

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 appropriate professional adviser.

If you have sold or otherwise transferred (or will sell or transfer) all of your shares prior to the close of business on 27 April 2018 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 that they can pass these documents to the person who now holds the shares.

EMIS Group plc

(Incorporated in England and Wales with registered number 6553923)

Notice of Annual General Meeting

Notice of the Annual General Meeting (AGM) of EMIS Group plc, to be held at the Company's registered office at Rawdon House, Green Lane, Yeadon, Leeds LS19 7BY on 1 May 2018 at 10.30am is set out on pages 4 to 7 of this document.

A Form of Proxy for use in connection with the AGM is enclosed and should be completed and returned to Link Asset Services ("Link") at the Proxies Department at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so that it is received by Link no later than 10.30am on 27 April 2018. 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. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM on page 7 of this document.

EMIS Group plc

(Incorporated in England and Wales with registered number 6553923)

Directors

Mike O'Leary (Non-executive Chairman)
Andy Thorburn (Chief Executive Officer)
Peter Southby (Chief Financial Officer)
Robin Taylor (Senior Independent Non-executive Director)
Andy McKeon (Independent Non-executive Director)
Kevin Boyd (Independent Non-executive Director)
David Sides (Independent Non-executive Director)

Registered office

Rawdon House
Green Lane
Yeadon
Leeds
LS19 7BY

27 March 2018

To holders of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares")

Dear Shareholder

Annual General Meeting of EMIS Group plc ("the Company" or "EMIS")

1. Introduction

I am pleased to be writing to you with details of our AGM, which we are holding on 1 May 2018 at 10.30am. The formal Notice of the AGM is set out on pages 4 to 7 of this document.

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, Link, who must receive the completed Form of Proxy by 10.30am on 27 April 2018. This year we are also offering you the opportunity to vote online at www.signalshares.com. You will need your investor code which can be found on the Form of Proxy. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM.

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 one to fourteen are proposed as Ordinary Resolutions and resolutions fifteen to seventeen are proposed as Special Resolutions.

Ordinary Resolution One: 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 for the year ended 31 December 2017.

Ordinary Resolution Two: Directors' remuneration report

In accordance with best practice, the Directors present to the meeting the Directors' remuneration report for the year ended 31 December 2017, for approval on an advisory basis.

Ordinary Resolution Three: Declaration of final dividend

Shareholders are being asked to approve and declare a dividend of 12.9p per Ordinary Share for the year ended 31 December 2017, which is proposed as a final dividend and, as such, requires shareholder approval. If approved and declared at the AGM, the final dividend will be paid on 4 May 2018 to all holders of Ordinary Shares on the register of members of the Company at the close of business on 3 April 2018.

Ordinary Resolutions Four to Ten: Election and re-election of Directors

The Company's Articles of Association require that Directors who have been appointed by the Board since the last AGM of the Company shall be subject to election by the members. Accordingly, Andy Thorburn will retire and seek election at the AGM.

The Company's Articles of Association also require that all Directors shall be subject to re-election at every AGM, as the case may be, by the members. Accordingly, Mike O'Leary, Peter Southby, Robin Taylor, Andy McKeon, Kevin Boyd and David Sides will seek re-election at the AGM. Brief biographical details for each of them are included in Appendix 1 to this document. Following an annual performance review, I confirm that all the Directors seeking re-election continue to be effective with a strong commitment to the role.

2. Business to be transacted at the AGM continued

Ordinary Resolutions Eleven and Twelve: Re-appointment and remuneration of auditor

Shareholders will be asked to confirm the re-appointment of KPMG LLP as the Company's auditor to hold office until the conclusion of next year's AGM and to grant authority to the Directors to determine the auditor's remuneration.

Ordinary Resolution Thirteen: Grant of authority to the Directors to allot Ordinary Shares

Section 549 of the Companies Act 2006 provides that the Directors may not allot shares in the Company, or grant rights to subscribe for, or to convert any security into, shares in the Company unless authorised to do so by the Company in a general meeting or by its Articles of Association. It is proposed to authorise the Directors to allot Ordinary Shares up to a maximum nominal value of £211,037 (representing 21,103,798 Ordinary Shares) which is approximately equal to one-third of the issued ordinary share capital of the Company as at 27 March 2018 (being the latest practicable date prior to publication of this document). The Directors currently intend only to make use of this authority: (a) in connection with the grant of options to the Directors of the Company and employees of the Group; and (b) potentially for use as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make. This authority replaces a similar authority passed at the Company's last AGM and would expire at the conclusion of next year's AGM.

