

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the contents of this document and/or the action you should take, you should immediately obtain your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, another appropriately authorised professional adviser.

If you have sold or otherwise transferred (or will sell or transfer) all of your shares in Learning Technologies Group plc (the "**Company**") prior to the Company's annual general meeting ("**AGM**"), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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**LEARNING TECHNOLOGIES GROUP PLC**

*(Incorporated and registered in England and Wales with registered number: 7176993)*

**Notice of Annual General Meeting**

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Notice of Annual General Meeting of the Company, to be held at the offices of DWF Law LLP at 20 Fenchurch Street, London, EC3M 3AG on 5 June 2019 at 11.00am is set out on pages [5] and [6] of this document.

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A form of proxy for use in connection with the AGM is enclosed and, to be valid, must be completed, signed and returned, in accordance with the instructions thereon, to the Company's registrars at Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ as soon as possible and, in any event, by no later than 11.00am on 3 June 2019. Completion and return of a form of proxy will not preclude shareholders from attending and voting at the AGM in person should they so wish. If you do not complete and return a valid form of proxy or attend the AGM in person to vote, no-one else may vote on your behalf. For full details of the procedure for appointing a proxy, please see the notes to the Notice of Annual General Meeting and the form of proxy.

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## LETTER FROM THE CHAIRMAN OF LEARNING TECHNOLOGIES GROUP PLC

### LEARNING TECHNOLOGIES GROUP PLC

*(Incorporated and registered in England and Wales with registered number 7176993)*

#### Directors

Andrew Stephen Brode (Non-executive Chairman)

Jonathan David Satchell (Chief Executive)

Neil Anthony Elton (Group Finance Director)

Piers Lea (Chief Strategy Officer)

Leslie-Ann Reed (Non-executive Director)

Aimie Nicole Smith Chapple (Non-executive Director)

#### Registered Office

15 Fetter Lane  
Ground Floor  
London  
England  
EC4A 1BW

3 May 2019

Dear Shareholder,

#### **Annual General Meeting of Learning Technologies Group plc (the "Company")**

##### **1. Introduction**

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which we are holding at the offices of DWF Law LLP (at 20 Fenchurch Street, London, EC3M 3AG) on 5 June 2019 at 11.00am. The formal notice of the AGM is set out on pages [5] and [6] of this document ("**Notice of AGM**").

The purpose of this letter is to provide shareholders of the Company with details of the background to, and reasons for, the resolutions to be proposed at the AGM (the "**Resolutions**"), to explain why the Directors believe that the passing of the Resolutions is in the best interests of the Company and the shareholders of the Company as a whole and to recommend that shareholders of the Company vote in favour of the Resolutions. The Resolutions to be proposed at the AGM include, amongst other things, resolutions to authorise the Directors to allot new ordinary shares in the capital of the Company and to disapply statutory pre-emption rights on the allotment of new ordinary shares in the capital of the Company.

If you would like to vote on the Resolutions but cannot attend the AGM, please complete the form of proxy enclosed with this document and return it as soon as possible to the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ and in any event by 11.00am on 3 June 2019.

##### **2. Business to be transacted at the AGM**

Details of the Resolutions which are to be proposed at the AGM are set out below. Resolutions 1 to 11 are to be proposed as ordinary resolutions and resolution 12 is to be proposed as a special resolution.

##### **Ordinary Resolution 1: Annual Report and Accounts**

In accordance with the requirements of section 437 of the Companies Act 2006, the Company will lay before the AGM the annual report and accounts of the Company in respect of the year ended 31 December 2018. Shareholders will have the opportunity to put questions on the annual report and accounts of the Company to the Directors of the Company before the resolution is proposed to the AGM.

### **Ordinary Resolution 2: Approval of declaration of a final dividend**

Final dividends must be approved by shareholders but must not exceed the amount recommended by the Directors.

If the meeting approves resolution 2, the final dividend of 0.35 pence per ordinary share in respect of the year ended 31 December 2018 will be paid on 28 June 2019 to shareholders on the register of members of the Company on 7 June 2019.

### **Ordinary Resolutions 3, 4, 5, 6, 7 and 8: Re-election of Directors**

As a matter of good order, all Directors of the Company, being Jonathan David Satchell, Neil Anthony Elton, Leslie-Ann Reed, Andrew Stephen Brode, Piers Lea and Aimee Nicole Smith Chapple shall retire by rotation and will be subject to re-election at the AGM. In respect of Aimee Nicole Smith Chapple, shareholders should note that Aimee was appointed as a Director in September 2018 and as such, is required to retire and stand for re-election at the AGM pursuant to Article 81 of the Company's Articles of Association.

