

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, 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.

SPACEANDPEOPLE PLC

(Incorporated and registered in Scotland with registered number SC212277)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 11.00am on 24 June 2020 at 100 West Regent Street, Glasgow, G2 2QD is set out at the end of this circular.

As physical attendance will not be possible at this year's Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by the Registrars not later than 48 hours (excluding non-working days) before the time of the holding of the Annual General Meeting.

SPACEANDPEOPLE PLC

(Incorporated and registered in Scotland with registered number SC212277)

Directors:

George Watt (*Non-executive Chairman*)
Matthew Bending (*Chief Executive Officer*)
Nancy Cullen (*Chief Operating Officer*)
Gregor Dunlay (*Chief Financial Officer*)
Steve Curtis (*Non-executive Director*)
Andrew Keiller (*Client Services Director*)
Graham Bird (*Non-executive Director*)

Registered Office:

2nd Floor
100 West Regent Street
Glasgow
G2 2QD

26 May 2020

To the holders of Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at 100 West Regent Street, Glasgow, G2 2QD on 24 June 2020 at 11.00am. The formal notice is set out on pages 4 and 5 of this document.

The AGM will be held subject to the provisions of Section 1 of this Notice if applicable. This means that if the UK Government’s restrictions on travel and gatherings (to combat Covid-19) are still in place at the date of the AGM, you must not attend the meeting and may only vote via proxy. Section 1 of this Notice contains more details on the arrangements which will apply in such a scenario.

Resolutions

The following notes summarise the Ordinary Resolutions to be proposed at the AGM:

Resolution 1: Re-appointment of the Auditors. The resolution proposes the re-appointment of Campbell Dallas Audit Services, Chartered Accountants and Registered Auditors as auditors of the Company and authorise the Directors to fix their remuneration.

Resolutions 2 and 3: Re-election of Directors who have been appointed during the period since the previous AGM. This year the newly appointed Directors are Andrew Keiller and Graham Bird.

Resolutions 4 and 5: Re-election of Director retiring by rotation. Under the Articles of Association not less than one-third of the Directors who are subject to retirement by rotation must retire. This year the retiring directors are Nancy Cullen and Steve Curtis. Both directors will be offering themselves for re-election.

Resolution 6: The existing authority given to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares expires on 24 June 2020 being the date

of the forthcoming AGM. It is proposed that further authorities be granted which shall expire on the date of the annual general meeting of the Company in 2021. The resolution proposes to authorise the directors to allot shares up to a maximum nominal amount of £100,000.

The following note summarises the Special Resolutions to be proposed at the Meeting:

Resolution 7: The existing authority given to the Directors to allot shares or equity securities for cash other than pro rata to existing shareholders expires on 24 June 2020. It is proposed to authorise the Directors to allot shares for cash in relation to the grant of options up to a maximum nominal amount of £30,000 and additional authority up to a further nominal amount of £30,000.

Resolution 8: That authority be given to the Directors to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of up to an aggregate of 4,879,891 Ordinary shares of 1p each (representing 25% of the issued share capital) in the company at a price per share (exclusive of expenses) of not less than 1p and not more than 105% of the average of the middle market quotations for such Ordinary shares, as derived from the Stock Exchange Daily Official List, for the ten dealing days immediately preceding the day of the purchase; such authority to expire at the conclusion of the Annual General Meeting to be held in 2021 save that they may purchase shares at any later date where such purchase is pursuant to any contract made before the expiry of this authority.

Action to be Taken

As you will be unable to attend the Annual General Meeting in person, if you would like to vote on the resolutions, please complete the proxy form enclosed with this notice and return it to our Registrars, Neville Registrars Limited, as soon as possible. They must be in receipt of proxy forms by 11.00am on 22 June 2020.

Yours sincerely

A handwritten signature in blue ink that reads "George Watt". The signature is written in a cursive style with a long horizontal stroke extending to the right.

George Watt
Chairman

NOTICE OF ANNUAL GENERAL MEETING

SPACEANDPEOPLE PLC

(Incorporated and registered in Scotland with number SC212277)

Notice is hereby given that the ANNUAL GENERAL MEETING of SpaceandPeople plc will be held at 100 West Regent Street, Glasgow, G2 2QD on 24 June 2020 at 11.00am for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 6 will be proposed as Ordinary Resolutions and resolutions 7 and 8 will be proposed as Special Resolutions.

