

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice as soon as possible from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document (but not any personalised Form of Proxy) at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, this document should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of the jurisdiction. If you receive this document from another Shareholder, as a purchaser or transferee, please contact the Registrars for a personalised Form of Proxy.

This document has been prepared for the purposes of complying with English law and the Listing Rules. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Ten Entertainment Group plc

(incorporated in England and Wales with registered number 10672501)

Proposed Capital Reduction

– and –

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 2 of this document and which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting. The Capital Reduction will not take place unless the Resolutions are passed at the General Meeting and it is confirmed by the High Court.

Notice of the General Meeting of Ten Entertainment Group plc, to be held at 10.30 a.m. on 7 June 2017 at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL, is set out at the end of this document. The Form of Proxy to be used in connection with the Resolutions is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete the Form of Proxy enclosed with this document in accordance with the instructions printed on the Form of Proxy and sign and return it as soon as possible by post to the Company's Registrars, Computershare Investor Services PLC ("**Computershare**"), The Pavilions, Bridgewater Road, Bristol BS99 6ZY by no later than **10.30 a.m. on 5 June 2017**. The notes on the Form of Proxy explain how to direct your proxy to (a) vote on each resolution or (b) withhold from voting. Alternatively, you may also complete your Form of Proxy online at www.investorcentre.co.uk/eproxy by entering your voting reference numbers following the online instructions by no later than **10.30 a.m. on 5 June 2017**.

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 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**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. 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 Company's Registrars, Computershare (CREST ID 3RA50), by no later than **10.30 a.m. on 5 June 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 Application 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. 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 message. 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. 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.

Completion and return of the Form of Proxy, submitting your proxy vote electronically or transmitting a CREST Proxy Instruction will not preclude you from attending and voting in person at the General Meeting should you so wish.

Forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates” “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts, appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Company’s results of operations, financial condition, liquidity, prospects, growth strategies and the Company’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those express or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law, the Company undertakes no obligation to publicly release the results of any revisions of forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Further information

If you have any questions relating to this document, the General Meeting or the completion and return of the Form of Proxy, please call Computershare between 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). Calls cost 12p per minute plus network extras. Additional charges may apply to calls made from outside the UK or from mobile phones. Calls may be recorded and monitored for security and training purposes. This helpline cannot provide advice on the merits of the Capital Reduction nor give any financial, legal or tax advice. The helpline numbers are:

0370 889 4092 (from within the UK); or

+44 370 889 4092 (from outside the UK).

A copy of this document is available at the Company’s website www.tegplc.co.uk. Neither the content of the Company’s website nor any website accessible by hyperlinks from the Company’s website is incorporated in, or forms part of, this document.

Certain terms used in this document, including certain capitalised terms, are defined in Part 3 of this document.

Dated 22 May 2017

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PART 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting of the document to Shareholders	22 May 2017
Latest date and time for receipt of Form of Proxy	10.30 a.m. on 5 June 2017
General Meeting	10.30 a.m. on 7 June 2017
Court directions hearing	15 June 2017*
Capital Reduction Record Time	6.00 p.m. on 27 June 2017*
Court hearing to confirm the Capital Reduction	28 June 2017*
Registration of Court Order and effective date of the Capital Reduction	29 June 2017*

* This date is subject to change. Any change will be notified via a Regulatory Information Service.

All references to time in this document are to London (UK) time.

PART 2

LETTER FROM THE CHAIRMAN

TEN ENTERTAINMENT GROUP PLC

(incorporated and registered in England and Wales with registered number 10672501)

Directors:

Nick Basing *(Non-Executive Chairman)*
Alan Hand *(Chief Executive Officer)*
Mark Willis *(Chief Financial Officer)*
Graham Blackwell *(Chief Commercial Officer)*
David Wild *(Senior Independent Non-Executive Director)*
Rob McWilliam *(Independent Non-Executive Director)*
Christopher Mills *(Non-Executive Director)*
Julie Sneddon *(Independent Non-Executive Director)*

Registered Office:

Aragon House
University Way
Cranfield Technology Park
Cranfield
Bedford
MK43 0EQ

22 May 2017

Dear Shareholder

PROPOSED CAPITAL REDUCTION

1. Introduction

The Company has today announced its intention to seek the approval of its Shareholders and of the High Court to the Capital Reduction Bonus Issue and the Capital Reduction (together the “**Proposals**”). The purpose of this document is to provide you with information about the Proposals, explain why the Board considers that the Proposals would promote the success of the Company for the benefit of the Shareholders as a whole and why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at Part 4 of this document.