Ordinary Resolution Fourteen: Political donations

Resolution fourteen seeks to grant authority for the Company and its subsidiaries to make political donations to political parties, to other political organisations and to independent election candidates, or to incur political expenditure.

It is not the policy of the Company to make donations to EU political organisations or to incur other political expenditure and the Directors have no intention of changing that policy. However, as a result of the wide definition in the Companies Act 2006 of matters constituting political donations, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Companies Act 2006.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. If passed, this resolution would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates, or to incur political expenditure (as defined in the Companies Act 2006) up to an aggregate limit of £10,000 in each case during the period up to twelve months after the passing of the resolution whilst avoiding inadvertent infringement of the statute. Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's annual report and accounts for next year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.

Special Resolutions Fifteen and Sixteen: 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. It is proposed that the Directors of the Company be granted 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.

In respect of resolution fifteen, 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 £31,655 (representing 3,165,569 Ordinary Shares and which would constitute approximately 5% of the issued ordinary share capital of the Company as at 27 March 2018) without first offering the securities to existing shareholders. This authority replaces a similar authority passed at the Company's last AGM. 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.

In respect of resolution sixteen, 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 £31,655 (representing 3,165,569 Ordinary Shares and which would constitute approximately 5% of the issued ordinary share capital of the Company as at 27 March 2018) without first offering the securities to existing shareholders, but only if such authority is used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this document. This authority is in addition to the 5% referred to in resolution fifteen.

2. Business to be transacted at the AGM continued

Special Resolutions Fifteen and Sixteen: Disapplication of statutory pre-emption rights on allotment of shares continued

The total number of Ordinary Shares in issue as at 27 March 2018 is 63,311,396 (being the latest practicable date prior to publication of this document). The Company does not currently hold any treasury shares.

The Directors have no immediate plans to make use of these authorities other than in the same circumstances as those to which I referred in the explanation relating to resolution thirteen (above) of this document. These authorities would expire at the conclusion of next year's AGM.

Special Resolution Seventeen: Purchases of own shares by the Company

Resolution seventeen to be proposed at the AGM seeks authority from holders of Ordinary Shares for the Company to make market purchases of Ordinary Shares, such authority being limited to the purchase of up to 10% of the Ordinary Shares in issue as at 27 March 2018 (that is 6,331,139 Ordinary Shares). The maximum price payable for the purchase by the Company of Ordinary Shares will be limited to an amount equal to 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made. The minimum price payable by the Company for the purchase of Ordinary Shares will be £0.01 per share (being the amount equal to the nominal value of an Ordinary Share). The authority to purchase Ordinary Shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per Ordinary Share and that it is in the best interests of the Company at the time. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to reissue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

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 Link Asset Services at the Proxies Department at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received no later than 10.30am on 27 April 2018. Completion and return of a Form of Proxy will not stop you from attending the AGM and voting in person should you so wish. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM on page 7 of this document.

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 and 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,



Mike O'Leary
Chairman

EMIS Group plc

(Incorporated and registered in England and Wales with registered number 6553923)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of EMIS Group plc (“the Company”) will be held at the Company’s registered office at Rawdon House, Green Lane, Yeadon, Leeds LS19 7BY on 1 May 2018 at 10.30am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers one to fourteen of which will be proposed as Ordinary Resolutions and numbers fifteen to seventeen which will be proposed as Special Resolutions:

Ordinary Resolutions

1. Ordinary Resolution One: Annual report and accounts

To receive and adopt the audited accounts for the year ended 31 December 2017 together with the reports of the Directors and the auditor thereon.

2. Ordinary Resolution Two: Directors’ remuneration report

To approve the Directors’ remuneration report for the year ended 31 December 2017.

3. Ordinary Resolution Three: Final dividend

To approve and declare a final dividend of 12.9p per ordinary share of £0.01 in the capital of the Company in respect of the year ended 31 December 2017 payable on 4 May 2018 to shareholders on the register of members of the Company at the close of business on 3 April 2018.

4. Ordinary Resolution Four: Election of Andy Thorburn

To elect Andy Thorburn as a Director of the Company.

5. Ordinary Resolution Five: Re-election of Mike O’Leary

To re-elect Mike O’Leary as a Director of the Company.

6. Ordinary Resolution Six: Re-election of Peter Southby

To re-elect Peter Southby as a Director of the Company.

7. Ordinary Resolution Seven: Re-election of Robin Taylor

To re-elect Robin Taylor as a Director of the Company.

8. Ordinary Resolution Eight: Re-election of Andy McKeon

To re-elect Andy McKeon as a Director of the Company

9. Ordinary Resolution Nine: Re-election of Kevin Boyd

To re-elect Kevin Boyd as a Director of the Company.

