This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own independent advice from your stockbroker, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all of your discoverIE Group plc ordinary shares, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



Annual General Meeting
Thursday 26 July 2018

Notice of Annual General Meeting and Chairman's explanatory letter

26 June 2018

Dear Shareholder,

Annual General Meeting 2018

I have great pleasure in inviting you to the Annual General Meeting (the "Meeting") of discoverIE Group plc (the "Company") to be held at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey GU2 7AH at 11.00am on Thursday 26 July 2018.

You will find with this letter:

- The Notice of Meeting, setting out the resolutions to be proposed, together with explanatory notes.
- A copy of the Annual Report and Accounts of the Company for the year ended 31 March 2018, including the Group Financial Statements and the Directors' Remuneration Report 2018.
- A Form of Proxy.

Recommendation

Your Directors believe that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and of its shareholders as a whole. They recommend that you vote in favour of these resolutions, as they intend to do in respect of their own beneficial holdings.

Action to be taken

You are requested to complete, sign and return the Form of Proxy, in accordance with the directions, as soon as possible and, in any event, so that it is received by 11.00am on Tuesday 24 July 2018 (or in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). Completion and return of the Form of Proxy will not prevent you from attending the Meeting and voting in person, should you wish to do so.

Should you have any questions please contact Joanna Harkus Madge, the Group Company Secretary, at the address shown below.

Yours faithfully

Malcolm Diamond MBE
Chairman

discoverIE Group plc, 2 Chancellor Court, Occam Road,
Surrey Research Park, Guildford, Surrey, GU2 7AH

Tel: +44(0)1483 544500

Registered office as above.
Registered No: 2008246 England & Wales

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty Second Annual General Meeting (the "Meeting") of discoverIE Group plc (the "Company") will be held at the Company's offices, 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey, GU2 7AH on Thursday 26 July 2018 at 11.00am to consider and, if thought fit, to pass the Resolutions set out below. Resolutions 1 to 10 will be proposed as Ordinary Resolutions while Resolutions 11 to 16 will be proposed as Special Resolutions.

Resolutions

1 To receive and adopt the Financial Statements for the year ended 31 March 2018, together with the Reports of the Directors and the Auditor thereon (the "Annual Report and Accounts").

2 To approve the final dividend of 6.35 pence per ordinary share recommended by the Directors in respect of the year ended 31 March 2018, payable on 31 July 2018 to holders of ordinary shares on the Register of Members at the close of business on 15 June 2018.

3 To approve the Directors' Remuneration Policy, contained in the Directors' Remuneration Report as set out on pages 81 to 87 of the Annual Report and Accounts for the year ended 31 March 2018, which has effect immediately after the end of the Annual General Meeting on Thursday 26 July 2018 (and applies for three years or until replaced by a new or amended policy).

4 To approve the Directors' Remuneration Report as set out on pages 76 to 78 and 88 to 96 of the Company's Annual Report and Accounts for the year ended 31 March 2018.

5 To elect Bruce Thompson as a Director.

6 To re- elect Nick Jefferies as a Director.

7 To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

8 To authorise the Directors to determine the remuneration of the Auditor.

9 That, in substitution for all existing unexercised authorities, the authority conferred on the Directors by Article 7.2 of the Company's Articles of Association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019 and, for that period, the Section 551 Amount is £1,222,253.

10 That, in addition and without prejudice to the authority renewed in Resolution 9 above, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as defined in Section 560 of the Companies Act 2006) in connection with a rights issue by the Company of ordinary shares up to an aggregate nominal amount of £1,222,253 provided that this authority shall expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Board may allot shares or grant such rights in pursuance of those offers or agreements, as if this authority had not expired.

For the purpose of this Resolution a "rights issue" means an offer to:

(a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(b) people who are 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 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.

11 That, in substitution for all existing authorities, the authority conferred on the Directors by Article 7.3 of the Company's Articles of Association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next Annual General Meeting or on 25 October 2019 and, for that period, the Section 561 Amount is £183,338.