The Board is recommending the Proposals in order to improve the Company’s distributable reserves by approximately £38.2m, as is further explained in paragraph 2 below. This process will convert currently non-distributable reserve balances into distributable reserves, and will support future dividend payments to be paid to Shareholders when the Board considers it appropriate to do so.

The completion of the Capital Reduction will not affect the rights attaching to the Ordinary Shares, and will not result in any change to the number of Ordinary Shares in issue.

The Directors consider that the Capital Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do so in respect of their own shareholdings.

Accordingly, your approval is being sought to carry out a reduction of the Company’s capital by way of the capitalisation of the entire amount standing to the credit of the Merger Reserve by way of the issue and subsequent cancellation of the Capital Reduction Shares.

Shareholders should note that unless the Resolutions are approved at the General Meeting and the High Court confirms the Capital Reduction, the Capital Reduction will not take place.

2. Background and reasons for the Capital Reduction

As stated in the Prospectus, the Board intends to distribute approximately 60 per cent. of its adjusted profits after tax each year to Shareholders through dividends. The Directors consider that the Capital Reduction will enable the Company to pay an interim dividend to Shareholders for the year ended 31 December 2017. Therefore, the Board is proposing the Capital Reduction Bonus Issue and Capital Reduction in order to

create such distributable reserves, which will also protect any potential future impairment in the Company's investment in its subsidiaries.

As a result of the Capital Reduction, the future profits of the Company earned after the date on which the Capital Reduction takes effect would then be available for the directors of the Company to use (should circumstances in the future make it desirable to do so) for the purposes of buying back Ordinary Shares as well as paying dividends.

Following the implementation of the Capital Reduction, there will be no change in the number of Ordinary Shares in issue.

3. The Capital Reduction Bonus Issue

It is proposed to capitalise the sum of £38,265,649.03 standing to the credit of the Merger Reserve by applying that sum in paying up in full new Capital Reduction Shares prior to the Court Hearing (such capitalisation to take effect at the Capital Reduction Record Time) and allotting and issuing such Capital Reduction Shares credited as fully paid, by way of a bonus issue, to the persons at that point holding Ordinary Shares on the basis of one Capital Reduction Share for every one Ordinary Share held at the Capital Reduction Record Time.

The Capital Reduction Shares will not be admitted to trading on the Main Market or the London Stock Exchange or any other regulated market. No share certificates or shares in CREST will be issued in respect of the Capital Reduction Shares.

The Capital Reduction Shares will have extremely limited share rights. In particular, they will not carry any rights to vote, participate in the profits of the Company nor to participate in the Company's assets, save on a winding-up. Although the Capital Reduction Shares will be transferable, no market will exist in them and in accordance with the expected timetable of principal events in Part 1 of this document, it is anticipated that the High Court will confirm their cancellation at the Court Hearing on the day immediately after the day on which they have been allotted and issued.

The capitalisation of the Merger Reserve is needed as an additional step since the Court only has the power to reduce share capital and other statutory reserves, including share premium and capital redemption reserves. Hence, in order to utilise the Merger Reserve in the Capital Reduction, it is necessary to convert that reserve into share capital (the new Capital Reduction Shares) and thereafter to cancel the Capital Reduction Shares.

4. The Capital Reduction

The proposed Capital Reduction requires the approval of the Shareholders by special resolution at the General Meeting and subsequent confirmation by the High Court. If the Resolutions are passed at the General Meeting, it is proposed that an application will be made shortly thereafter to the High Court to confirm the Capital Reduction. It is expected that the final hearing of the application will take place on 28 June 2017.