10. Ordinary Resolution Ten: Re-election of David Sides

To re-elect David Sides as a Director of the Company.

11. Ordinary Resolution Eleven: Re-appointment of auditor

To re-appoint KPMG LLP as auditor to the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM of the Company.

12. Ordinary Resolution Twelve: Directors’ authority to fix auditor’s remuneration

To authorise the Directors to fix the auditor’s remuneration.

Ordinary Resolutions continued

13. Ordinary Resolution Thirteen: Directors' authority to allot ordinary shares

That for the purposes of 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):

- (a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company 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 nominal amount of £211,037 (being one-third of the issued share capital as at the date of this Notice of Annual General Meeting) to such persons and at such times and on such terms as they think proper at any time during the period expiring at the end of the next AGM of the Company to be held after the date on which this resolution is passed (unless previously revoked or varied by the Company in a general meeting); and
- (b) the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of the said period and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution thirteen.

14. Ordinary Resolution Fourteen: Political Donations

To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect, for the purposes of section 366 of the Companies Act 2006 to:

- (a) make political donations to political parties or independent election candidates not exceeding £10,000 in aggregate;
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in aggregate; and
- (c) incur political expenditure not exceeding £10,000 in aggregate,

during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed, provided that the maximum amounts referred to in paragraphs (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the directors of the Company may in their absolute discretion determine to be appropriate.

For the purposes of this resolution fourteen, 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given to them in Sections 363 to 365 of the Companies Act 2006.

Special Resolutions

15. Special Resolution Fifteen: Disapplication of statutory pre-emption rights on allotment of shares (general)

That, subject to the passing of resolution thirteen (above), the Directors be and are given the general power to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution thirteen (above) or by way of a sale of treasury shares, as if Section 561(1) 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 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) of equity securities and/or sale of equity securities held as treasury shares up to an aggregate nominal amount of £31,655 (being 5% of the issued share capital as at the date of this Notice of Annual General Meeting).

The power granted by this resolution will expire at the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company 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 may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) 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.

Notice of Annual General Meeting

continued

Special Resolutions continued

16. Special Resolution Sixteen: Disapplication of statutory pre-emption rights on allotment of shares (acquisition or other capital investment)

That, subject to the passing of resolution thirteen (above), the Directors be and are given the general power in addition to any authority granted under resolution fifteen (above) to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution thirteen (above) or by way of a sale of treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be:

- (a) limited to the allotment of equity securities and/or sale of equity securities held as treasury shares up to an aggregate nominal amount of £31,655 (being 5% of the issued share capital as at the date of this Notice of Annual General Meeting); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting.

The power granted by this resolution will expire at the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company 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 may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

17. Special Resolution Seventeen: Purchase of own shares by the Company

That the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 6,331,139;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.01 per share, being the nominal amount thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made;
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next AGM of the Company and the date which is 18 months after the date on which this resolution is passed;
- (e) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, where such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract as if such authority had not expired; and
- (f) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either: (i) cancelled immediately upon completion of the purchase; or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

By order of the Board



Christine Benson
Company Secretary
27 March 2018

Registered office
Rawdon House
Green Lane
Yeadon
Leeds
LS19 7BY

Notes

1. Copies of the following documents will be available for inspection at the Company's registered office at Rawdon House, Green Lane, Yeadon, Leeds LS19 7BY during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of Annual General Meeting 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.
2. Members 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 meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of Annual General Meeting.
3. To be valid, the Form of Proxy must be received by Link Asset Services at the Proxies Department at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.30am on 27 April 2018.
4. The return of a completed Form of Proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). 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.
6. 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 Company's agent, Link Asset Services (CREST Participant ID: RA10), by no later than 10.30am on 27 April 2018. 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.
7. 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 or her 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.
8. 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.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at close of business on 27 April 2018 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. If the AGM is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting would be 48 hours prior to the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. As at 27 March 2018 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 63,311,396 Ordinary Shares of £0.01 each and which each carry one vote. Therefore, the total voting rights in the Company as at 27 March 2018 are 63,311,396.
11. A corporation which is a member 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.

Appendix 1

Biographies of Directors standing for election and re-election

Andy Thorburn

Chief Executive Officer

Andy joined EMIS Group in May 2017 and has a proven track record of achievement in his previous roles, both in the UK and overseas. Prior to joining EMIS Group he was group chief operating officer of Digicel, the Caribbean and South Pacific based communications and entertainment provider from 2014 to 2016, responsible for driving significant growth in revenues and profitability, both organically and via mergers and acquisitions. He was previously chief executive officer of Digicel Caribbean and Central America and chief executive officer of Digicel Jamaica. Andy has over 16 years' experience in the software industry having had senior management roles at Intec Telecoms Systems plc, Chronicle Solutions Ltd and a number of Benchmark Capital Portfolio companies (including Kalido Inc. and Orchestra Ltd). Andy was also a managing director within BT Group.