12 That, in addition and without prejudice to the authority renewed in Resolution 11 above, the Directors be and are unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as defined in Section 560 of the Companies Act 2006) for cash, and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this authority shall be in connection with an acquisition by the Company or specified capital investment up to an aggregate nominal amount of £183,338, and provided that this authority shall expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities and sell treasury shares in pursuance of such an offer or agreement, as if the power conferred hereby had not expired.

For the purpose of this Resolution 'specified capital investment' means: one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

13 That, subject to the passing of Resolution 10 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the said Act) for cash pursuant to the authority conferred by Resolution 8 above as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment provided that this power shall expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities and sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

14 That, subject to the provisos hereto, the Company be and is hereby generally authorised to purchase any of its own ordinary shares of five pence each by a market purchase (as defined by Section 693(4) of the Companies Act 2006) provided always that this power shall:

(a) be limited to a purchase or purchases up to an aggregate of 7,333,519 issued ordinary shares of five pence each of the Company, representing approximately 10 per cent. of the Company's issued share capital;

(b) be limited to a purchase or purchases at a price per ordinary share (exclusive of dealing and other incidental costs and stamp duty) not below five pence and not above an amount equal to the higher 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 contracted to be purchased; and (ii) the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation; and

(c) unless renewed, varied or revoked by the Company in general meeting expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019 and the Company may make a purchase of its own shares in accordance with this authority after the expiry of the said time limit imposed above where the contract of purchase is concluded before such authority expires and the Company is hereby permitted to make a contract of purchase which would or might be executed wholly or partly after the authority shall have expired.

15 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

16 That:

(a) The rules of the 2018 Long-Term Incentive Plan (the "LTIP"), the principal terms of which are summarised in Appendix 2 below, and the rules of which are produced at the Meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved; and

(b) The Directors be and are hereby authorised to make any amendments to the rules of the LTIP, including any amendments to comply with institutional investor guidelines or to take account of any statutory, fiscal, exchange or in relation to any potential participants, as long as the overall limits contained in the LTIP continue to apply and to do all other acts and things they may consider necessary, or expedient, to operate the LTIP.

By Order of the Board

Joanna Harkus Madge
Group Company Secretary
Registered Office
2 Chancellor Court, Occam Road,
Surrey Research Park, Guildford, Surrey, GU2 7AH

26 June 2018

Notes

1 A member of the Company entitled to attend, speak and vote at the Meeting convened by the Notice set out above may appoint a proxy to exercise all or any of his or her rights to attend, speak and vote at the Meeting on his/her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy.

2 To be valid, Forms of Proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 11.00am on Tuesday 24 July 2018 (or in the case of an adjournment, 48 hours (excluding non-working days) before the time fixed for holding the adjourned meeting), and must be accompanied by any power of attorney or other authority. The Form of Proxy for use at the Meeting is enclosed.

3 Completion and return of a Form of Proxy (or the lodgement of a proxy form using the CREST Proxy Instruction) will not prevent a member from attending and voting in person should he or she wish to do so.

4 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Thursday 26 July 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

6 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) no later than 11.00am on Tuesday 24 July 2018 (or in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) before the time of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply therefore in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his/her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8 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.

9 To be entitled to attend and vote at the Meeting or any adjournment thereof, and for the purposes of determining how many votes the member may cast, the Company specifies, pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), that members must be entered in the Company's Register of Members at 6.30pm on Tuesday 24 July 2018 (or, in the event of any adjournment, excluding any part of a day that is not a working day, 6.30pm on the date which is two days before the time of the adjourned meeting). Changes to entries in the Register of Members after that time are disregarded in determining the rights of any person to attend and vote at the Meeting.

10 Pursuant to DTR 6.1.12 R (2) of the Disclosure and Transparency Rules as at 22 June 2017 (being the latest practicable business day prior to the publication of this Notice), the Company had in issue 73,335,194 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 25 June 2018 are 73,335,194.

11 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. In the case of joint holders, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).

