

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in Altitude Group plc, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible for onward transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares you should retain these documents.

The Existing Ordinary Shares are admitted to trading on AIM. Subject to the Resolutions being passed at the General Meeting, application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that admission of the Placing Shares will become effective and that dealings will commence on 19 March 2018.

The issue of the Placing Shares pursuant to the Placing will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 as amended and, accordingly, this document does not constitute a prospectus for these purposes.

The Company and the Directors, whose names appear on page 4 of this document, accept responsibility, both individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Altitude Group plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 05193579)

**Proposed placing of 2,500,000 new Ordinary Shares at a price of
60 pence per share**

and

Notice of General Meeting



Nominated Adviser and Broker

You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 8 to 12 (inclusive) of this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.

This document should be read in conjunction with the Notice of General Meeting and Form of Proxy. Notice of a General Meeting of the Company, to be held at the offices of finnCap Ltd, 60 New Broad Street, London EC2M 1JJ at 10.00 a.m. on 16 March 2018, is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the

Resolutions to be proposed at the General Meeting. To be valid the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received as soon as possible but in any event no later than 48 hours (excluding non-working days) before the time fixed for the General Meeting, being 10.00 a.m. on 14 March 2018. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

finnCap Ltd ("**finnCap**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the matters described in this document. Persons receiving this document should note that finnCap will not be responsible to anyone other than the Company for providing the protections afforded to customers of finnCap or for advising any other person on the arrangements described in this document. finnCap has not authorised the contents of, or any part of this document and no liability whatsoever is accepted by finnCap for the accuracy of any information or opinions contained in this document or for the admission of any information. No representation or warranty, express or implied, is made by finnCap as to, and no liability whatsoever is accepted by finnCap in respect of any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States of America, any province or territory of Canada, Australia, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa nor will the Placing Shares qualify for distribution under any of the relevant securities laws of the United States of America, Canada Australia, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States of America, Canada, Australia, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa. Overseas Shareholders and any person (including, without limitation, custodians nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Any failure to comply with these restrictions may constitute a violation of relevant securities laws or regulations of the jurisdictions concerned.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom, to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this document should not distribute or send this document into any jurisdiction when to do so would, or might contravene local securities laws or regulations

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

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FORWARD LOOKING STATEMENTS

All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance, achievements of or dividends paid by, the Group to be materially different from future results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules for Companies.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Peter John Hallett (<i>Executive Chairman</i>) Martin Varley (<i>President & Founder</i>) Shaun Raymond Parker (<i>Chief Operating Officer</i>) Nichole Stella (<i>President of USA Operations</i>) Gellan Watt (<i>Non-Executive Director</i>)
Company website	www.altitudeplc.com
Registered Office	Unit 4 Rhodes Business Park Silburn Way Manchester M24 4NE
Nominated Adviser and Broker	finnCap Ltd 60 New Broad Street London EC2M 1JJ
Solicitors to the Company	DAC Beachcroft LLP 100 Fetter Lane London EC4A 1BN
Solicitors to the Nominated Adviser and Broker	DWF LLP 1 Scott Place 2 Hardman Street Manchester M3 3AA
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA

STATISTICS

Placing Price	60 pence
Number of Placing Shares to be issued pursuant to the Placing	2,500,000
Gross proceeds of the Placing	£1.5 million
Proceeds receivable by the Company, net of expenses	approximately £1.4 million
Number of Ordinary Shares in issue as at the date of this document	50,845,192
Enlarged Issued Share Capital*	53,345,192
Number of Placing Shares as a percentage of the Enlarged Issued Share Capital	4.69 per cent.

EXPECTED TIMETABLE FOR PRINCIPAL EVENTS

	<i>2018</i>
Date of this document	28 February
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 14 March
General Meeting	10.00 a.m. on 16 March
Admission and dealings in the Placing Shares expected to commence on AIM	8.00 a.m. on 19 March
Expected date for CREST stock accounts to be credited for Placing Shares in uncertificated form	19 March
Expected date for despatch of definitive share certificates for Placing Shares to be held in certificated form	Week commencing 26 March

(1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company in consultation with finnCap, in which event details of the new times and dates will be notified to the London Stock Exchange, and where appropriate, Shareholders.

