

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred all of your shares in Petards Group plc, please forward this document, together with the accompanying documents, as soon as possible either 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.

Petards Group plc

NOTICE OF ANNUAL GENERAL MEETING

**(incorporated and registered in England under the Companies Act 2006 with
registered number 02990100)**

To be held at

Parallel House, 32 London Road, Guildford, Surrey GU1 2AB

on Thursday 23 July 2020

In the lead up to the Annual General Meeting, the Company has been closely monitoring the impact of the COVID-19 virus in the United Kingdom.

Currently, members are strongly advised not to attend the AGM as a result of the COVID-19 pandemic and the measures put in place to limit the spread of COVID-19. Members who do seek to attend the AGM will not be admitted to the meeting. Although this is an unusual step, the Company will be minimising contact between members and the Board. The Company is planning to conduct the meeting with the minimum necessary quorum of two members present in person or by proxy, being the Chairman and one other director.

Each member will only be able to vote by returning the form of proxy that they received with this document. Accordingly, each member is asked to vote their shares by appointing the Chairman of the Company as their proxy. A form of proxy for use at the AGM is only valid if it is completed and returned to the Registrar at Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or sent via e-mail to voting@shareregistrars.uk.com as soon as possible but in any event to be received not later than 11:00 a.m. on 21 July 2020.

The Company is utilising provisions in its articles of association and certain associated discretionary powers for the orderly conduct of meetings, to facilitate the holding of the meeting on an electronic platform. The platform will allow members to submit questions on the resolutions and the business of the meeting only via webcast in real-time during the course of the meeting. Each member will need to enter their Unique ID and individual PIN, found on the final page of the form of proxy, to enter into the meeting and ask questions. Further details on how to join the meeting virtually and submit questions in advance or during the meeting can be found in the Notes to the Notice of AGM below.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of Petards Group plc (the "Company") will be held at Parallel House, 32 London Road, Guildford, Surrey GU1 2AB on Thursday 23 July 2020 at 11:00 a.m. for the following purposes:

Ordinary Business

1. To receive and consider the audited accounts of the Company for the year ended 31 December 2019 together with the directors' report and the auditor's report.
2. To re-elect Osman Abdullah as a director of the Company.
3. To re-elect Terry Connolly as a director of the Company.
4. To re-appoint BDO LLP as auditor to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the accounts are laid before the Company.
5. Subject to resolution 4 being approved, to authorise the directors to fix the auditor's remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution number 6 shall be passed as an ordinary resolution and resolution numbers 7 and 8 shall be passed as special resolutions:

6. That, in substitution for all existing authorities, to the extent unused, and pursuant to section 551 of the Companies Act 2006 (the "Act") the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £189,843 (being approximately 33% of the present issued ordinary share capital of the Company) provided that this authority shall, unless renewed, varied or revoked, expire on the conclusion of the Annual General Meeting of the Company to be held in 2021, save that the directors be and they are hereby entitled, as contemplated by section 551(7) of the Act, to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
7. That, subject to and conditional on resolution 6 above being duly passed, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) in the capital of the Company for cash pursuant to the authority conferred by resolution 6 above as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (A) in connection with an offer of such securities by way of rights, or other pre-emptive offer, to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any relevant territory, or the requirements of any regulatory body or stock exchange; and
 - (B) otherwise than pursuant to (A) above up to a maximum aggregate nominal amount of £86,292 (being approximately 15% of the present issued ordinary share capital of the Company):

provided that such power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2021, save that the Company may make an offer or agreement prior to such expiry which would or might require equity securities to be allotted after the expiry of such power, and the directors may allot equity securities in pursuance of that offer or agreement as if such power had not expired.

8. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 1p each of the Company provided that:
- (A) the maximum number of ordinary shares authorised to be purchased is 5,752,822 (representing 10 per cent of the Company's issued ordinary share capital as at 25 June 2020);
 - (B) the minimum price which may be paid for an ordinary share is 1 pence (exclusive of expenses);
 - (C) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 5 per cent above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange for the 5 business days immediately preceding the date on which the ordinary share is contracted to be purchased;
 - (D) unless previously received, varied, or revoked, the authority hereby conferred shall expire at the conclusion of the Company's Annual General Meeting to be held in 2021; and
 - (E) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract.