12 Copies of all service contracts between the Directors and the Company, and the terms and conditions of appointment of Non-Executive Directors, may be inspected during business hours at the Company's registered office on a weekday (public holidays excluded) until the time of the Meeting and at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey GU2 7AH from 15 minutes before the Meeting until the end of the Meeting.

13 Members who wish to communicate with the Company in relation to the Meeting should do so using the following means: (i) by writing to the Group Company Secretary at the registered office address or (ii) by writing to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.

14 Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that Section have the right to require the Company 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Report and Accounts 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 Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

15 Any shareholder 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 (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) 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.discoverIEplc.com. The results of the Meeting will be announced to the London Stock Exchange as soon as practicable following the Meeting, and will be published on the Company's website, as above.

Explanatory notes

Resolution 1: accounts
In accordance with the Companies Act 2006 (the "Act"), the Directors must present to the Meeting the Financial Statements of discoverIE Group plc (the "Company") for the year ended 31 March 2018, together with the Reports of the Directors and the Auditor thereon and the Directors' Remuneration Report with the associated Auditor's Report. These are contained in the Company's Annual Report and Accounts.

Resolution 2: declaration of a dividend
A final dividend can only be paid after it has been approved by the shareholders and cannot exceed the amount recommended by the Board. A final dividend of 6.35 pence per ordinary share is recommended for payment by the Board to the shareholders who are entered in the Register of Members of the Company at the close of business on 15 June 2018 and, if approved, the date of payment of the final dividend will be 31 July 2018.

Resolutions 3 and 4: approval of Directors' Remuneration Policy and Directors' Remuneration Report
Resolution 3 is a binding vote to approve the Directors' Remuneration Policy, which will take effect immediately after the end of the Annual General Meeting and will apply for a term of three years until the Annual General Meeting in 2021 or until replaced by a new or amended policy. The Directors' Remuneration Policy is set out pages 81 to 87 of the Annual Report and Accounts and sets out the Company's policy on Directors' remuneration, including Directors' fixed and variable pay and participation in the Company's long-term incentive plan. During the year, the Remuneration Committee undertook a detailed review of its Remuneration Policy for Executive Directors to ensure that it remained appropriate as the Company develops.

A summary of the principal proposed changes to the Directors' Remuneration Policy are described in a letter from the Remuneration Committee Chairman on page 77 of the Company's Annual Report and Accounts.

Resolution 4 continues the practice of an annual advisory vote to approve the Annual Report on Remuneration which is set out on pages 76 to 78 and 88 to 96 of the Company's Annual Report and Accounts.

Resolutions 5 and 6: election and re- election of Directors
The Company's Articles of Association require Directors appointed since the previous Annual General Meeting to submit themselves for election at the first Annual General Meeting after their appointment. Under this provision, Bruce Thompson is required to retire at the Company's Annual General Meeting this year and is eligible for election.

The Company's Articles of Association, also require Directors to retire every three years. Under this provision, Nick Jefferies is required to retire at the Company's Annual General Meeting this year and is eligible for re-election.

The Nomination Committee has confirmed in its recommendation to the Board that, following a formal evaluation of the Board, the performance of each of the Directors standing for election or re-election, continues to be effective and that the Director demonstrates sufficient commitment to his role to be suitable for election or re-election.

A short biography of each Director is set out in Appendix 1 to this Notice.

Resolutions 7 and 8: re-appointment of auditor
PricewaterhouseCoopers LLP was appointed auditor by the Board in 2018 to fill the casual vacancy caused by the resignation of Ernst & Young LLP, following an external tender exercise for the Group audit. Resolution 7 proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company until the conclusion of the Annual General Meeting in 2019.

In accordance with current best practice, Resolution 8 is a separate resolution which gives authority to the Directors to determine the Auditor's remuneration.

Resolution 9: authority to allot
The Act requires that, to allot unissued shares, the Directors must receive authority from shareholders. The Company's Articles of Association give a general authority to the Directors to allot unissued shares, which is subject to renewal by shareholders. This Resolution will allow the Directors to issue new shares up to a total nominal value of £1,222,253 (the Section 551 Amount) which represents approximately one-third of the Company's issued share capital (calculated exclusive of any treasury shares). This authority will expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019. As at 25 June 2018, the Company did not hold any treasury shares within the meaning of Section 724(5) of the Companies Act 2006.

