

**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 CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF on 19 March 2019 at 2.00 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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 2.00 p.m. on 15 March 2019.

## **PART 1**

### **Blue Prism Group plc**

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

#### **Registered office:**

2 Cinnamon Park  
Crab Lane  
Warrington  
WA2 0XP

15 February 2019

### **DEAR SHAREHOLDER**

#### **Notice of Annual General Meeting 2019**

I am pleased to be writing to you with details of the 2019 annual general meeting (the “**AGM**”) of Blue Prism Group plc (the “**Company**”) which will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF on 19 March 2019 at 2.00 p.m. The formal notice of the AGM is set out on pages 6 to 9 (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, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible. 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 2.00 p.m. on 15 March 2019.

#### **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 7 (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 8 to 10 (inclusive) 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 Company’s directors and Company’s auditors for the year ended 31 October 2018.

### **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.

### **Report on directors' remuneration (Resolution 4)**

This resolution provides shareholders with the opportunity to cast an advisory vote on the application of the Company's remuneration Policy by the Remuneration Committee in the 2018 financial year. The report is set out on pages 43 to 47 of the annual report and accounts.

### **Re-appointment of the Company's directors (Resolutions 5 and 6)**

In accordance with the Company's articles of association, each of Kenneth Lever and Charmaine Carmichael (formerly known as Charmaine Eggberry), 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 5 and 6 deal with their proposed re-appointments.

Biographical details about the directors, and how the skills and experience of each relates to the Company's strategic priorities and governance, are provided on pages 34 to 35 of the annual report and accounts. Kenneth Lever chairs the audit committee and Charmaine Carmichael chairs the remuneration committee of the board.

### **Authority of the Company directors to allot shares (Resolution 7)**

Paragraph 7.1.1 of resolution 7 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 £254,121 (being 25,412,075 ordinary shares of one penny each ("**Ordinary Shares**")). This represents approximately one-third of the share capital of the Company in issue at the date of this document.

In line with guidance issued by the Investment Association, paragraph 7.1.2 of Resolution 7 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 £254,121. This amount represents approximately a further one-third of the share capital of the Company in issue at the date of this document. The board considers it appropriate to seek this additional allotment authority at the AGM in order to take advantage of the flexibility it offers.

This authority will expire on 20 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting.

### **Disapplication of pre-emption rights on share allotment (Resolution 8 and 9)**

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.

Under Resolution 8, it is proposed that the Company's directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) without offering them first to existing shareholders in accordance with statutory pre-emption rights:

- (i) up to an aggregate nominal amount of £38,119 (up to 3,811,812 Ordinary Shares). This amount represents approximately 5% of the Company's issued share capital as at the date of this document (with the Company holding no shares in treasury as at the date of this document). This part of the authority is designed to provide the board with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise; or
- (ii) in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares pro rata to their existing holdings. This part of the authority is designed to give the Company's directors flexibility to exclude certain shareholders from such an offer where the Company's directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise.

Under Resolution 9, it is proposed that the Company's directors be authorised to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital (as at the date of this document). The Company's directors consider that proposing this resolution is appropriate for the Company's circumstances and, in accordance with the Pre-Emption Group's Principles, the Company's directors confirm that the authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If passed, the authorities in Resolution 8 and Resolution 9 will expire at the same time as the authority to allot shares given pursuant to Resolution 7.

The Company's directors confirm that it is their intention to follow the best practice set out in the Pre-emption Group's Principles which provides that these authorities should not be relied on to allot more than 7.5% of a company's issued share capital on a non-pre-emptive basis in any rolling three-year period without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

#### **Authority for market purchases of own shares (Resolution 10)**

Resolution 10 grants the Company's directors authority to make limited market purchases of Ordinary Shares. The authority is limited to a maximum aggregate number of 7,623,623 Ordinary Shares (representing approximately 10 per cent. of the share capital in issue as at the date of this document) and resolution 10 sets out the minimum and maximum prices that can be paid, exclusive of expenses.

The authority conferred by this resolution will expire on 20 June 2020 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 Ordinary Shares but will keep the matter under review. The Company's 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 Link Asset Services, 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 Link Asset Services at the address above no later than 2.00 p.m. on 15 March 2019.

**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 CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF 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;
- a copy of the Company's articles of association;

Yours sincerely

Jason Kingdon  
Chairman

**PART II**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**BLUE PRISM GROUP PLC**

Notice is hereby given that the 2019 annual general meeting of Blue Prism Group plc (the “**Company**”) will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF on 19 March 2019 at 2.00 p.m. to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 7 (inclusive) will each be proposed as ordinary resolutions. Resolutions 8 to 10 (inclusive) 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 2018.
2. To 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 Company’s directors to settle the remuneration of the auditors.
4. To approve the directors’ remuneration report for the year ended 31 October 2018.
5. To re-appoint Kenneth Lever as a director of the Company.
6. To re-appoint Charmaine Carmichael as a director of the Company.
7. THAT:
  - 7.1. 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**”):
    - 7.1.1. up to an aggregate nominal amount of £254,121; and
    - 7.1.2. up to a further aggregate nominal amount of £254,121 in connection with an offer of equity securities (as defined in section 560(1) of the Companies Act 2006) by way of a rights issue to:
      - a) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
      - b) holders of other equity securities, if this is required by the rights of those securities or, if the Company’s directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions and other arrangements as the Company’s 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

7.2. such authority shall expire (unless previously revoked by the Company) on the earlier of 20 June 2020 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 Company's directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

7.3. all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

## **SPECIAL RESOLUTIONS**

### **8. THAT:**

8.1. subject to the passing of resolution 7, 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 7 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:

8.1.1. 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 7.1.2 of resolution 7, by way of a rights issue only) to or in favour of:

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

b) holders of other equity securities, if this is required by the rights of those securities or, if the Company's directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions and other arrangements as the Company's 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

8.1.2. the allotment of equity securities (otherwise than under paragraph 8.1.1 of this resolution 8) up to an aggregate nominal amount of £38,119; and

8.2. this power shall expire when the authority given by resolution 7 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 Company's directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired.

### **9. THAT**

9.1. That, in addition to any authority granted under resolution 8, the Company's directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on

them by resolution 7 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to any such allotment and/or sale of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £38,119 and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Company's directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Company's directors by resolution 7 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Company's directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

10. 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:

10.1.1. the maximum aggregate number of Ordinary Shares authorised to be purchased is 7,623,623;

10.1.2. the minimum price which may be paid for such Ordinary Shares is £0.01 per share (exclusive of expenses);

10.1.3. 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;

10.1.4. unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 20 June 2020 and the conclusion of the next annual general meeting of the Company; and

10.1.5. 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.

15 February 2019  
By order of the Board

John Warrick  
Company Secretary

Registered office: 2 Cinnamon Park, Crab Lane, Warrington, WA2 0XP

Registered in England and Wales with number 09759493

NOTES TO THE 2019 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 Link 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 9.00 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.signalshares.com](http://www.signalshares.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 Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 2.00 p.m. on 15 March 2019. 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 15 March 2019 (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 2.00 p.m. on 15 March 2019. 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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 2.00 p.m. on 15 March 2019.
11. Shareholders who have general queries about the meeting should contact Link 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 9.00 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.