

**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 should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from an appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your shares in Blue Prism Group plc (the “**Company**”), please forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker or other agent who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

An application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. The Placing Shares to be issued pursuant to the Placing will, following their issue, rank *pari passu* with the Existing Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the Ordinary Shares of the Company.

**This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company beginning on page 8 of this document, which recommends that you vote in favour of the Resolution to be proposed at the General Meeting.**

---

# Blue Prism Group plc

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered no. 09759493)*

**Proposed Placing of 9,090,910 Placing Shares at 1,100 pence per Placing Share**

and

**Notice of General Meeting**

---

**Whether or not you propose to attend the General Meeting, please complete and submit the accompanying Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned so as to reach the Company’s Registrars, Link Market Services, by no later than 2.00 p.m. on 9 February 2019 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so. Alternatively, if you would prefer to register your proxy appointment and instructions electronically, full details are shown in the instructions printed on the Form of Proxy.**

**Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Market Services (ID RA10) by no later than 2.00 p.m. on 9 February 2019 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.**

This document is being provided to you solely for the purposes of considering the Resolution to be voted on at the General Meeting to be held at 2.00 p.m. on 11 February 2019. This document does not constitute an offer, or the solicitation of an offer, to buy or to subscribe for any securities, nor shall there be any sale or subscription of, the Ordinary Shares or any other securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. 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 such restrictions. Any failure to comply with these restrictions may constitute a violation of the

securities laws of any such jurisdiction. Shareholders who are residents or citizens of any country other than the United Kingdom and any persons (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Investec Bank plc ("**Investec**"), which is authorised in the United Kingdom by the Prudential Regulatory Authority (the "**PRA**") and is regulated in the United Kingdom by the PRA and the Financial Conduct Authority, is acting as financial adviser, nominated adviser, sole broker and sole bookrunner to the Company in respect of the Placing. Investec is acting for the Company and for no-one else in connection with the Placing, and will not be treating any other person as its client, in relation thereto and will not be responsible to any other person for providing the regulatory protections afforded to its customers nor for providing advice in connection with the Placing or any other matters referred to herein and apart from the responsibilities and liabilities (if any) imposed on Investec, as the case may be, by FSMA, any liability therefor is expressly disclaimed. Any other person in receipt of this document should seek their own independent legal, investment and tax advice as they see fit.

### **Forward-looking statements**

Certain information contained in this document constitutes or may constitute forward-looking information. This information relates to future events or occurrences or the Company's future performance. All information other than information of historical fact is forward-looking information. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "predict" and "potential" and similar expressions are intended to identify forward-looking information. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. No assurance can be given that this information will prove to be correct and such forward-looking information included in this document should not be relied upon. Forward-looking information speaks only as of the date of this document.

The forward-looking information included in this document is expressly qualified by this cautionary statement and is made as of the date of this document. The Company does not undertake any obligation to publicly update or revise any forward-looking information except as required by applicable securities laws.

The contents of this document should not be construed as legal, business, financial or tax advice.

The contents of the Company's website do not form part of this document.

Copies of this document will be available free of charge to the public during normal hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of the Company at 2 Cinnamon Park, Crab Lane, Warrington, WA2 0XP. A copy of this document will also be available at the Company's website [www.blueprism.com](http://www.blueprism.com).

## CONTENTS

	<i>Page</i>
<b>Expected Timetable of Principal Events</b>	4
<b>Statistics Relating to the Placing</b>	5
<b>Part I – Definitions</b>	6
<b>Part II – Letter from the Chairman</b>	8
<b>Part III – Notice of General Meeting</b>	13

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2019

Announcement of the Company's results for the financial year ended 31 October 2018	24 January
Announcement of the Placing	24 January
Publication of this document and the Form of Proxy	24 January
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	2.00 p.m. on 9 February
General Meeting	2.00 p.m. on 11 February
Announcement of the results of the General Meeting	11 February
Admission to trading on AIM of the Placing Shares and commencement of dealings on the London Stock Exchange	8.00 a.m. on 12 February

### Notes:

- (1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company, in which event details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Shareholders by means of an announcement through a Regulatory Information Service.
- (2) All references to times and dates in this document are to times and dates in London, United Kingdom.