Resolutions

1. To re-appoint, Messrs. Campbell Dallas Audit Services, Chartered Accountants and Registered Auditors, as auditors of the Company and authorise the Directors to fix their remuneration.
2. To re-elect as a director Andrew Keiller who retires in accordance with Article 95 and offers himself for re-election.
3. To re-elect as a director Graham Bird who retires in accordance with Article 95 and offers himself for re-election.
4. To re-elect as a director Nancy Cullen who retires in accordance with Article 89 and offers herself for re-election.
5. To re-elect as a director Steve Curtis who retires in accordance with Article 89 and offers herself for re-election.
6. THAT, in substitution for all previous authorities conferred on the Board in accordance with section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006 (the "Act") and in accordance with section 551 of the Act, the Board be and is generally and unconditionally authorised to exercise all 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 a maximum aggregate nominal amount of £100,000 provided that this authority shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the Company's annual general meeting to be held in 2021, save that the Company may make prior to such expiry any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Board may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special Resolutions

7. THAT, in substitution for all previous powers granted to the Board to allot equity securities as if section 561(1) of the Companies Act 2006 (the "Act") did not apply, the Board be and is generally empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on it, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the annual general meeting to be held in 2021, save that the Company may make prior to such expiry an offer or agreement which would or might require equity securities to be allotted after expiry of the said period and the Board may allot equity securities in pursuance of such an offer or agreement notwithstanding the expiry of the authority given by this resolution and provided further that this power is limited to:
- (i) The allotment of equity securities up to an aggregate nominal amount of £30,000 pursuant to the exercise of any options under any option arrangements entered into by the Company, and
 - (ii) The allotment (otherwise than pursuant to sub-paragraph (i) above) for cash of equity securities up to an aggregate nominal amount of £30,000.
8. That authority be given to the Directors to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of up to an aggregate of 4,879,891 Ordinary shares of 1p each (representing 25% of the issued share capital) in the company at a price per share (exclusive of expenses) of not less than 1p and not more than 105% of the average of the middle market quotations for such Ordinary shares, as derived from the Stock Exchange Daily Official List, for the ten dealing days immediately preceding the day of the purchase; such authority to expire at the conclusion of the Annual General Meeting to be held in 2021 save that they may purchase shares at any later date where such purchase is pursuant to any contract made before the expiry of this authority.

By Order of the Board



G R Dunlay
Company Secretary
26 May 2020

Registered Office:

2nd Floor
100 West Regent Street
Glasgow
G2 2QD

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTICE – COVID-19: in the event that the UK government's Covid-19 restrictions are still in place on the date of the AGM, the provisions of Section 1 of this Notice (below) will apply.

1. COVID-19 Provisions

The provisions of this Section shall apply in the event that the UK Government's restrictions on travel and/or public gatherings in response to the Covid-19 pandemic remain in force at the date of the AGM. If the restrictions on both travel and gatherings are lifted before the date of the AGM, this Section will not apply. "Restrictions" means the restrictions publicised on the UK Government's website <https://www.gov.uk/coronavirus> and introduced under the Public Health (Control of Disease) Act 1984, the Coronavirus Act 2020 and/or any subordinate or successor legislation thereto. The provisions of this Section are made under article 55 of the Articles and through the Chairman's common law powers, for the purpose of ensuring the safe, orderly and lawful conduct of the AGM.

1.1. Attendance

1.1.1. Members must not attend the AGM. Attending the AGM is not essential travel.

1.1.2. Two Directors who are members (one of whom will be the Chairman or, if he is unable to attend for any reason, an acting Chairman appointed by the Board) will attend the AGM in order to form a quorum.

1.1.3. No other persons will be admitted to the AGM.

1.2. Voting

1.2.1. In order to vote on the Resolutions, members must do so via a proxy form or through CREST if they are registered to do so.