Mike O'Leary

Non-executive Chairman

Mike was appointed to the Board of EMIS Group in March 2011. His public company main board experience dates back to 1987. He has served AIM listed, FTSE 250 and FTSE 100 companies during that time in a variety of markets, mostly with a technology focus. He has extensive experience of running global operations and a strong background in the IT industry, as well as intimate association with the UK and international healthcare sectors. Mike has managed a healthcare division in the US which supplied software and services to over 70,000 primary care physicians. He also has experience of enterprise acute care and departmental solutions in the healthcare sector. Mike is currently a non-executive director of Epwin Group plc. Mike's previous roles have included joint chief operating officer of Misys plc, chief executive of healthcare and insurance divisions of Misys plc, chairman of ACT Medisys, chief executive of Huon Corporation, chief executive of Marlborough Stirling plc, chairman of Digital Healthcare Ltd and non-executive director of Headlam Group plc.

Peter Southby

Chief Financial Officer

Peter joined EMIS Group in October 2012 and has over 20 years of experience in finance, mainly in a public company environment, including 10 years at board level. He has led numerous corporate transactions including fundraising and acquisitions. His experience has given him an in-depth knowledge of strategy across multiple industry sectors with a particular focus on support services. Peter also has lead responsibility for a number of group functions. Peter was formerly finance director at ENER-G plc and Augean plc, and held senior financial positions at White Young Green plc and at Leeds United plc. He started his career with Arthur Andersen whilst studying at Oxford University. Peter is a Fellow of the Institute of Chartered Accountants in England and Wales.

Robin Taylor

Senior Independent Non-executive Director

Robin joined EMIS Group as the Senior Independent Non-executive Director and chair of the audit committee in March 2010 and brings many years' experience as a plc director. Robin held a variety of financial and general management roles in both Europe and North America. He has experience of financial reporting, financing, transactions and risk management. Robin's previous roles include chief financial officer of Intec Telecom Systems plc, chief financial officer of ITNET plc, chief financial officer of JBA Holdings plc, non-executive director of Phoenix IT Group plc and non-executive director of Fusionex International plc. Robin is a member of the Institute of Chartered Accountants in Scotland.

Andy McKeon

Independent Non-executive Director

Andy first joined EMIS Group in February 2013. From April 2015, Andy took an agreed leave of absence and was re-appointed to the Board and as chair of the remuneration committee in September 2015. Andy's extensive knowledge of the NHS and experience in shaping health policy add invaluable expertise to the Board discussions. He is an advocate for change which benefits patients. Andy brings an independent view and is well suited to the chairmanship of the remuneration committee. Andy was formerly interim chief executive of the Nuffield Trust, managing director of health at the Audit Commission, departmental board member at the Department of Health (director general responsible for policy and planning), head of primary care at the Department of Health, deputy chief executive at the Barts and London NHS Trust and adjunct professor of the Institute of Global Health Innovation, Imperial College London. Andy was formerly vice chair at the National Institute for Health and Care Excellence (NICE).

Kevin Boyd**Independent Non-executive Director**

Kevin was appointed to the Board of EMIS Group in May 2014. As a current FTSE 250 group finance director at Spirax-Sarco Engineering plc, Kevin brings real-time financial expertise and software systems knowledge to the Board. Together with his experience of running complex businesses and corporate transactions, the Board considers his financial and investor relations experience to be of particular value to the Board. Kevin was previously group finance director at Oxford Instruments plc and Radstone Technology plc, finance director at Siroyan Ltd and held senior financial positions at TI Group plc. He is a Fellow of the Institute of Chartered Accountants in England and Wales, and a Fellow of the Institution of Engineering and Technology.

David Sides**Independent Non-executive Director**

David joined the Board in January 2017. He is the president, CEO and director of Streamline Health Inc., a Nasdaq-listed company. Prior to joining Streamline Health, David was CEO of iMDSOFT Inc., a provider of clinical information systems and electronic medical records for critical, perioperative and acute care organisations in over 25 countries. David previously worked at Cerner Corporation, serving as the managing director of Cerner UK and Ireland, and later as senior vice president of Worldwide Consulting. He led Cerner's professional services in 24 countries and was accountable for every implementation and all consulting work done by Cerner. He is a Fellow of the American College of Healthcare Executives.

EMIS Group plc

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