

**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 professional adviser.

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



**Blue Prism Group plc**

(incorporated and registered in England and Wales with registered number 09759493)

**NOTICE OF ANNUAL GENERAL MEETING**

Notice of the annual general meeting (the "**AGM**") of Blue Prism Group plc to be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP on 21 March 2017 at 2 p.m. is set out at the end of this document.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 2 p.m. on 17 March 2017.

## PART I

### Blue Prism Group plc

(incorporated and registered in England and Wales with registered number 09759493)

#### Registered office:

Centrix House  
Crow Lane East  
Newton Le Willows  
St Helens WA12 9UY

24 February 2017

Dear Shareholder

#### Notice of Annual General Meeting 2017

I am pleased to be writing to you with details of the 2017 annual general meeting (the "**AGM**") of Blue Prism Group plc (the "**Company**") which will be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP on 21 March 2017 at 2 p.m.. The formal notice of the AGM is set out on pages 6 to 10 (inclusive) of this document.

If you would like to vote on the resolutions, but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible. You can choose to appoint a proxy online by visiting [www.capitashareportal.com](http://www.capitashareportal.com) and logging into your account (you will need your Investor Code if you have not registered already, which can be found on your share certificate). Alternatively, if you hold your shares in CREST, you may appoint a proxy electronically through the CREST system. The registrars must receive your proxy appointment no later than 2 p.m. on 17 March 2017.

#### Business of the meeting

As you will see from the notice, there are a number of items of business to be considered at the meeting. Explanatory notes on all the business to be considered at the AGM are set out below.

Resolutions 1 to 6 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 7 and 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

***Approval of the Report and Accounts (Resolution 1)***

This resolution deals with the receipt and adoption of the accounts of the Company and the reports of the Directors and Auditors of the Company for the year ended 31 October 2016.

***Re-appointment of the auditors and authorisation of their remuneration (Resolutions 2 and 3)***

These resolutions deal with the re-appointment of BDO LLP as auditors of the Company until the conclusion of the Company's next annual general meeting and authorise the Company's directors to settle their remuneration.

***Re-appointment of directors (Resolutions 4 and 5)***

In accordance with the Company's articles of association, each of Alastair Bathgate and Gary Johnson, being directors of the Company, are retiring as directors of the Company and, being eligible, are offering themselves for re-appointment to the board of directors of the Company. Resolutions 4 and 5 (inclusive) deal with their proposed re-appointments.

***Authority of directors to allot shares (Resolution 6)***

Paragraph 6.1.1 of resolution 6 will give the Company's directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £207,369. This represents approximately one-third of the share capital of the Company in issue at the date of this AGM notice.

In line with guidance issued by the Investment Association, paragraph 6.1.2 of Resolution 6 will give the Company's directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue up to an aggregate nominal value of a further £207,369. This amount represents approximately a further one-third of the share capital of the Company in issue at the date of this AGM notice.

In accordance with the Investment Association guidance, in the event that the general and additional authorities are used and:

- (a) the number of ordinary shares in issue is thereby increased, in aggregate, by more than one-third; and
- (b) 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 of the Company's directors who wish to remain in office will stand for re-election at the Company's next annual general meeting following the decision to make the issue in question.

This authority will expire on 21 June 2018 or, if earlier, at the conclusion of the Company's next annual general meeting.

### ***Disapplication of pre-emption rights on share allotment (Resolution 7)***

Under section 561 of the Companies Act 2006, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. There may be occasions, however, when the Company's directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a fully pre-emptive offer to the Company's existing shareholders. This special resolution empowers the directors to: (i) allot ordinary shares in connection with a rights issue, scrip dividend or other similar issue and (ii) otherwise allot ordinary shares, or sell treasury shares for cash, up to an aggregate nominal value of £62,210 (representing approximately 10 per cent. of the share capital in issue as at the date of this AGM notice) as if the pre-emption rights set out in section 561 did not apply.

This authority will expire on 21 June 2018 or, if earlier, at the conclusion of the Company's next annual general meeting.

### ***Authority for market purchases of own shares (Resolution 8)***

Resolution 8 grants the Company's directors authority to make limited market purchases of the Company's ordinary shares. The authority is limited to a maximum aggregate number of 6,221,096 ordinary shares (representing approximately 10 per cent. of the share capital in issue as at the date of this AGM notice) and resolution 8 sets out the minimum and maximum prices that can be paid, exclusive of expenses.