1.2.2. The 'General Notes' in Sections 8 to 12 below provide further details on how to vote via proxy.

1.3. Questions for the Board

1.3.1. Questions may be submitted to the Board in writing (via email or post) in advance of the AGM.

1.3.2. Questions submitted via post should be sent to the Company's registered office; emailed questions should be sent to the following address: investors@spaceandpeople.co.uk.

1.3.3. Written responses to any questions submitted will be circulated after the AGM (in the form of a Q&A Sheet) to all persons who have submitted a question.

1.3.4. Questions must be received 48 hours in advance of the AGM.

1.3.5. The Board reserves the right (acting in good faith) to disregard any questions which appear to be frivolous, vexatious or unrelated to the Company or the business of the AGM.

Any queries regarding the application or operation of this Section should be directed to the Company Secretary in writing to the postal address or email address specified above.

2. Re-election of Directors (Resolutions 2 and 3)

Article 95 of the Company's Articles of Association states that at the annual general meeting any director appointed since the previous annual general meeting shall retire at the next annual

general meeting. Andrew Keiller and Graham Bird are retiring and offering themselves for re-election under this provision.

**3. Re-election of Directors
(Resolution 4 and 5)**

Article 89 of the Company's Articles of Association states that at the annual general meeting in every year at least one third of the directors who are subject to retirement by rotation shall retire from office. Also, at every annual general meeting every director who was not appointed at either of the two previous annual general meetings and who has served as a director for more than two years since his appointment or last reappointment shall retire. Nancy Cullen and Steve Curtis are retiring and both Directors are offering themselves for re-election under this provision.

**4. Renewal of General Authority to Allot Shares
(Resolution 6)**

The existing authority given to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares expires on 24 June 2020. It is proposed that further authorities be granted which shall expire on the date of the annual general meeting of the Company in 2021. The resolution proposes to authorise the directors to allot shares up to a maximum nominal amount of £100,000.

**5. Renewal of Authority to Issue Shares for Cash
(Resolution 7)**

The existing authority given to the Directors to allot shares or equity securities for cash other than pro rata to existing shareholders expires on 24 June 2020. It is proposed to authorise the Directors to allot shares for cash in relation to the grant of options up to a maximum nominal amount of £30,000 and additional authority up to a further nominal amount of £30,000.

**6. Authority to Purchase Shares in the Market
(Resolution 8)**

It is proposed to authorise the Directors to make aggregate market purchases of up to 25% of the Company's issued share capital at a price of between the nominal value of the shares and 105% of the average of the middle market quotations for such Ordinary shares, as derived from the Stock Exchange Daily Official List, for the ten dealing days immediately preceding the day of the purchase.

7. Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

- 11.00am on 22 June 2020; or,
- If this Meeting is adjourned, at 11.00am on the day two days prior to the adjourned meeting,

shall be entitled to vote at the AGM.

8. Appointment of Proxies

If you are a member of the Company at the time set out in note 7 above, you are entitled to appoint a proxy to exercise all or any of your rights to ask questions and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A member may appoint more than one proxy, but must specify the number of shares in respect of which each proxy is appointed.

A proxy does not need to be a member of the Company, but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

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 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.

9. Appointment of Proxy Using Hard Copy Proxy Form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; and
- received by Neville Registrars Limited no later than 11.00am 22 June 2020.

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

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.

10. Appointment of Proxies Through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (7RA11) by 11.00am 22 June 2020. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

11. Changing Proxy Instructions

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 above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant 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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. Telephone 0121 585 1131 or from overseas +44 121 585 1131.

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.

12. Termination of Proxy Appointments

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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. In the case of a member 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.

The revocation notice must be received by Neville Registrars no later than 11.00am 22 June 2020.

If you attempt to revoke your proxy appointment, but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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 in person, your proxy appointment will automatically be terminated.

13. Issued Shares and Total Voting Rights

As at close of business on the last practical date prior to the posting of this notice, the Company's issued share capital comprised 19,519,563 ordinary shares of 1 pence each. Consequently, the total number of voting rights in the Company as at close of business on the last practical date prior to the posting of this notice will be 19,519,563.

14. Communication

Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

Calling our shareholder helpline on 0121 585 1131 or from overseas +44 121 585 1131.

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 proxy form) to communicate with the Company for any purposes other than those expressly stated.