## STATISTICS RELATING TO THE PLACING

Number of Existing Ordinary Shares as at the date of this document	67,177,742
--	------------

### Placing Statistics

Placing Price per Placing Share	1,100 pence
---------------------------------	-------------

Number of Placing Shares to be issued by the Company pursuant to the Placing	9,090,910
--	-----------

Gross proceeds of the Placing	£100.0 million
-------------------------------	----------------

Estimated net proceeds of the Placing	£97.0 million
---------------------------------------	---------------

### Overall Statistics

Enlarged Share Capital following the Placing <sup>(1)</sup>	76,268,652
---	------------

Placing Shares as a percentage of the Enlarged Share Capital <sup>(1)</sup>	11.9 per cent.
---	----------------

Implied market capitalisation at the Placing Price following the Placing <sup>(1)</sup>	£839.0 million
---	----------------

(1) Assuming no exercise of any options prior to Admission

## **PART I**

### **DEFINITIONS**

The following definitions apply throughout this document and the Form of Proxy unless the context otherwise requires:

<b>Act</b>	the Companies Act 2006, as amended from time to time
<b>Admission</b>	admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>AIM</b>	the market of that name operated by the London Stock Exchange
<b>AIM Rules</b>	the AIM Rules for Companies as published by the London Stock Exchange from time to time
<b>certificated</b>	certificated or recorded on the relevant register or other record of the share or other in certificated form security concerned as being held in certificated form (namely, not in CREST)
<b>Company or Blue Prism</b>	Blue Prism Group plc
<b>CREST</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
<b>CREST member</b>	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
<b>CREST participant</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
<b>CREST sponsor</b>	a CREST participant admitted to CREST as a CREST sponsor
<b>CREST sponsored member</b>	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
<b>Directors or Board</b>	the directors of the Company as at the date of this document
<b>Enlarged Share Capital</b>	the Ordinary Shares in issue immediately following Admission, assuming the issue of the Placing Shares as anticipated by this document
<b>Euroclear</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>Existing Ordinary Shares</b>	the 67,177,742 Ordinary Shares in issue, comprising the whole of the issued share capital of the Company, as at the date of this document
<b>Form of Proxy</b>	the form of proxy for use in connection with the General Meeting which accompanies this document
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended from time to time) of the UK including any regulations made pursuant thereto
<b>FY17</b>	the financial year ended 31 October 2017

<b>FY18</b>	the financial year ended 31 October 2018
<b>FY19</b>	the financial year ended 31 October 2019
<b>FY20</b>	the financial year ended 31 October 2020
<b>General Meeting</b>	the General Meeting of the Company to be held at 2.00 p.m. on 11 February 2019, notice of which is set out in Part III of this document
<b>Group</b>	the Company and its subsidiary undertakings at the date of this document
<b>Investec</b>	Investec Bank plc the Company's nominated adviser, financial adviser, sole broker and sole bookrunner
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>MRR</b>	Monthly recurring revenue
<b>Notice of General Meeting</b>	the notice convening the General Meeting set out in Part III of this document
<b>Ordinary Shares</b>	ordinary shares of one penny each in the capital of the Company
<b>Placees</b>	investors who are participating in the Placing
<b>Placing</b>	the conditional placing by Investec on behalf of the Company of the Placing Shares at the Placing Price pursuant to the Placing Agreement
<b>Placing Agreement</b>	the conditional agreement dated 24 January 2019 between the Company and Investec relating to the Placing
<b>Placing Price</b>	means 1,100 pence per Placing Share
<b>Placing Shares</b>	the 9,090,910 new Ordinary Shares in respect of which the Company has received commitments from Placees in the Placing
<b>Registrar</b>	Link Market Services Limited
<b>Regulatory Information Service</b>	has the meaning given to it in the AIM Rules
<b>RPA</b>	Robotic Process Automation
<b>Resolution</b>	the resolution set out in the Notice of General Meeting
<b>Shareholders</b>	holders of Ordinary Shares
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>uncertificated</b>	uncertificated or recorded on the relevant register or other record of the share or other in uncertificated form security concerned as being held in uncertificated form in CREST, and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>US or United States</b>	the United States of America, its territories and possessions and all areas subject to its jurisdiction
<b>US Securities Act</b>	US Securities Act of 1933, as amended from time to time