### **Ordinary Resolutions 9 and 10: Re-appointment of auditors**

Shareholders will be asked to confirm the re-appointment of Crowe U.K. LLP as the Company's auditors to hold office until the conclusion of next year's annual general meeting and to grant authority to the Directors to determine the auditors' remuneration.

### **Ordinary Resolution 11: Grant of authority to the Directors to allot Ordinary Shares**

At last year's annual general meeting of the Company held on 24 May 2018 ("**2018 AGM**"), shareholders passed a resolution giving the Directors authority to allot ordinary shares of £0.00375 each in the capital of the Company ("**Ordinary Shares**"). That power expires following the conclusion of the AGM. Therefore the Directors propose that the relevant authority is renewed at the AGM and, accordingly, have proposed resolution 11 in the Notice of AGM to do this.

It is proposed to authorise the Directors to allot Ordinary Shares up to a maximum nominal value of £835,052.92 (representing 222,680,779 Ordinary Shares) which is approximately equal to one-third of the Company's issued share capital as at 2 May 2019 (being the last practicable date prior to the publication of this document). As at the date of this document, the Directors' intention is only to make use of this authority: (a) in connection with the grant of share-based payments or options to the Directors of the Company and employees of the Company and its subsidiaries (the "**Group**"); (b) potentially for use as consideration in connection with any acquisitions of companies or businesses which the Group may wish to make; and (c) in order to raise funds through subscriptions for new shares in order to finance any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Group. This authority replaces the similar authority passed at the 2018 AGM of the Company and, if passed, will expire at the conclusion of next year's annual general meeting (or, if earlier, 15 months after the passing of the resolution).

### **Special Resolution 12: Disapplication of statutory pre-emption rights on allotment of shares**

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. At the 2018 AGM, shareholders passed a special resolution granting the Directors authority to allot equity securities for cash, without first being required to offer such securities to existing shareholders by the limited disapplication of section 561 of the Companies Act 2006. That power expires following the conclusion of the AGM. Therefore, the Directors propose that the relevant authority is renewed at the AGM and, accordingly, have proposed resolution 12 in the Notice of AGM to do this.

The authority is sought to grant the Directors authority to allot equity securities or sell treasury shares for cash up to a maximum aggregate nominal value of £250,515.87 (representing 66,804,233 Ordinary Shares and which would constitute approximately 10 per cent. of the issued share capital of the Company as at 2 May 2019 (being the last practicable date prior to the publication of this document)) without first offering the securities to existing shareholders. The total number of Ordinary Shares in issue as at 2 May 2019 was 668,042,338. The Company currently holds 404,340 shares in treasury through an Employee Benefit Trust. The proposed resolution also disapplies the statutory pre-emption provisions in connection with a rights

issue and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The Directors have no immediate plans to make use of this authority other than in the same circumstances as those to which I referred to in the explanation relating to resolution 11 above. This authority replaces the similar authority passed at the 2018 AGM and, if passed, will expire at the conclusion of next year's annual general meeting (or, if earlier, 15 months after the passing of the resolution).

### **3. Action to be taken**

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a form of proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the form of proxy to the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ as soon as possible and, in any event, so as to be received no later than 11.00am on 3 June 2019. Completion and return of a form of proxy will not stop you from attending the AGM and voting in person should you so wish.

### **4. Recommendation**

The Directors consider that all of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Andrew Brode  
Chairman

## LEARNING TECHNOLOGIES GROUP PLC

*(Incorporated and registered in England and Wales with registered number 7176993)*

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "**AGM**") of Learning Technologies Group plc (the "**Company**") will be held at the offices of DWF Law LLP at 20 Fenchurch Street, London, EC3M 3AG on 5 June 2019 at 11.00am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 11 of which will be proposed as ordinary resolutions and resolution 12 as a special resolution:

