

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Knights Group Holdings plc (Ordinary Shares), please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Knights Group Holdings plc

(Incorporated under the Companies Act 2006 and registered
in England and Wales with registered number 11290101)

Notice of General Meeting

Notice of the General Meeting (Meeting) of Knights Group Holdings plc (the Company) to be held at The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW at 10:30am on 27 September 2022 (or as soon thereafter as the Annual General Meeting convened for 10:00am on the same day at the same place shall have been concluded or adjourned) is set out on page 2 of this document.

You will receive a hard copy form of the proxy but will also be able to vote electronically using the link www.investorcentre.co.uk/eproxy. You will be asked to enter the control number, shareholder reference number and pin number all of which are stated on the first page of the proxy form.

Additional proxy forms may be obtained directly from our registrars, Computershare Investor Services Plc, by contacting their helpline on 0370 703 0078. Calls will be charged at the standard geographic rate and will vary by provider. Lines are open between 8:30am–5:00pm Monday to Friday excluding public bank holidays in England and Wales.

CREST members who wish to appoint a proxy or proxies via the CREST system may use this service and should follow the relevant instructions set out in the Notice of Meeting set out in this document.

Proxy appointments must be received by 10:30am on 23 September 2022.

A copy of this document is available at the Company's website at <https://knightsplc.com/ar2022/>. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

Knights

Letter from the Chairman

Dear Shareholder,

Notice of a General Meeting of Knights Group Holdings plc to Declare a Final Dividend

As noted in the announcement of our full year results on 12 July 2022 the directors propose a final dividend of 2.04p per share to be paid on 30 September 2022.

The Company is therefore convening a General Meeting (**Meeting**) on 27 September 2022 at The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW at 10:30am (or as soon thereafter as the Annual General Meeting convened for 10:00am on the same day at the same place shall have been concluded or adjourned). The notice of the Meeting (**Notice**) is included on page 2 of this document.

We would strongly encourage you to submit your voting instructions as early as possible by completing and signing the form of proxy sent to you with this Notice and return it to our registrars as soon as possible. Our registrars must receive your proxy form by 10:30am on 23 September 2022. This will enable you to exercise your right to vote remotely.

Shareholders are strongly encouraged to appoint the 'Chairman of the meeting' as their proxy, rather than a named person. This will ensure your vote will be counted if, ultimately, you (or any other proxy you might otherwise appoint) are not able to attend the Meeting.

The result of voting on the resolution will be announced via a regulatory information service and posted on the Company's website as soon as practicable after the Meeting.

The quorum for the Meeting is two members present in person or by proxy and entitled to vote upon the business to be transacted at the Meeting.

In order to give shareholders a chance to engage in a meaningful dialogue with the Company's management, we encourage shareholders to email our Company Secretary at shareholderenquiries@knightsplc.com with any questions you have on the business of the Meeting in advance of the Meeting stating your name and Shareholder Reference Number (as printed on your Form of Proxy). We will collate the questions we receive and will select a representative sample which will be answered on the Company's website at www.knightsplc.com as soon as practicable after the conclusion of the Meeting. We will also endeavour to provide answers directly to the shareholders who submitted the questions as soon as reasonably practical.

On behalf of the Board, I would like to thank you for your continued support, and in the event that any changes to the arrangements set out within this document become necessary we will communicate these via a regulatory information service and the Company's website.

Yours faithfully



Balbinder Johal
Chairman

Notice of General Meeting

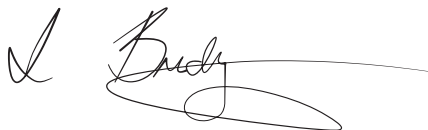
KNIGHTS GROUP HOLDINGS PLC (Company)

COMPANY NUMBER: 11290101

NOTICE IS GIVEN that the General Meeting of the members of the above named Company will be held at the Company's registered offices of The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW on 27 September 2022 at 10.30am (or as soon thereafter as the Annual General Meeting convened for 10:00am on the same day at the same place shall have been concluded or adjourned) to consider and, if thought fit, pass the following resolution as an ordinary resolution:

1. To declare a final dividend for the year ended 30 April 2022 of 2.04 pence per ordinary share in the capital of the Company, to be paid on 30 September 2022 to shareholders whose names appear on the register of members at the close of business on 2 September 2022.

BY ORDER OF THE BOARD



LISA BRIDGWOOD

Secretary

Date: 23 August 2022

REGISTERED OFFICE:

The Brampton
Newcastle-under-Lyme
Staffordshire
ST5 0QW

Notes to the Notice of General Meeting

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- 1 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members of the Company as at 6:00pm on 23 September 2022 (or, if the meeting is adjourned, not later than close of business on the date which is two business days before the date of the adjourned meeting) will be entitled to attend or vote at the Meeting and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6:00pm on 23 September 2022 (or, if the meeting is adjourned, after close of business on the day which is two business days before the date of the adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.

 - 2 A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy need not be a member of the Company, but must attend the Meeting to represent the member. Appointment of a proxy will not prevent members from attending this meeting and voting in person.

 - 3 A form of proxy is enclosed with 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 Computershare on +44 (0370) 703 0078. Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of Ordinary Shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolution that is proposed. You should send all pages together to Computershare in accordance with the instructions below.

 - 4 To be valid, the form of proxy must be lodged with Computershare not later than 48 business hours before the time fixed for the meeting, along with any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

 - 5 You can lodge your vote electronically, by logging onto the Computershare website at www.eproxyappointment.com/Login. An identifying Control Number, together with your unique Shareholder Reference Number (**SRN**) and PIN (all of which are printed on your attendance card/form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 10:30am on 23 September 2022.
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- 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 (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST member show 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. 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 (**Euroclear UK & Ireland**) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Computershare Investor Services PLC (under CREST ID number 3RA50), no later than 10:30am on 23 September 2022, or by not later than two business days prior to the time appointed for the holding of any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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(s), 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 the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

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- 7 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.

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- 8 To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 4 above) also applies in relation to amended instructions, any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Notes to the Notice of General Meeting continued

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- 9 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member, provide that no more than one corporate representative exercises powers over the same share. A certified copy of the board resolution appointing the relevant person(s) as the representative of that corporation in connection with the meeting must be deposited at the address set out at note 4 above for Computershare prior to the commencement of the meeting.
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- 10 As at 23 August 2022 (being the last practicable date before the publication of this Notice), the Company's issued share capital consists of 85,813,976 ordinary shares of £0.002 each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 23 August 2022 are 85,813,976.
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- 11 You may not use any electronic address provided either in this Notice or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
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- 12 Members who have general queries about the General Meeting should contact the Company's Registrars, Computershare on 0370 703 0078. From overseas +44 (0370) 703 0078. Calls outside the United Kingdom will be charged at the applicable international rate. Computershare are open between 8:30am-5:30pm, Monday to Friday excluding public bank holidays in England and Wales). You may not use any electronic address provided either:
- a. in this Notice; or
 - b. any related documents (including the proxy form),
- to communicate with the Company for any purposes other than those expressly stated.
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DIRECTORS

DA Beech Chief Executive Officer (appointed 4 April 2018)

KL Lewis Chief Financial Officer (appointed 9 May 2018)

BS Johal Non-Executive Chairman (appointed 1 June 2018)

J Pateman Non-Executive Director (appointed 14 January 2019)

G Davies Senior Independent Non-Executive Director (appointed 17 March 2021)

Knights

REGISTERED OFFICE:

The Brampton
Newcastle-under-Lyme
Staffordshire
ST5 0QW