## PART II

### LETTER FROM THE CHAIRMAN

# Blue Prism Group plc

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered no. 09759493)*

#### *Directors:*

Jason Kingdon *(Non-Executive Chairman)*  
Alastair Bathgate *(Chief Executive Officer and Co-Founder)*  
Ijoma Maluza *(Chief Financial Officer)*  
Chris Batterham *(Non-Executive Director and Senior Independent Director)*  
Ken Lever *(Non-Executive Director)*  
Charmaine Carmichael *(Non-Executive Director)*

#### *Registered Office:*

2 Cinnamon Park  
Crab Lane  
Warrington  
WA2 0XP  
England

24 January 2019

Dear Shareholder,

## **Proposed Placing of 9,090,910 Placing Shares at 1,100 pence per Placing Share and Notice of General Meeting**

### **1. Introduction and summary**

The Company has today announced that, conditional upon the passing of the Resolution and on Admission, it has raised approximately £100.0 million (before expenses) through the Placing of 9,090,910 Placing Shares with certain existing and new institutional investors. The Placing Price represents a discount of approximately 5.2 per cent. to the closing mid-market share price of 1,160 pence per Existing Ordinary Share on 23 January 2019, being the latest practicable date prior to the publication of this document. Completion of the Placing is subject to the approval of Shareholders, which will be sought at the General Meeting to be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF at 2.00 p.m. on 11 February 2019.

The purpose of this document is to give you details of, and the reasons for, the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolution to be proposed at the General Meeting.

Your attention is drawn to the Notice of the General Meeting contained in Part III of this document and to paragraphs 6 and 7 of this letter which explains the purpose of the General Meeting and the action to be taken by you in relation to it.

### **2. Background to and reasons for the Placing**

The RPA market continues to experience rapid global growth alongside increasing levels of customer adoption and sophistication in their approach to RPA. This is demonstrated by the Group's growing commercial momentum, both in new customer numbers and upsells across existing customers, industry analyst commentary about the future scale and growth of the market as well as by the investment activities of other RPA providers. The Group is seeking to capitalise on the market opportunity available by accelerating its investments in distribution, its product and platform whilst maintaining its thought leadership in the RPA market.

The Group sees an expanding global opportunity for its software with Group revenue growth for FY18 of 96 per cent. in EMEA (the most established geography), 137 per cent. in the Americas and 294 per cent. in APAC (the most recent geography). The Group currently has offices in nine countries to support this global demand. This growth is driven from both new customers, with 528 customers added during FY18, and

from upsells, where existing customers purchase new licences to expand their Digital Workforce. In total, the Group had 723 upsells across 310 customers during FY18. To further support this global growth opportunity, the Group sees potential to open offices in new geographies such as the Middle East and Scandinavia, where there has been a growing take-up of the Group's software, as well as additional locations in the Americas and Asia. There is also an opportunity to expand the Group's sales and marketing activities in existing geographies.

The Group's go-to-market strategy is focused on channel partners such as Accenture and EY who distribute and deliver its software. During FY18, investments have been made into creating a Customer Success function, which engages with partners and customers to unlock the full value from Blue Prism's Digital Workforce and consequently enhance customer loyalty, advocacy and ultimately drive upsell opportunities. The Directors believe that to unlock fully the potential of the *Customer Success* function, notably in underpinning renewals and increasing upsell activity, it requires further investment.

