

THE ALTRO GROUP PLC
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “Meeting”) of The Altro Group plc (the “Company”) will be held at the Company’s registered office in Works Road, Letchworth Garden City, Hertfordshire, SG6 1NW on **Wednesday 20 June 2018 at 2pm**.

Ordinary Business (each to be proposed as Ordinary Resolutions):

1. To receive and adopt the report of the directors and the financial statements for the year ended 31 December 2017, together with the report of the auditors.
2. To declare a final dividend of 9.5p per issued Ordinary Share of 10p each of the Company in respect of the year ended 31 December 2017.
3. To authorise the directors’ remuneration payable for the year ended 31 December 2017.
4. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors to agree their remuneration.

Special Business:

5. To consider and if thought fit pass the following resolution, which will be proposed as an Ordinary Resolution:

THAT the terms of the proposed buyback contracts whereby the Company shall become entitled and obliged to purchase 146,733 Ordinary Shares of 10p each at a price of 598p per share, copies of which contracts have been available for inspection by the members of the Company at the Company’s registered office for not less than fifteen days ending on the date of the Meeting and copies of which have been produced to the Meeting and initialled for the purpose of identification by the Company Secretary, are hereby approved and any director of the Company is hereby authorised to enter into the said contracts on behalf of the Company at any time on or before 20 July 2018.

6. To consider and if thought fit pass the following resolution, which will be proposed as an Ordinary Resolution:

THAT pursuant to section 551 of the Companies Act 2006 (“Act”) and in substitution for all existing authorities, the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £3,323,328.60 for a period expiring fifteen months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after expiry of this authority and the directors may allot shares or grant such rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

7. To consider and if thought fit pass the following resolution, which will be proposed as a Special Resolution:

THAT in substitution for all existing powers and subject to the passing of resolution 6, the directors be and are generally empowered pursuant to section 570 of the Act to allot equity securities, within the meaning of section 560 of the Act, for cash pursuant to the general authority conferred by resolution 6 as if section 561 of the Act and all pre-emption rights conferred by the Articles of Association of the Company did not apply to the allotment, for a period of fifteen months after the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired, but so that the aggregate nominal value of the equity securities allotted under this authority does not exceed £83,833.57.

By Order of the Board



E P Boyle

Secretary

10 May 2018

Registered Office: Works Road, Letchworth Garden City, Hertfordshire, SG6 1NW

Proxy Voting

1. A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the Meeting. A proxy need not be a member of the Company.
2. 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 number of shares set out in the other proxy appointments is in excess of the number of shares held by the member may result in the proxy appointment being invalid.
3. The appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
4. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar at Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.) or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.
5. A member which is a corporation may authorise one or more persons to act as its representative(s) at the Meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.