The Directors have no present intention of exercising this authority but, as in previous years, consider it desirable that they should have the flexibility to issue new shares from time to time to enable the Company to act in the best interests of shareholders, when opportunities arise. However, they will contemplate using this authority to take advantage of targeted acquisitions that help deliver the Company's strategy.

Resolutions 10 and 13: additional authorities to allot shares and disapplication of statutory pre-emption rights in connection with a rights issue
These resolutions authorise the Directors to allot, in addition to the authority referred to in Resolution 9, up to a further nominal amount of £1,222,253 in connection with a pre-emptive offer to existing shareholders by way of a rights issue, without the need to comply with the strict requirements of the statutory pre-emption provisions. This is in accordance with guidance on directors' powers to allot shares published by the Investment Association.

The guidance states that Investment Association members would support resolutions authorising the allotment of an additional one-third of the issued ordinary share capital provided that the additional authority can only be used for fully pre-emptive rights issues. In accordance with the Investment Association guidance, in the event that the general and additional authorities were used and:

- the number of ordinary shares in issue is thereby increased, in aggregate, by more than one-third; and

- in the case of any issue being in whole or part by way of a fully pre-emptive rights issue, where the monetary proceeds exceed one-third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company,

all members of the Board who wish to remain in office will stand for re-election at the next Annual General Meeting of the Company following the decision to make the issue in question.

While the Directors have no present intention to make use of these authorities (which will expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019), as in previous years, they intend to take advantage of the flexibility conferred by these authorities and will contemplate using them for targeted acquisitions that help deliver the Company's strategy.

Resolution 11: disapplication of statutory pre-emption rights
The Act requires that, subject to certain exceptions, before directors of a company can issue any new shares (including the sale of treasury shares) for cash, the new shares must first be offered to existing members of the Company in proportion to the number of shares which they hold at the time of the offer.

The Company's Articles of Association give a general authority to the Directors so that this statutory pre-emption requirement does not apply to allotments of shares or the sale of treasury shares for cash up to a specific amount, which is subject to renewal by shareholders.

In addition to and without prejudice to the authority in Resolution 11, this Resolution would allow the Directors to allot shares or sell treasury shares for cash only pursuant to the authority conferred by Resolution 9 up to a nominal value of £183,338 (the Section 561 Amount) which is approximately five per cent. of the Company's issued share capital (calculated inclusive of treasury shares).

This means that the rights of existing shareholders are protected. If a share issue is not a rights issue, the proportionate interest of existing shareholders could not, without their agreement, be reduced by more than five per cent. by the issue of new shares or the sale of treasury shares for cash to new shareholders. Such authority would expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019. Again, the Directors have no present intention of exercising this authority but, as in previous years, consider it desirable that they should have the flexibility to act in the best interests of shareholders when opportunities arise. They will contemplate using the authorities to take advantage of targeted acquisitions that help deliver the Company's strategy.

Resolution 12: additional disapplication of statutory pre-emption rights
In addition to the authority conferred by Resolution 11, the authority conferred by Resolution 12 allows the Directors to allot shares or sell treasury shares for cash on a non pre-emptive basis up to a nominal value of £183,338, being approximately five per cent. of the Company's issued share capital (calculated inclusive of treasury shares). Together, Resolutions 11 and 12 will allow the Directors to allot shares or sell treasury shares for cash on a non pre-emptive basis up to a nominal value of £366,676, being approximately ten per cent. of the Company's issued share capital (calculated inclusive of treasury shares). Such authority would expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2019. The additional authority conferred by Resolution 12 reflects the Pre-Emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). The Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular to the requirement for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this Resolution which exceeds 7.5 per cent. of the Company's issued share capital in any rolling three year period. The Directors confirm that they intend to use this power only in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles from time to time) which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Resolution 14: purchase of own shares by the Company
The Act requires that a company must be authorised by its shareholders for it to purchase its own shares. The Company's Articles of Association contain a provision allowing the Directors to purchase the Company's own shares, subject to the prior authority of the shareholders having been obtained. This Resolution seeks authority for the Company to make market purchases of its own shares within the limits set out.