During FY18, the Group continued to invest in its product, in particular through the launch of versions 6.1, 6.2 and 6.3, culminating with the release of version 6.4 in November 2018 and the *Blue Prism Digital Exchange* ("**DX**"), which provides customers with direct access to in-house technologies and third-party content created by the Group's ecosystem of technology partnerships. The DX investment is viewed as a critical step in the Group's product strategy to provide a continually evolving core software product complemented by developments from its technology partnerships, in order to deliver customers with an intelligent Digital Workforce that provides true operational agility. The Group plans to continue to invest in the DX in order to drive content and users. The Group also established a specific research function within its R&D team to further explore the rapidly changing technology landscape including in areas such as Artificial Intelligence and Machine Learning and expects to significantly increase investment in this area.

Given this context, the Directors anticipate that approximately half of the net proceeds of the Placing will be deployed to underwrite the Group's global growth activities and product development with the balance being used to further strengthen the Group's balance sheet and provide Blue Prism with the financial flexibility to address new opportunities as they emerge.

Specific areas of investment include:

- expanding the Group's sales reach to address the global market opportunity;
- investing in marketing initiatives to communicate the Group's value proposition clearly and effectively;
- continuing to invest in product such as further improvements to the *Six Intelligent Automation Skills* it has previously defined as critical to a truly intelligent workforce. The Group's R&D team will be engaged in both continuous product innovation and long-term research initiatives;
- investing in enhancements to the DX;
- continuing to develop the Group's customer initiatives by scaling the *Customer Success* function; and
- investing further in the Group's people, processes and systems to support international growth.

The Directors expect to begin investing these funds immediately and intend to allocate approximately 25 per cent. of the net proceeds to the expansion of the Group's sales reach and approximately 25 per cent. allocated to the above marketing, product, customer success and Group infrastructure initiatives described above. The Directors expect that these investments will increase EBITDA losses ahead of the levels guided to in the last trading update (announced on 27 November 2018) and should start benefitting the Group's financial performance in the next financial year with revenue for FY20 now expected to be ahead of the top end of the current analyst range.<sup>(1)</sup>

## Financial Update

As set out in the Group's announcement of its results for FY18, the Group's revenue increased 125 per cent., as strong sales and upsells during the year built on the exit revenue licence generated in FY17. Following a record fourth quarter, the MRR at 31 October 2018 (which accrues for revenue on a daily basis) doubled to £5.6 million (FY17: £2.8 million). Assuming a full month effect of the licences signed during the final month

---

(1) The Company believes the current analyst range for FY20 revenues to be £100.9 million to £154.3 million.

of FY18, the Group's MRR would be £6.2 million, demonstrating the strong new business signed in the last month of FY18.

### 3. Details of the Placing

As announced earlier today, the Company has conditionally raised approximately £100.0 million (before expenses) by way of the Placing of 9,090,910 Placing Shares at the Placing Price.

Certain Directors and Persons Discharging Managerial Responsibility ("**PDMR**"), as noted below, have undertaken to subscribe for the number of Placing Shares set against their names below:

<i>Name</i>	<i>No. of Placing Shares</i>
Alastair Bathgate, <i>Chief Executive Officer</i>	22,727
Ijoma Maluza, <i>Chief Financial Officer</i>	454
Chris Batterham, <i>Non-Executive Director and Senior Independent Director</i>	4,762
Ken Lever, <i>Non-Executive Director</i>	5,094
Charmaine Carmichael, <i>Non-Executive Director</i>	4,545
Pat Geary, <i>Chief Evangelist (PDMR)</i>	9,090

### **Placing Agreement**

Pursuant to the Placing, the Company has entered into a Placing Agreement with Investec on customary terms and conditions pursuant to which Investec has agreed to use its reasonable endeavours (as agent for the Company) to procure Placees for the Placing Shares at the Placing Price. The Company has now received firm commitments from Placees for 9,090,910 Placing Shares in the Placing representing approximately £100.0 million (before expenses), conditional, *inter alia*, on the passing of the Resolution and Admission.