(2) All references in this document to times are to London time unless otherwise stated.

*Assuming no options granted by the Company are exercised.

DEFINITIONS

The following definitions apply in this document unless the context otherwise requires:

"Act"	the Companies Act 2006 (as amended);
"Admission"	admission of the Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules for Companies;
"AIM"	the AIM market operated by the London Stock Exchange;
"AIM Rules for Companies"	the rules of AIM as set out in the publication entitled 'AIM Rules for Companies' published by the London Stock Exchange from time to time;
"certificated" or "in certificated form"	the description of a share or other security which is not in uncertificated form (that is not in CREST);
"Company" or "Altitude"	Altitude Group plc, a company registered in England and Wales with registered number 05193579;
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations);
"CREST Regulations"	the Uncertificated Securities Regulations 2001, as amended;
"Directors" or "Board"	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof, and "Director" means any one of them;
"Enlarged Issued Share Capital"	the issued share capital of the Company immediately following Admission, assuming all of the Placing Shares are allotted and issued;
"Existing Ordinary Shares" or "Existing Share Capital"	the 50,845,192 Ordinary Shares in issue as at the Last Practicable Date;
"finnCap"	finnCap Ltd, a company registered in England and Wales with registered number 06198898;
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the General Meeting;
"General Meeting"	the general meeting (or any adjournment thereof) of the Shareholders of the Company to be convened for 16 March 2018 pursuant to the Notice of General Meeting set out at the end of this document;
"Group"	the Company and its subsidiaries as at the date of this document;
"Last Practicable Date"	27 February 2018, being the latest practicable date prior to publication of this document;
"London Stock Exchange"	London Stock Exchange plc;

“NAPCO”	North American Publishing Company, Inc. d/b/a NAPCO Media;
“Notice of General Meeting”	the notice convening the General Meeting as set out at the end of this document;
“Ordinary Shares”	ordinary shares of 0.4 pence each in the capital of the Company;
“Placees”	persons who have conditionally agreed to subscribe for Placing Shares;
“Placing”	the conditional placing of the Placing Shares by finnCap, as agent on behalf of the Company, with the Placees pursuant to the terms of the Placing Agreement, further details of which are set out in this document;
“Placing Agreement”	the conditional agreement dated 28 February 2018 between the Company and finnCap in relation to the Placing, further details of which are set out in this document;
“Placing Price”	60 pence;
“Placing Shares”	the 2,500,000 new Ordinary Shares to be allotted and issued pursuant to the Placing;
“Resolutions”	the resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting;
“Shareholders”	holders of Existing Ordinary Shares and “Shareholder” shall be construed accordingly;
“UK” or “United Kingdom”	the United Kingdom of England, Scotland, Wales and Northern Ireland;
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia; and
“uncertificated” or “in uncertificated form”	recorded on a register of securities maintained by Euroclear UK & Ireland Limited in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST.

All quoted share prices contained in this document have been rounded to two decimal places.

LETTER FROM THE CHAIRMAN

Altitude Group plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 05193579)

Directors:

Peter John Hallett (*Executive Chairman*)
Martin Varley (*President & Founder*)
Shaun Raymond Parker (*Chief Operating Officer*)
Nichole Stella (*President of USA Operations*)
Gellan Watt (*Non-Executive Director*)

Registered Office:

Unit 4 Rhodes Business Park
Silburn Way
Manchester
M24 4NE

To Shareholders and, for information only, the holders of options to subscribe for Ordinary Shares

28 February 2018

Dear Shareholder,

Proposed placing of 2,500,000 new Ordinary Shares at a price of 60 pence per share

and

Notice of General Meeting

1. INTRODUCTION

The Company today announced the Placing of up to 2,500,000 new Ordinary Shares to raise up to £1.5 million at a price of 60 pence per Ordinary Share.

The Placing is subject to approval of the Resolutions to grant the Directors authorities to allot and to dis-apply pre-emption rights in relation to the allotment and issue of the Placing Shares at the General Meeting which is being convened for 16 March 2018.

Completion of the Placing and Admission is expected to occur on 19 March 2018.