The Directors are of the opinion that it would be advantageous for the Company to be in a position to purchase its own shares through the London Stock Exchange should market conditions and price justify that action. The proposed authority would enable the Company to purchase up to a maximum of 7,333,519 ordinary shares of five pence each in the capital of the Company with a stated upper limit on the price payable, which reflects the requirements of the Listing Rules (which represents approximately 10 per cent. of the Company's share capital). Purchases would only be made after the most careful consideration, where the Directors believed that an increase in earnings or net assets per share would result and where purchases were, in the opinion of the Directors, in the best interests of the Company and its shareholders. The Directors consider that it is prudent to obtain the proposed authority, although they do not currently intend to exercise it.

The Act permits companies to hold any shares acquired by way of market purchases in treasury rather than having to cancel them. The Company would consider holding any of its own shares purchased under the authority granted by Resolution 14 as treasury shares. This would give the Company the ability to re-issue treasury shares, as and when required, quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends would be paid on shares while held in treasury and no voting rights would attach to those shares.

Resolution 15: notice period for general meetings
Due to changes in the law made by the implementation of the Companies (Shareholders' Rights) Regulations 2009, listed companies must call general meetings (other than an annual general meeting) on at least 21 clear days' notice unless the company:

(a) has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at its most recent annual general meeting; and

(b) offers the facility for shareholders to vote by electronic means accessible to all shareholders.

To enable the Company to continue to utilise the shorter notice period of 14 clear days for calling such general meetings, shareholders are being asked to approve this Resolution. The shorter notice period 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. If granted, this authority will be effective until the Company's next Annual General Meeting. This is the same authority which was sought and granted at previous Annual General Meetings.

Resolution 16: 2018 Renewed Long-Term Incentive Plan
The 2008 Renewed Long-Term Incentive Plan (the "2013 LTIP") was adopted by shareholders at the Company's Annual General Meeting on 26 July 2013. The 2013 LTIP has a life of five years and, therefore, no further awards can be granted under the 2013 LTIP after 26 July 2018.

The Directors are of the opinion that it would be in the best interest of the Company to renew the 2013 LTIP on substantially the same terms for a further five years (the "2018 LTIP"). The Directors believe that this is preferable to adopting a new long-term incentive plan because the 2013 LTIP has operated successfully for the last five years and not material changes are needed to its rules.

A brief summary of the main provisions of the 2018 LTIP is set out in Appendix 2 to this Notice.

Appendix 1

Short biography of Director proposed for re-election

Non-Executive Director
Bruce Thompson
Bruce brings a wide range of strategic and leadership expertise to the Board with proven experience of growing international industrial businesses. During his executive career, Bruce was Chief Executive Officer of Diploma PLC. Prior to joining Diploma, Bruce was a director with the technology and management consulting firm Arthur D. Little Inc,both in the UK and the USA.

Executive Director
Nick Jefferies
Nick joined discoverIE as Group Chief Executive in 2009. Formerly General Manager for electronics globally at Electrocomponents plc, he started his career as an electronics design engineer for Racal Defence (now part of Thales plc), before joining Toshiba and then Hitachi's European electronic component businesses.

Appendix 2

Summary of the main features of the discoverIE Group plc 2018 Renewed Long-Term Incentive Plan (the "2018 LTIP")

The main features of the 2018 LTIP, which will operate over ordinary shares in the Company ("Shares"), are set out below:

a. Operation
The Remuneration Committee (the "Committee") supervises the operation of the 2018 LTIP in respect of the Executive Directors and Senior Managers of the Company.

b. Eligible employees
Any employee of an discoverIE Group company may be selected by the Committee to participate in the 2018 LTIP. (Non-executive Directors are not eligible to participate in the 2018 LTIP).