#### Ordinary Resolutions

1. That the Company's annual accounts for the financial year ended 31 December 2018, together with the Directors' report and the auditors' report on those accounts, be received and adopted.
2. That the declaration and payment of a final dividend of 0.35 pence per ordinary share of £0.00375 for the year ended 31 December 2018, payable on 28 June 2019 to the shareholders on the register of members of the Company on 7 June 2019 be approved.
3. That Jonathan David Satchell be re-elected as a Director.
4. That Neil Anthony Elton be re-elected as a Director.
5. That Leslie-Ann Reed be re-elected as a Director.
6. That Piers Lea be re-elected as a Director.
7. That Andrew Stephen Brode be re-elected as a Director.
8. That Aimie Nicole Smith Chapple, who retires by rotation, be re-elected as a Director pursuant to the Articles of Association of the Company,
9. That Crowe U.K. LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting at which the accounts are laid before the Company.
10. That the Directors be authorised to agree and fix the auditors' remuneration.
11. That, in accordance with section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall, unless the context requires otherwise, bear the same meanings as in the said section 551), the Directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £835,052.92 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed or, if earlier, 15 months after the passing of this resolution, save that the Company be and is hereby authorised, before such expiry, to make any offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding the expiry of the authority conferred by this resolution 11.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares in the Company or the granting of Rights already made or agreed to be made pursuant to such authorities.

#### Special Resolution

12. That, subject to the passing of resolution 11 and in accordance with section 570 of the Companies

Act 2006, the Directors of the Company be and are given the general power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 11 above or by way of a sale of treasury shares, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- (b) the allotment (otherwise than pursuant to paragraph (a) of this resolution 12) of equity securities up to an aggregate nominal amount of £250,515.87.

The power granted by this resolution 12 will expire at the conclusion of the Company's next annual general meeting or, if earlier, 15 months after the passing of this resolution (unless renewed, varied or revoked by the Company in general meeting prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 12 has expired. This resolution 12 revokes and replaces all unexercised powers previously granted to the Directors of the Company to allot equity securities as if section 561 of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Dated: 3 May 2019

By order of the Board:

**Neil Elton**  
**Company Secretary**

Registered Office:

15 Fetter Lane  
Ground Floor  
London  
England  
EC4A 1BW

## Notes to the Notice of the AGM

### Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- (a) 6:00 p.m. on 3 June 2019; or
- (b) if this meeting is adjourned, 48 hours prior to the date of the adjourned meeting,

shall be entitled to attend and vote at the 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.

### Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at the Company's website <http://www.ltgplc.com>.

### Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy enclosed with the Notice.
4. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
5. Shareholders can appoint a proxy and give proxy instructions by returning the enclosed Form of Proxy by post (see note 8).
6. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting (including, without limitation, any resolution to adjourn the meeting or any resolution to amend a resolution proposed at the meeting).

### Appointment of proxy by post

8. The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be:

- (a) completed and signed;
- (b) sent or delivered by post or by hand to Computershare Investor Services PLC at the address below; and

- (c) received by Computershare Investor Services PLC no later than 11.00 a.m. on 3 June 2019.

In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney, letter of representation or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power of attorney, letter of representation or authority) must be included with the Form of Proxy in order for the proxy appointment to be valid.

If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Computershare Investor Services PLC at:

The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ  
Tel: +44 (0)370 702 0000

### **Appointment of proxy by joint members**

9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

### **Changing proxy instructions**

10. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC (for details of which, see note 8).

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.

### **Termination of proxy appointments**

11. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC.

In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received no later than 11.00 a.m. on 3 June 2019.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

### **Corporate representatives**

12. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Issued shares and total voting rights**

13. As at 2 May 2019 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital comprised 668,042,338 ordinary shares of £0.00375 each, carrying one vote each. LTG holds 404,340 shares in treasury. Therefore, the total number of voting rights in the Company as at 2 May 2019 (being the latest practicable date prior to publication of this Notice) is 667,637,998.

The website referred to in note 2 will include information on the number of shares and voting rights.

### **Questions at the meeting**

14. Any member attending the meeting has the right to ask questions. Questions may not be answered at the meeting if answering the question would interfere unduly with the preparation for the 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 meeting that the question be answered.

### **Website publication of audit concerns**

15. Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting.

Where the Company is required to publish such a statement on its website:

- (a) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- (b) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- (c) the statement may be dealt with as part of the business of the meeting.

### **Documents on display**

16. Copies of the following documents will be available for inspection at the Company's registered office at 15 Fetter Lane, Ground Floor, London, England, EC4A 1BW during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the conclusion of the AGM and at the place of the AGM itself from 15 minutes before the AGM until the conclusion of the AGM:
- (a) the service contracts of each of the executive Directors of the Company; and
  - (b) the letters of appointment between the Company and each of the non-executive Directors of the Company.

### **Communication**

17. Except as provided above, shareholders who have general queries about the meeting should communicate by letter addressed to the Company's registered office (no other methods of communication will be accepted).
18. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.