The obligations of Investec under the Placing Agreement in respect of the Placing Shares are conditional upon, *inter alia*, the Resolution being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 12 February 2019 (or such later time and date as the Company and Investec shall agree, not being later than 28 February 2019).

The Placing Agreement contains certain customary warranties given by the Company to Investec in respect of the Placing as well as other matters relating to the Group and its business. The Placing Agreement also contains provisions entitling Investec to terminate the Placing Agreement at any time prior to Admission in certain circumstances. If this right is exercised or if the conditionality in the Placing Agreement is not satisfied, the Placing will not proceed.

The Company has agreed to pay Investec a placing commission together with reimbursement of certain costs and expenses incurred in connection with the Placing.

Application will be made for the Placing Shares to be admitted to trading on AIM. Subject to the Resolution being passed at the General Meeting, it is expected that Admission of the Placing Shares will become effective and that dealings will commence in the Placing Shares at 8.00 a.m. on 12 February 2019.

### 4. Dilution

The Placing will result in the issue of 9,090,910 Placing Shares (representing in aggregate approximately 11.9 per cent. of the Enlarged Share Capital following the Placing). The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares and will rank for all dividends or other distributions declared, made or paid after the date of issue of the Placing Shares.

## 5. 2018 Annual Results

In addition, the Company has today also announced its audited results for FY18. Set out below are the highlights.

### Financial Highlights

<i>£m</i>	<i>FY18</i>	<i>FY17</i>	<i>% movement</i>
Group revenue	55.2	24.5	125%
Exit monthly recurring revenue	5.6	2.8	100%
Recurring licence revenues	94%	90%	–
Adjusted EBITDA loss <sup>(2)</sup>	(21.6)	(8.3)	(160)%
Operating cash flow	(5.4)	4.4	(223)%
Net cash	50.5	16.3	210%

### Operational Highlights

- Excellent commercial momentum, 1,359 software deals secured (FY17: 609), consisting of:
  - 528 new customers (FY17: 324)
  - 723 upsells, secured across 310 customers (FY17: 264 upsells across 131 customers)
  - 108 renewals (FY17: 21)
- Customer base of 992 (FY17: 477)
- Significant progress in the key US market
  - Americas revenue increased by 137%
  - 349 customers (FY17: 135)
  - 214 new customers (FY17: 109)
  - 224 upsells across 106 customers (FY17: 63 upsells across 135 customers)
  - 29 renewals (FY17: 3)
- Growing global reach
  - New offices opened in Singapore, Hong Kong, France and Germany
  - Offices in nine countries
  - Global employee base of 469 (FY17: 187), of whom 162 are US based
  - 95 partners with 42 certifications (across 28 partners)
- Continual product development and maturity of the technology alliance programme providing increasingly sophisticated solutions to customers
  - Blue Prism Digital Exchange launched, allowing customers direct access to in-house technologies and third-party content created by the ecosystem of technology partnerships such as ABBYY and Google
  - Several releases during the year culminating in November 2018 with the release of v6.4 which allows users to ‘drag and drop’ content from the DX, improves usability and increases the speed of third-party development on the platform

A copy of the announcement of the audited results for FY18 is available at the Company’s website [www.blueprism.com](http://www.blueprism.com) and the Company’s annual report for FY18 will be posted to Shareholders on 8 February 2019.

## 6. General Meeting

For the purpose of effecting the Placing, the Resolution will be proposed at the General Meeting. Set out in Part III of this document is a notice convening the General Meeting to be held at 2.00 p.m. on 11 February

---

(2) Adjusted EBITDA loss is EBITDA loss adjusted to exclude share-based payments and foreign exchange gains/(losses).

2019 at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF.

The Resolution to be proposed at the General Meeting will be proposed as a special resolution, and will, if passed empower the Directors, pursuant to section 570 of the Act, to disapply the statutory pre-emption rights in relation to the allotment of the Placing Shares for cash. The Placing will only proceed if the Resolution is passed by not less than 75 per cent. of the votes cast on it, whether in person or by proxy. This authority, if granted, will be in addition to any existing authorities to allot new Ordinary Shares free of pre-emption rights granted to the Directors prior to the date of this document.

