next AGM following his or her appointment. Jane Ridgley was appointed as a director on 18 January 2019 and accordingly retires and seeks re-election at the AGM.

Brief biographical details of Jane Ridgley are included in the annual report of the Company at page 14.

Resolutions 4, 5 and 6 (ordinary resolutions): re-appointment of Directors

The 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. The Articles further provide that any Director who retires in such circumstances shall be eligible for re-appointment by the Shareholders at the annual general meeting at which his retirement takes effect.

Chris Macdonald, Bill Rattray and Jules Hydleman were appointed as Directors on 2 April 2015, 29 April 2015 and 17 April 2015 respectively, and last retired and were re-appointed at the annual general meeting of the Company held on Monday 27 June 2016. Accordingly, Chris Macdonald, Bill Rattray and Jules Hydleman will each retire and seek re-appointment at the AGM.

Brief biographical details of Chris Macdonald, Bill Rattray and Jules Hydleman are included in the annual report of the Company at pages 14 to 15.

Resolutions 7 and 8 (ordinary resolutions): re-appointment of auditors

Shareholders will be asked to confirm the re-appointment of PriceWaterhouseCoopers LLP 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.

Resolution 9 (ordinary resolution): grant of authority to the Directors to allot ordinary shares in the capital of the Company ("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 resolution of the Shareholders passed at the Company's previous annual general meeting on 16 May 2018 will expire following the conclusion of the AGM.

Accordingly, the authority in Resolution 9 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 £179,357.82 (representing 35,871,564 Ordinary Shares), which would constitute approximately two-thirds of the Company's issued ordinary share capital as at 23 April 2019 (being the latest practicable date prior to publication of this notice).

The authority in Resolution 9 comprises a general authority to allot shares up to a further nominal amount of £89,678.91 (representing 17,935,782 Ordinary Shares), and a further authority to allot shares up to a further nominal amount of £89,678.91 (representing 17,935,782 Ordinary Shares) in connection with a rights issue.

The authority in Resolution 9 remains subject to the pre-emption provisions set out in section 561 of the Companies Act, save to the extent that they are disapplied by the passing of Resolutions 10 and 11.

Resolutions 10 and 11 (special resolutions): disapplication of statutory pre-emption rights on allotment of Ordinary Shares

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 Companies 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 a limited number of equity securities for cash, without first being required to offer such securities to existing Shareholders, by the limited disapplication of section 561 of the Companies Act.

The effect of Resolution 10 is:

- to disapply the provisions of section 561 of the Companies Act entirely in connection with a rights issue and allow 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; and
- to disapply the provisions of section 561 of the Companies Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash, allowing the Directors to allot equity securities without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £13,451.835 (representing 2,690,367 Ordinary Shares), which would constitute approximately five per cent. of the issued ordinary share capital of the Company as at 23 April 2019.

The effect of Resolution 11 is to disapply the provisions of section 561 of the Companies Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash which is to be used for the purposes of financing (or re-financing) an acquisition or other capital investment which may be made by the Group, allowing the Directors to allot equity securities without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £13,451.835 (representing 2,690,367 Ordinary Shares), which would constitute approximately five per cent. of the issued ordinary share capital of the Company as at 23 April 2019.

This disapplication is in addition to the disapplication provided by Resolution 10.

Accordingly, by the passing of Resolutions 9, 10 and 11 (taken together):

- the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £13,451.835 (representing 2,690,367 Ordinary Shares) without reference to any pre-emption provisions;
- the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a further nominal amount of £13,451.835 (representing 2,690,367 Ordinary Shares) without reference to any pre-emption provisions in connection with the financing of an acquisition or another capital investment; and
- additionally, the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £152,454.15 (representing 30,490,830 Ordinary Shares) having followed the pre-emption provisions contained in Chapter 3 of Part 17 of the Companies Act or, alternatively, on a rights issue as referred to in Paragraph (a) of Resolution 9.

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 in order to raise funds to finance any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Company 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 23 April 2019 was 53,807,346.

The Company does not currently hold any treasury shares.

Resolution 12 (special resolution): authority to purchase own shares

The Company is seeking authority to purchase up to five per cent. of the Company's Ordinary Shares at, or between, the minimum and maximum prices specified in Resolution 12. 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 interests of Shareholders and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the Companies 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 satisfying entitlements under 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 12, 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 the resolution is passed or, if earlier, at the conclusion of the next annual general meeting of the Company.

3. Action to be taken

Holders of Ordinary Shares 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 Friday 17 May 2019.

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 3,572,814 Ordinary Shares, representing approximately 6.64 per cent. of the total Ordinary Shares currently in issue.

Yours faithfully

Chris Macdonald

Non-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 Tuesday 21 May 2019 at Novotel, Victoria Street, Bristol BS1 6HY 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 2018, together with the strategic report and the reports of the directors and auditors of the Company thereon, be received and adopted.
2. THAT a final dividend be declared on the ordinary shares of 0.5 pence each in the Company (“**Ordinary Shares**”) of 6.0 pence per share for the year ended 31 December 2018.
3. THAT Jane Ridgley be re-appointed as a director.
4. THAT Chris Macdonald be re-appointed as a director.
5. THAT Bill Rattray be re-appointed as a director.
6. THAT Jules Hydleman be re-appointed as a director.
7. THAT PriceWaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
8. THAT the Directors be authorised to agree and fix the auditors’ remuneration.
9. THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Companies Act**”) to exercise all powers of the Company to:
 - (a) allot 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 £89,678.91 (representing 17,935,782 Ordinary Shares); and
 - (b) allot further Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to a further aggregate nominal amount of £89,678.91 (representing 17,935,782 Ordinary Shares) where the equity securities (as defined in the Companies Act) are allotted in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportional (as nearly as practicable) to the respective numbers of Ordinary Shares held by them,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 21 August 2020) 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

10. THAT subject to the passing of Resolution 9, the Board be authorised in accordance with sections 570 and 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution (and/or to sell Ordinary Shares held by the Company as treasury shares for cash) as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority to be limited:
 - (a) to the allotment of equity securities (or sale of treasury shares) for cash in connection with an offer or issue of, or invitation to apply for, equity securities to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits, exclusions or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter (including any matters arising by virtue of equity securities being represented by depositary receipts); and

- (b) to the allotment of equity securities (or sale of treasury shares) (otherwise than under paragraph (a) above) up to a nominal amount of £13,451.835 (representing 2,690,367 Ordinary Shares),

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 21 August 2020) but, in each case, prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

11. THAT subject to the passing of Resolution 9, the Board be authorised in accordance with sections 570 and 573 of the Companies Act, in addition to any authority granted under Resolution 10, to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution (and/or to sell Ordinary Shares held by the Company as treasury shares for cash) as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £13,451.835 (representing 2,690,367 Ordinary Shares); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines 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,

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 21 August 2020) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies 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 2,690,367;
- (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
23 April 2019

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 Friday 17 May 2019.
- 3 The return of a completed proxy form 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 Tuesday 21 May 2019 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 Friday 17 May 2019.
- 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 shares.