

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 3 May 2019 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 8 May 2019 at 10.30am is set out on pages 4 to 8 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

1 April 2019

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

Dear Shareholder

Annual General Meeting (AGM) 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 8 May 2019 at 10.30am. The formal Notice of AGM is set out on pages 4 to 8 of this document.

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 thirteen are proposed as Ordinary Resolutions and resolutions fourteen 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 2018.

Ordinary Resolution Two: Directors' remuneration report

The Directors present to the meeting the Directors' remuneration report for the year ended 31 December 2018, for approval on an advisory basis. This vote is not mandatory but is considered best practice.

Ordinary Resolution Three: Declaration of final dividend

Shareholders are being asked to approve and declare a dividend of 14.2p per Ordinary Share for the year ended 31 December 2018, 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 13 May 2019 to all holders of Ordinary Shares on the register of members of the Company at the close of business on 12 April 2019.

Ordinary Resolutions Four to Nine: 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.

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, Andy Thorburn, Peter Southby, Andy McKeon, Kevin Boyd and David Sides will seek re-election at the AGM. Robin Taylor will not be seeking re-election as he will retire at the end of the AGM on 8 May 2019. Brief biographical details for each Director 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.

Ordinary Resolutions Ten and Eleven: 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.

2. Business to be transacted at the AGM continued

Ordinary Resolution Twelve: 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 29 March 2019 (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 Thirteen: Political donations

Resolution thirteen 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 Fourteen and Fifteen: 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 fourteen, 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 29 March 2019) 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 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 29 March 2019) 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 fourteen.

The total number of Ordinary Shares in issue as at 29 March 2019 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 twelve (above) of this document. These authorities would expire at the conclusion of next year's AGM.

2. Business to be transacted at the AGM continued

Special Resolution Sixteen: Purchases of own shares by the Company

Resolution sixteen 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 29 March 2019 (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.

Special Resolution Seventeen: Amendment of the Company's Articles of Association

Resolution seventeen proposes a change to the Company's existing Articles of Association ("Current Articles") enabling an increase in the limit imposed on Directors' fees from £350,000 to £500,000 giving the Company flexibility for future growth.

A copy of the Current Articles marked to show the changes being proposed by this resolution will be on display at the AGM.

3. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. Whether or not you propose to attend the AGM in person, you are requested to vote by proxy by logging on to www.signalshares.com. Alternatively, you can request a hard copy form of proxy directly from the registrar, Link Asset Services, by emailing shareholderenquiries@linkgroup.co.uk or by telephone 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. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. 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 AGM.

In order for a proxy appointment to be valid, a form of proxy must be completed. In each case the form must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4TU, by 10.30am on 3 May 2019.

Completion 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 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 8 May 2019 at 10.30am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers one to thirteen of which will be proposed as Ordinary Resolutions and numbers fourteen 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 2018 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 2018 on an advisory basis.

3. Ordinary Resolution Three: Final dividend

To approve and declare a final dividend of 14.2p per ordinary share of £0.01 in the capital of the Company in respect of the year ended 31 December 2018 payable on 13 May 2019 to shareholders on the register of members of the Company at the close of business on 12 April 2019.

4. Ordinary Resolution Four: Re-election of Mike O'Leary

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

5. Ordinary Resolution Five: Re-election of Andy Thorburn

To re-elect Andy Thorburn 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 Andy McKeon

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

8. Ordinary Resolution Eight: Re-election of Kevin Boyd

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

9. Ordinary Resolution Nine: Re-election of David Sides

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

10. Ordinary Resolution Ten: 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.

11. Ordinary Resolution Eleven: Directors' authority to fix auditor's remuneration

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

12. Ordinary Resolution Twelve: 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 twelve.

Notice of Annual General Meeting

continued

Ordinary Resolutions continued

13. Ordinary Resolution Thirteen: 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 thirteen, “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

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

That, subject to the passing of resolution twelve (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 twelve (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 AGM).

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.

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

That, subject to the passing of resolution twelve (above), the Directors be and are given the general power in addition to any authority granted under resolution fourteen (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 twelve (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 AGM); 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 AGM.

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.

Special Resolutions continued

16. Special Resolution Sixteen: 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) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

17. Special Resolution Seventeen: Amendment of the Company's Articles of Association

That the Company's existing Articles of Association ("Current Articles") be amended in the form produced to the meeting as initialled by the Chairman of the meeting and such form, as initialled, be adopted as the new Articles of Association of the Company in substitution for the Current Articles.