Under section 561 of the Act, 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. Pursuant to the Resolution, it is proposed that the Directors be authorised to issue shares for cash without offering them first to existing Shareholders in accordance with statutory pre-emption rights for the purposes of the Placing, up to an aggregate nominal amount of £90,910 (up to 9,091,000 Ordinary Shares). This amount represents approximately 11.9 per cent. 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).

## **7. Action to be taken in respect of the General Meeting**

**You can vote in respect of your shareholding by attending the General Meeting in person or by appointing one or more proxies to attend the General Meeting and vote on your behalf.**

**A Form of Proxy for use at the General Meeting accompanies this document. Whether or not you propose to attend the General Meeting in person it is important that your Form of Proxy is completed in accordance with the instructions thereon and returned to the Company's Registrars, Link Market Services Limited, as soon as possible, but in any event so as to be received by no later than 2.00 p.m. on 9 February 2019 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). Alternatively, if you would prefer to register your proxy appointment and instructions electronically, full details about how to do this are shown in the instructions printed on the Form of Proxy.**

**If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Market Services (ID RA10) by no later than 2.00 p.m. on 9 February 2019 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting).**

**The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude a Shareholder from attending the General Meeting and voting in person should they so wish to do so.**

## **8. Recommendation**

**The Directors consider the Placing to be for the benefit of the Company and its Shareholders as a whole and accordingly the Board unanimously recommends Shareholders to vote in favour of the Resolution to be proposed at the General Meeting as each Director has irrevocably committed to do in respect of his or her own beneficial holdings amounting, in aggregate, to 10,997,278 Ordinary Shares, representing approximately 16.4 per cent. of the Ordinary Shares in issue as at the date of this document.**

Yours sincerely,

**Jason Kingdon**  
*Non-Executive Chairman*

24 January 2019

## PART III

### NOTICE OF GENERAL MEETING

# Blue Prism Group plc

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered no. 09759493)*

**NOTICE IS HEREBY GIVEN** that a general meeting of Blue Prism Group plc will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF on 11 February 2019 at 2.00 p.m. to consider and, if thought fit, pass the Resolution below which will be proposed as a special resolution.

### SPECIAL RESOLUTION

1. **THAT:**

- (a) the directors of the Company be and are hereby empowered in accordance with section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on the directors of the Company by Resolution 8 passed at the Annual General Meeting of the Company held on 20 March 2018 as if section 561(1) did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £90,910 in connection with a placing of ordinary shares of £0.01 in the capital of the Company, details of which are set out in a circular dated 24 January 2019 addressed to the Company's shareholders; and
- (b) this authority shall apply in addition to all previous authorities and shall expire at the end of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months following the passing of this resolution.

Dated 24 January 2019

By order of the Board

**John Warrick**  
*Company Secretary*

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

Registered in England and Wales with registered number 09759493

## Notes to the Notice of General Meeting 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 General Meeting. A Shareholder may appoint more than one proxy in relation to the 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. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Link Market Services Limited 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. Calls from overseas need to dial +44 (0) 371 664 0300. 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 Form of Proxy or other instrument appointing a proxy must be completed, signed and received by post or (during normal business hours only) by hand at Link Market Services Limited, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 2.00 p.m. on 9 February 2019 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
3. The return of a completed Form of Proxy or other such instrument or any CREST Proxy Instruction (as described in note 7 below) will not prevent a Shareholder attending the 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 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 9 February 2019 (or, in the event of any adjournment, at close of business 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 relevant 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 9 February 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 Market Services Limited, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 2.00 p.m. on 9 February 2019.
11. Shareholders who have general queries about the meeting should contact Link Market Services Limited 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. Calls from overseas need to dial +44 (0) 371 664 0300. 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 General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