c. Grant of awards
No awards will be granted when the Company is restricted under the Market Abuse Regulation from granting awards. An award will either be granted in the form of a conditional right to acquire Shares or in the form of a nil- cost option. Awards are personal to a participant and are not transferable.

d. Individual limits
The maximum level of award (being the aggregate market value of Shares subject to the award at the date of grant) which can be granted to a participant in any financial year is limited to 150% of a participant's base salary.

e. Company anti-dilution limit
No award may be granted under the 2018 LTIP if, as a result, the aggregate number of Shares issued and issuable under awards or options granted under the 2018 LTIP and awards or options granted under any other employees' share plan adopted by the Company in general meeting would in any period of ten years exceed 10% of the issued ordinary share capital of the Company. If the Company uses treasury shares to satisfy its obligations under its employee share plan arrangements, they will be included for the purposes of this limit.

f. Conditions attaching to awards and release of Shares on vesting
Normally, awards will vest no earlier than three years from the date of grant. An award will only vest if the performance conditions which apply to the award have been met and any other conditions, determined at the date of grant of the relevant award, have also been met. The performance conditions, which will apply to awards granted initially under the 2018 LTIP, are described below.

g. Performance conditions for the 2018 LTIP
The Committee will continue to impose three performance conditions, which must be satisfied for an award to vest under the 2018 LTIP:

- 1/3rd of the award will vest based on the Company's comparative TSR performance against a Comparator Group made up of the constituents of the FTSE SmallCap Index;
- 1/3rd of the award will vest based on the Company's absolute TSR return as measured against the Consumer Price Index;
- 1/3rd of the award will vest on the Company's EPS Growth.

h. Allotment of Shares
Shares issued on release or exercise of awards will not rank for dividends payable by reference to a record date falling before the date on which the Shares are acquired, but will otherwise rank paripassu with existing Shares. An application will be made for the admission of new Shares to be issued to the Official List of, and to trading on, the London Stock Exchange Group plc's markets for listed securities.

i. Cessation of employment with the Group

If a participant leaves employment with the Group before three years have elapsed from the grant of an award because of injury, disability, ill health, retirement, redundancy, death, or because the business in which he or she is employed is transferred out of the Group, a participant's award will be released to the participant at the end of the holding period, or if a participant has died, the date of his or her death. If a participant leaves for any other reason, his or her award lapses unless the Committee decides otherwise.

The Committee will reduce the number of Shares which may be released under the award to reflect the proportion of the three year vesting period completed on the date of cessation. The number of Shares to be released will be determined by reference to the extent to which the performance conditions have been met over the performance period.

Special provisions apply in the event of a takeover or restructuring of the Company or other similar event. Awards will be released if and to the extent to which the performance targets have been met. The Committee has discretion to take into account the proportion of the three year vesting period completed on the date of the relevant event.

j. Adjustment of awards

On a variation of the capital of the Company, the number of Shares subject to an award will be adjusted in such manner as the Committee determines and the Company's advisors confirm to be fair and reasonable.

k. Duration of the 2018 LTIP

The Committee may not grant awards under the 2018 LTIP more than five years after its adoption.

l. Amendments

The Committee may amend the rules of the 2018 LTIP at any time in a manner consistent with the plan, as it thinks fit. However, the rules relating to eligibility, limits of individual participation, limits on the number of Shares available under the 2018 LTIP, the basis for determining an eligible employee's participation and any adjustment to an award on a variation of the Company's share capital may not be amended to the advantage of participants without the prior approval of the Company in general meeting. This does not apply to any amendment which:

- is necessary to take account of a change in legislation or to obtain or maintain favourable taxation, exchange control or regulatory treatment for participants or any Group Company; or

- is a minor amendment to benefit the administration of the 2018 LTIP.

m. General

Shares acquired, awards and any other rights granted pursuant to the 2018 LTIP are not pensionable.

Note:

This is a summary of the main features of the 2018 LTIP, but is not a part of it and does not affect the interpretation of its rules. Copies of the rules of the 2018 LTIP will be available for inspection, as noted previously.

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