The authority conferred by this resolution will expire on 21 June 2018 or, if earlier, at the conclusion of the Company's next annual general meeting. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

The Company's directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review. The directors would only purchase ordinary shares if, in their opinion, the expected effect would be to result in an increase in earnings per ordinary share and would benefit shareholders generally.

### **Action to be taken**

If you would like to vote on the above resolutions to be proposed but cannot come to the AGM, please complete the proxy form enclosed with this document and return it to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible. Alternative methods by which shareholders may appoint proxies are set out in the notes to the AGM notice at the end of this document. All proxy instructions, whether in hard copy or by electronic means, must be received by Capita Asset Services at the address above no later than 2 p.m. on 17 March 2017.

### **Recommendation**

The board of directors of the Company considers that each of the above-mentioned resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. Accordingly, the board of directors unanimously recommends shareholders to vote in favour of each of the resolutions to be put to the meeting, as they intend to do in respect of their own beneficial shareholdings in the Company.

**Inspection of documents**

The following documents will be available for inspection at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP from the date of this document until the conclusion of the AGM:

- copies of the executive directors' service contracts;
- copies of the letters of appointment of the non-executive directors; and
- a copy of the Company's articles of association.

Yours sincerely

**Jason Kingdon**

*Chairman*

## PART II

### Blue Prism Group plc

#### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 annual general meeting of Blue Prism Group plc (the "**Company**") will be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP on 21 March 2017 at 2 p.m. to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 6 (inclusive) will each be proposed as ordinary resolutions. Resolutions 7 and 8 will each be proposed as special resolutions.

#### ORDINARY RESOLUTIONS

1. To receive and adopt the annual accounts of the Company, and the reports of the directors and auditors of the Company, for the financial year ended 31 October 2016.
2. To re-appoint BDO LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid.
3. To authorise the directors to settle the remuneration of the auditors.
4. To re-appoint Alastair Bathgate as a director of the Company.
5. To re-appoint Gary Johnson as a director of the Company.
6. THAT:
  - 6.1 the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**"):
    - 6.1.1 up to an aggregate nominal amount of £207,369; and
    - 6.1.2 comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of £207,369 in connection with an offer by way of a rights issue to:
      - 6.1.2.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
      - 6.1.2.2 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,

but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

- 6.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 21 June 2018 and the conclusion of the next annual general meeting of the Company and in each case 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 the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
- 6.3 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

## **SPECIAL RESOLUTIONS**

7. THAT:

7.1 subject to the passing of resolution 6, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 6 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:

7.1.1 the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 6.1.2 of resolution 6, by way of a rights issue only) to or in favour of:

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

7.1.1.2 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,

but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

7.1.1.3 the allotment of equity securities (otherwise than under paragraph 7.1.1 of this resolution 7) up to an aggregate nominal amount of £62,210; and

7.2 this power shall expire when the authority given by resolution 6 is revoked or expires but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired.

8. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") upon such terms and in such manner as the directors of the Company shall determine, provided that:

8.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 6,221,096;

- 8.2 the minimum price which may be paid for such Ordinary Shares is £0.01 per share (exclusive of expenses);
- 8.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to the higher of 105 per cent. of the average of the closing middle market price for an Ordinary Share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made;
- 8.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 21 June 2018 and the conclusion of the next annual general meeting of the Company; and
- 8.5 the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

24 February 2017

**By order of the Board**

**John Warrick**

*Company Secretary*

Registered office: Centrix House, Crow Lane East, Newton Le Willows, St Helens WA12 9UY

Registered in England and Wales with number 09759493



**Notes to the 2017 annual general meeting notice of Blue Prism Group plc:**

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Shareholders may also choose to appoint a proxy online by visiting [www.capitashareportal.com](http://www.capitashareportal.com) and logging into their account (this will require an Investor Code if not already registered, which can be found on the share certificate).
2. To be valid any proxy form or other instrument appointing a proxy must be completed, signed and received by post or (during normal business hours only) by hand at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 2 p.m. on 17 March 2017. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 7 below) will not prevent a shareholder attending the annual general meeting and voting in person if a shareholder wishes to do so.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
5. To be entitled to attend and vote at the annual general meeting (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 close of business on 17 March 2017 (or, in the event of any adjournment, at close of business (excluding non-working days) two days prior to before the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given

to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 2 p.m. on 17 March 2017. 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.

8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 2 p.m. on 17 March 2017.
11. Shareholders who have general queries about the meeting should contact Capita Asset Services on 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales.
12. Shareholders may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.