On the hearing of the Company's application, the High Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposal. The Company and the Directors will take such steps to satisfy the High Court in this regard as they consider appropriate. Such steps may include seeking the consent of the Company's creditors to the Capital Reduction or the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company. If the High Court makes the appropriate order, the Capital Reduction will become effective when the order has been registered by the Registrar of Companies which is expected to take place on 29 June 2017.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including prospective and contingent liabilities) and considers as at the date of this document that the Company will be able to satisfy the High Court that, as at the date (if any) on which the Court Order relating to the Capital Reduction and the statement of capital in respect of the Capital Reduction have both been registered by the

Registrar of Companies at Companies House, the Company's creditors will not be prejudiced and/or will be sufficiently protected to the satisfaction of the High Court.

The Capital Reduction will not involve any distribution or repayment of capital and will not reduce the underlying net assets of the Company.

The Board reserves the right to abandon or discontinue (in whole or in part) the Capital Reduction Bonus Issue and the application to the High Court in the event that the Board considers that the terms on which the Capital Reduction would be (or would be likely to be) confirmed by the High Court would not be in the best interests of the Company and/or the Shareholders as a whole.

The Capital Reduction is dependent on the Resolutions being passed and upon being confirmed by the High Court. If the Resolutions are not passed or the Capital Reduction is not confirmed by the High Court, the Capital Reduction will not proceed. The Board is recommending the Capital Reduction in order to increase the amount of the Company's distributable reserves. The increase in distributable reserves will allow the Company the appropriate distributable reserves to, amongst other matters, support future dividends to be paid when the Board considers it appropriate to do so.

5. General Meeting

The Capital Reduction is conditional upon the approval of the holders of the Ordinary Shares by the passing of the Resolutions to be proposed at the General Meeting, as set out in Part 4 of this document. The notice convening the General Meeting to be held at 10.30 a.m. at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL on 7 June 2017 is set out in Part 4 of this document.

6. Action to be taken

A reply-paid Form of Proxy in relation to the General Meeting is enclosed. Those shareholders who do not wish to attend the General Meeting but who still wish to vote are asked to complete it either by: (1) signing it in accordance with the instructions printed thereon and returning it as soon as possible to the Company's Registrars (2) completing a Form of Proxy online at www.investorcentre.co.uk/eproxy in accordance with the online instructions or (3) (if applicable) by completing a proxy appointment through CREST in accordance with the details set out in this document and the CREST Manual.

In order to be valid for the General Meeting it must be received by the Company's Registrars no later than 10.30 a.m. on 5 June 2017. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

7. Recommendation

The Directors consider that the Capital Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do so in respect of their own shareholdings.

Yours faithfully

Chairman

PART 3

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise require:

“Board”	means the board of directors of the Company;
“Computershare” or “Registrars”	means Computershare Investor Services PLC of The Pavilions, Bridgewater Road, Bristol BS13 8AE being the registrars to the Company;
“Capital Reduction”	means, subject to completion of the Capital Reduction Bonus Issue, the proposed cancellation of all of the Capital Reduction Shares;
“Capital Reduction Bonus Issue”	means the bonus issue of one Capital Reduction Share for every one Ordinary Share held by each Shareholder on the register of members of the Company at the Capital Reduction Time in order to facilitate the Capital Reduction as described in this document;
“Capital Reduction Record Time”	means 6.00 p.m. on the date immediately preceding the date of the Court Hearing;
“Capital Reduction Shares”	the B ordinary shares in the capital of the Company to be created by the Capital Reduction Bonus Issue, whereby the nominal value of such B ordinary shares is equal to the sum that is obtained by dividing the number of B ordinary shares to be issued into £38,265,649.03, being the amount standing to the credit of the Merger Reserve;
“Company”	means Ten Entertainment Group plc, a company incorporated and registered in England and Wales under the Companies Act 2006 with registered number 10672501, which has its registered office at Aragon House, University Way, Cranfield Technology Park, Cranfield, Bedford MK43 0EQ;
“Court Hearing”	means the hearing by the High Court to confirm the Capital Reduction;
“Court Order”	means the order of the High Court confirming the Capital Reduction;
“CREST”	means the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“CREST Proxy Instruction”	has the meaning given to it on page 1 of this document;
“Directors”	means the directors of the Company as set out on page 5 of this document;
“Euroclear”	means Euroclear UK & Ireland Limited;
“Form of Proxy”	means the form of proxy for use by Shareholders in connection with the General Meeting and which is included with this document;
“FSMA”	means the Financial Services and Markets Act 2000 (as amended);