BY ORDER OF THE BOARD

James Murray

Company Secretary

25 June 2020

Registered Office: Parallel House
32 London Road
Guildford
Surrey
GU1 2AB

Company Number: 02990100

Notes:

These notes need to be considered subject to the UK Government's measures that are currently in force to limit the spread of COVID-19.

1. Pursuant to Part 13 of the Act and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those members registered in the register of members of the Company at 11:00 a.m. on the date falling 2 business days before the date of the AGM or if the AGM is adjourned, 48 hours before the date fixed for the adjourned AGM (excluding non-business days) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. However, in light of the COVID-19 pandemic, members and their proxies will not be allowed to attend the meeting.
2. A member is ordinarily entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. However, members are urged to appoint the Chairman of the AGM as his or her proxy in light of the COVID-19 virus, as members and any other proxy, besides the Chairman, will not be allowed to attend the meeting in person.
3. A form of proxy accompanies this document. The notes to the proxy form include instructions on how to appoint the Chairman of the AGM as a proxy, and should be followed carefully.
4. A member will only be able to vote at this AGM by validly returning the proxy form received with this document. The Company is utilising provisions in its articles of association and certain associated discretionary powers for the orderly conduct of meetings, to facilitate the holding of the meeting on an electronic platform. The platform will allow members to submit questions on the resolutions and the business of the meeting only via webcast in real-time during the course of the meeting. The directors will not respond to questions relating to the individual rights of the members or any general matters at the AGM itself.
5. In addition to the arrangements on the day of the AGM, members will be able to submit questions ahead of the AGM via the following link <https://brrmedia.news/petards>. Each member will be asked to enter their Unique Investor ID and individual PIN, which is on their proxy card, to gain access to the questions portal. The questions portal will open on 29 June 2020 and close following the close of the meeting. Only questions in relation to the resolutions or business of the AGM will be considered.
6. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, by no later than 11:00 a.m. on 21 July 2020 or if the AGM is adjourned, 48 hours before the date fixed for the adjourned AGM (excluding non-business days). As an alternative to the post, proxy forms can be sent via e-mail to voting@shareregistrars.uk.com.
7. If a member returns more than one proxy form, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence.
8. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote shall be accepted to the exclusion of the votes of other joint holders.
9. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done by the appointment of a proxy (described in Notes 3 to 7 above).
10. Nominee companies who wish to obtain a Unique ID and individual PIN for their beneficial holders, please contact the Company's Registrars at voting@shareregistrars.uk.com. Please state the name of the beneficial holder, the number of shares they hold and the appropriate designation in the e-mail.

11. 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 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 Share Registrars (**ID 7RA36**) no later than 48 hours, excluding non-business days, before the time fixed for the AGM. 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 Share Registrars is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST System by any particular time. 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.

12. In order to join the meeting at 11:00 a.m. on 23 July 2020, a member must type (or paste) the following web address into their web browser:

<https://brrmedia.news/petards>

Each member will then be asked to enter Unique Investor ID and individual PIN, which is on their proxy card, to gain access to the meeting. This code can be found on the bottom section of their proxy form. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time, each member will be able to hear the Chairman. The Chairman will open the meeting, will formally put the Resolutions to the meeting and advise of the proxy votes received in advance. There will then be a short opportunity, when the webcast text will be open for members to ask additional questions on the resolutions and business of the meeting only. The directors present at the meeting will then answer the questions after the formal business of the meeting has been concluded. Following these questions the meeting will formally close. There will be no presentation by the directors or general question session in order to limit the time spent by directors present at the physical meeting.

13. Each member is advised to contact the Company’s Registrars directly if they are having trouble with their Unique ID or individual PIN and email info@brrmedia.co.uk if they are having trouble with the virtual meeting.