The purpose of this document is to provide you with information about the background to and the reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they and their immediate families and connected persons (within the meaning of section 252 of the Act) intend to do in respect of their aggregate holdings of 12,860,563 Ordinary Shares representing approximately 25.29 per cent. of the Existing Share Capital, notice of which is set out at the end of this document.

2. BACKGROUND TO AND REASONS FOR THE PLACING

By combining the Company's e-commerce trading solution (Channl) with their existing CRM and order management system Altitude has developed a platform that enables both offline and online promotional product transactions to be executed. This combined offering, now branded as ChannlPro, can be white labelled to any specific solution and enables Altitude to generate revenue through charging transactions fees on purchase orders processed on the platform. The first ChannlPro solution was launched in November 2017 to meet the requirements of the members of AiM, a buying group consisting of 1,579 members with aggregate revenue of approximately US\$1.4 billion, and was branded as AiMPro. Today the Company has announced the signing of a second similar partnership with NAPCO and is developing a white label ChannlPro solution that will meet their requirements.

The proceeds of the Placing announced today will primarily be used to accelerate the roll-out of AiMpro to AiM members, and also develop the new ChannlPro solution for NAPCO. In addition to this, the balance of proceeds will be used to continue the commercial development of Altitude's complimentary online aggregating marketplace, andeverything.com, ahead of its proposed launch in the US during Q2 of 2018.

3. AIMPRO UPDATE

AiMpro is Altitude's first white labelled ChannlPro partnership solution. ChannlPro combines Channl's e-commerce trading solutions with Altitude's existing CRM and order management system, to allow both online and offline transactions to be executed. It is provided free of charge and exclusively to AiM members, as a benefit arising from their membership of AiM. AiMpro is also actively endorsed and promoted by AiM to its members.

Altitude can then potentially monetise revenue ("**Gross Transactional Revenue**" or "**GTR**") from all purchase orders processed on AiMpro from transaction fees levied on the suppliers of product to AiM members. GTR generation is therefore dependent on AiM members processing sales and purchase orders on AiMpro, and the agreement of suppliers to the payment of transaction fees to Altitude in respect of those purchase orders.

Further to the announcement made by the Company on 29 January 2018, a further 64 AiM members have been on-boarded to the AiMpro platform bringing the total number of on-boarded members to 71. In addition to this a further 37 AiM members are currently being on-boarded with an additional 64 currently at the demo stage. On-boarded status means that the AiM member has agreed to use the AiMpro platform, and the Company anticipate that as a result the AiM member will process its sales and purchase orders through it. Altitude will encourage, monitor and manage AiMpro usage by on-boarded members.

Of equivalent importance to the growth in on-boarded and transacting members is the growth in the number of AiM preferred suppliers who have agreed transaction fee terms with Altitude in order for them to be included as a supplier on AiMpro. In total 28 of the top 50 AiM preferred suppliers have agreed terms for inclusion on AiMpro and the Company anticipate the majority of the approximately 200 preferred AiM suppliers to have agreed terms by the end of 2018.

The AiM buying group currently comprises 1,579 members with an aggregate revenue of approximately US\$1.4bn of sales order value.

As a simple illustration of the scale of GTR potentially available to Altitude, based on the terms agreed with the AiM preferred suppliers signed to date and on the assumption that, in due course, 90 per cent. of existing AiM members are transacting their purchase orders through AiMPro, then GTR on a sliding scale between US\$38 million (100% of transactions offline) and US\$103 million (100% of transactions online) could be generated.

The speed of securing consistently transacting members and on-boarded, transaction fee paying preferred AiM suppliers is critical for Altitude to realise this potential.

4. NAPCO MEDIA – SECOND CHANNLPRO PARTNERSHIP

The Company also today announced that it has signed a new two year partnership agreement with the printing, packaging and publishing division of NAPCO, a leading and large North American digital media, marketing and publishing company. Under the terms of the partnership agreement Altitude will provide a 'white labelled' ChannlPro platform to NAPCO that will mirror the AiMpro product.

The NAPCO partnership will provide Altitude with access to approximately 80,000 commercial print businesses of which approximately 12,500 are already active in the promotional product market. The white labelled ChannlPro platform will provide these businesses with easy access to the promotional

product industry and as they start to transact on the platform Altitude will generate GTR based on the same revenue model that was used for AiMpro.