“General Meeting”	means the general meeting of the Company to be held at 10.30 a.m. on 7 June 2017 at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL or any adjournment thereof, notice of which is set out at the end of this document;
“Group”	means the Company, its subsidiaries and its subsidiary undertakings;
“High Court”	means the High Court of England and Wales;
“Listing Rules”	means the rules published by the Financial Conduct Authority and contained in the Listing Rules handbook;
“London Stock Exchange”	means London Stock Exchange plc;
“Main Market”	means the main market for the London Stock Exchange, being the Official List;
“Merger Reserve”	means the amount standing to the credit of the Company’s merger reserve, being £38,265,649.03;
“Notice of General Meeting”	means the notice convening the General Meeting and which is set out at the end of this document;
“Official List”	means the Financial Conduct Authority’s list of securities that have been admitted to listing;
“Ordinary Shares”	means the issued ordinary shares of £0.01 each in the capital of the Company;
“Prospectus”	means the prospectus circulated by the Company and dated 12 April 2017 which can be found at the Company’s website www.tegplc.co.uk ;
“Resolutions”	means the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at Part 4 of this document;
“Shareholders”	means the registered holders of Ordinary Shares of the Company; and
“UK”	means the United Kingdom of Great Britain and Northern Ireland.

PART 4

NOTICE OF GENERAL MEETING

Ten Entertainment Group plc

(incorporated and registered in England and Wales under registered number 10672501)

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a general meeting of Ten Entertainment Group plc (the “**Company**”) will be held at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL at 10.30 a.m. on Wednesday 7 June 2017 to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions of the Company.

SPECIAL RESOLUTIONS

1. THAT:

- (a) the amount of £38,265,649.03 standing to the credit of the merger reserve of the Company shall be capitalised and applied in paying up in full at par such number of new B ordinary shares (the “**Capital Reduction Shares**”) equal to the number of ordinary shares of 1 pence each in the capital of the Company (“**Ordinary Shares**”) in issue at the Capital Reduction Record Time (as defined in the circular to shareholders of the Company dated 22 May 2017), such Capital Reduction Shares having a nominal value equal to the sum that is obtained by dividing the number of Capital Reduction Shares to be issued as set out above into £38,265,649.03, as shall be required to effect such capitalisation, and the Directors be and they are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to allot and issue all the Capital Reduction Shares thereby created to such members of the Company including one of their number as they shall in their absolute discretion determine upon terms that they are paid up in full by such capitalisation, and such authority, unless revoked, varied or extended, shall expire on 31 December 2017; and
- (b) the Capital Reduction Shares created and issued pursuant to paragraph 1(a) above shall have the following rights and restrictions attached thereto:
 - (i) the holders of Capital Reduction Shares shall have no right to receive any dividend or other distribution whether of capital or income;
 - (ii) the holders of Capital Reduction Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
 - (iii) the holders of Capital Reduction Shares shall not be able to participate in a return of capital, but in the event of a liquidation shall be entitled to receive the nominal amount of each such share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holders of Capital Reduction Shares shall not be entitled to any further participation in the assets or profits of the Company;
 - (iv) a reduction by the Company of the capital paid up or credited as paid up on the Capital Reduction Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the Capital Reduction Shares and will not involve a variation of such rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holders of Capital Reduction Shares to reduce its capital (in accordance with the Act); and
 - (v) the Company shall have irrevocable authority at any time after the creation or issue of the Capital Reduction Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in

accordance with the provisions of the Act, to purchase or cancel such shares without making any payment or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided also that the Company may in accordance with the provision of the Act purchase all but not some only of the Capital Reduction Shares then in issue at a price not exceeding 1 penny for all the Capital Reduction Shares.