By order of the Board



Christine Benson
Company Secretary
1 April 2019

Registered Office
Rawdon House
Green Lane
Yeadon
Leeds
LS19 7BY

Notice of Annual General Meeting

continued

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 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.
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.
3. You can vote either:
 - by logging on to www.signalshares.com and follow the instructions;
 - by requesting a hard copy form of proxy directly from the registrar, Link Asset Services, by emailing shareholderenquiries@linkgroup.co.uk or by telephone 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. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures below.
4. To be valid, the form of proxy must be received by Link Asset Services no later than 10.30am on 3 May 2019.
5. 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.
6. 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.
7. 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 3 May 2019. 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.
8. 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.
9. 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.

Notes continued

10. 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 3 May 2019 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.
11. As at 29 March 2019 (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 29 March 2019 are 63,311,396.
12. 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 re-election

Mike O'Leary

Non-executive Chairman

Mike was appointed to the Board of EMIS Group in March 2011.

Skills and experience:

- Over 30 years' main board experience serving on AIM listed, FTSE 250 and FTSE 100 companies
- Experience of running global operations in varied business environments with focus on the technology sector
- In-depth knowledge and understanding of UK and international healthcare sectors

Current external commitments:

Non-executive director, Epwin Group plc.

Previous roles:

Main board director and 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, non-executive director and chair of remuneration of Headlam Group plc, non-executive director and chair of remuneration committee at Psion Group plc, non-executive director and chair of remuneration committee at Stroud & Swindon Building Society, non-executive director and senior independent director at Hephire Group and chief executive officer of West Bromwich Albion Group PLC.

Andy Thorburn

Chief Executive Officer

Andy joined EMIS Group in May 2017.

Skills and experience:

- Over 17 years' experience in the software industry in the UK and internationally
- Ability to drive significant growth in revenues and profitability for companies through organic growth as well as mergers and acquisitions
- Track record in software and communications industries
- Considerable experience in senior management and executive positions

Previous roles:

Group chief operating officer of Digicel Group, chief executive officer of Digicel Caribbean and Central America, chief executive officer of Digicel Jamaica, chief executive officer/president roles at Intec Telecom Systems plc, Chronicle Solutions Ltd and a number of Benchmark Capital Portfolio companies (including Kalido Inc. and Orchestria Ltd) and a managing director within BT Group.

Peter Southby

Chief Financial Officer

Peter joined EMIS Group in October 2012.

Skills and experience:

- Over 20 years' experience in finance, mainly in a public company environment, with over half of this at board level
- Proven ability in corporate transactions, including fundraising and acquisitions
- Detailed knowledge of strategy across multiple industry sectors, with a focus on support services
- Institute of Chartered Accountants in England and Wales (Fellow)

Previous roles:

Finance director at ENER-G plc and Augean plc, senior financial positions at White Young Green plc and Leeds United plc and trained with Arthur Andersen as audit manager.

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.

Skills and experience:

- Profound knowledge of the NHS and extensive experience in shaping health policy
- Extensive knowledge of European and American healthcare
- Advocate for change which benefits patients
- Broadly based NED experience across the private and public sectors
- Over 20 years' senior and board level management experience in major organisations

Current external commitments:

Chairman, The Nuffield Trust.

Previous roles:

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, adjunct professor of the Institute of Global Health Innovation, Imperial College London and 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.

Skills and experience:

- Considerable senior management and listed company experience
- Real-time financial experience and software systems knowledge
- Experience of running complex business and corporate transactions
- Institute of Chartered Accountants in England and Wales (Fellow)
- Institution of Engineering and Technology (Fellow)

Current external commitments:

Group finance director at Spirax-Sarco Engineering plc.

Previous roles:

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.

David Sides

Independent Non-executive Director

David joined the Board in January 2017.

Skills and experience:

- Strong commercial and financial skills
- Deep knowledge of the healthcare technology sector
- Well-developed leadership and global team management skills
- In-depth knowledge and understanding of UK and international healthcare sectors
- American College of Healthcare Executives (Fellow)

Current external commitments:

President and chief executive officer of Streamline Health Inc.

Previous roles:

Chief executive officer of IMDSOFT Inc., managing director of Cerner UK and Ireland, senior vice president of Worldwide Consulting and senior vice president of Cerner.

EMIS Group plc

Registered Office
Rawdon House
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Leeds LS19 7BY

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www.emisgroupplc.com