2. **THAT**, subject to the passing of resolution 1 and the confirmation of the High Court, the Capital Reduction Shares issued pursuant to paragraph 1(a) above shall be cancelled and the amount by which the share capital of the Company is so reduced be credited to the Company's distributable reserves.

BY ORDER OF THE BOARD

Mark Willis
Secretary

Registered Office:

Aragon House
University Way
Cranfield Technology Park
Cranfield
Bedford
MK43 0EQ

Dated: 22 May 2017

Notes:

1. A Shareholder entitled to attend, speak and vote at the General Meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the General Meeting. A proxy need not be a Shareholder of the Company. If multiple proxies are appointed they must not be appointed in respect of the same Ordinary Shares. To be effective, the enclosed Form of Proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrars at the address printed on the Form of Proxy by no later than 10.30 a.m. on 5 June 2017 or completed online at www.investorcentre.co.uk/eproxy by entering your voting reference numbers following the online instructions by no later than 10.30 a.m. on 5 June 2017. The appointment of a proxy will not prevent a Shareholder from attending the General Meeting and voting in person if he/she so wishes.
2. Any corporation which is a Shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same Ordinary Shares. To be able to attend and vote at the General Meeting, corporate representatives will be required to produce prior to their entry to the General Meeting evidence satisfactory to the Company of their appointment. Corporate Shareholders may also appoint one or more proxies in accordance with note 1.
3. The Company intends for the resolutions in the Notice of Meeting to be decided on a poll. The Company believes this is fair and democratic and means that a Shareholder present in person or by proxy shall have one vote for every Ordinary Share for which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing. Amended instructions must be received by the Company's Registrars by the deadline for receipt of proxies.
4. Shareholders who hold their Ordinary Shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com/CREST.
5. 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 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 ("**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. 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 Company's Registrars, Computershare Investor Services PLC (CREST ID 3RA50), by 10.30 a.m. on 5 June 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 Application 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 UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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.

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 appoint more than one proxy, Shareholders will need to complete a separate Form of Proxy in relation to each appointment (you may photocopy the Form of Proxy), stating clearly on each Form of Proxy the number of Ordinary Shares in relation to which the proxy is appointed. A failure to specify the number of Ordinary Shares to which each proxy appointment relates or specifying an aggregate number of Ordinary Shares in excess of those held by the Shareholder will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope if possible.
10. In the case of joint Shareholders, the vote of the person whose name appears before the names of the other joint holder(s) on the register of the Ordinary Share and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion to the votes of the other joint holder(s).
11. Only those Shareholders registered in the register of members of the Company as at close of business on 5 June 2017 shall be entitled to attend or vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after the specified time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting. If the General Meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original General Meeting, that time will also apply for the purpose of determining the entitlement of Shareholders to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned General Meeting. If however the General Meeting is adjourned for a longer period then, to be so entitled, Shareholders must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned General Meeting, or if the Company gives notice of the adjourned General Meeting, at the time specified in that notice.
12. You may not use any electronic address provided in this notice of General Meeting to communicate with the Company for any purposes other than those expressly stated.
13. Shareholders (and any proxies or representatives they appoint) agree, by attending the General Meeting, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company's securities) made at the General Meeting.
14. A copy of the notice of this General Meeting is available on the Company's website www.tegplc.co.uk.
15. As at 19 May 2017 (the latest practicable date prior to the date of this document), the Company's issued share capital amounted to 65,000,000 Ordinary Shares (with no shares held in treasury) carrying one vote each. Therefore, the total voting rights of the Company as at the date of this notice of General Meeting is 65,000,000.
16. Any Shareholder (or his/her proxy) attending the General Meeting has the right to ask questions. The Company must answer any question a Shareholder (or his/her proxy) asks relating to the business being dealt with at the General Meeting unless:
 - answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
17. If you have sold or transferred all of your Ordinary Shares, this document should be passed to the person through whom the sale or transfer was made for the transmission to the purchaser or transferee. If you receive this document from another Shareholder, as a purchaser or transferee, please contact the Registrars for a personalised form of proxy.