Altitude is now engaged in developing the white label ChannlPro platform for NAPCO and, once it is launched, the NAPCO offering will be able to leverage the same supplier database already partnering with Altitude on AiMpro.

5. ANEVERYTHING.COM UPDATE

As previously announced, Altitude soft launched "andeverything.com" its online aggregating market place for personalised promotional products in the UK in December 2017. The intention is for andeverything.com to be launched in the US during 2018 following the completion of further commercial development work being undertaken to enhance and refine the offering based on intelligence gained the soft launch in the UK. Once launched in the US andeverything.com will be complementary to Altitude's ChannlPro platforms and will be offered as a potential source of new business to all platform members.

Revenue from andeverything.com will be derived from a 12% commission payable by the distributor or ChannlPro member and will be additive to the GTR received if the order is placed on a Channl or ChannlPro supplier.

andeverything.com's internet presence will be supported by search engine optimisation investment. Currently andeverything.com is at minimum viable product ("MVP") status and the UK soft launch is being used as a beta test to hone the user experience and design to achieve a fully commercial product ahead of US launch in Q2 of 2018. Six weeks of test data in the UK have shown that the website has received 2,889 homepage visits with 279 carts initiated and a 1% cart conversion rate. There are currently 25 distributors listed or being on-boarded to the platform listing over 1,000 products in aggregate.

6. DETAILS OF THE PLACING

The Company is proposing to raise up to £1.5 million (before expenses) through the issue of the Placing Shares at the Placing Price. The Placing Price represents a discount of approximately 13.67 per cent. to the closing mid-market price of 69.5 pence per Ordinary Share on 27 February 2018, being the Last Practicable Date. The Placing Shares will represent approximately 4.69 per cent. of the Enlarged Share Capital.

finnCap has entered into the Placing Agreement with the Company whereby finnCap has agreed, as agent for and on behalf of the Company, to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price conditionally upon, inter alia:

- 6.1 the Placing Agreement becoming unconditional and not being terminated by finnCap in accordance with its terms; and
- 6.2 Admission of the Placing Shares becoming effective by not later than 8.00 a.m. on 19 March 2018 (or such later time and/or date as finnCap and the Company may agree, but not later than 8.00 a.m. on 3 April 2018).

finnCap may in its absolute discretion waive the conditions referred to above, other than that relating to Admission.

Under the Placing Agreement, certain warranties have been given by the Company to finnCap concerning, inter alia, the accuracy of this document and the presentation to potential investors (together, the "**Placing Documents**"), the affairs of the Company and certain taxation and other matters, and certain indemnities have been given by the Company in relation to finnCap's involvement in the Placing and Admission.

The Placing Agreement will be capable of being terminated by finnCap at its absolute discretion at any time before Admission if, inter alia, (i) any statement in the Placing Documents has become untrue, inaccurate, incomplete in any material respect or misleading or matters have arisen which would, if the Placing Documents were issued at that time, constitute an omission from them; or (ii) any warranty in the Placing Agreement would, if repeated at Admission, be untrue, inaccurate or misleading in any respect; or (iii) there have occurred certain force majeure events which in the reasonable opinion of finnCap has or will or is likely to have an adverse effect on the financial or trading position or the business or prospects of the Company and its subsidiaries which is material in the context of the Group as a whole or which renders the Placing impracticable.

For the avoidance of doubt, finnCap is not underwriting the Placing.

7. USE OF PROCEEDS

The proceeds from the Placing will be used to:

- Accelerate the roll out of AiMpro by expanding the US and UK workforce to increase on-boarding, monitoring and customer support and service processing capacity of both members and suppliers.
- Commence the roll out of the new ChannlPro solution to NAPCO – complete the ‘white label’ customisation for NAPCO and then commence the on-boarding, monitoring and customer support and service of members and suppliers throughout 2018.
- Continue the commercial development of andeverything.com.

8. SETTLEMENT AND DEALINGS

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will occur at 8.00 a.m. on 19 March 2018.

The Placing Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Existing Ordinary Shares on or after Admission. Following the issue of the Placing Shares, the total number of issued Ordinary Shares in the Company will be 53,345,192.

9. GENERAL MEETING

The Directors do not currently have sufficient authority to allot the Placing Shares. Accordingly, the Directors are seeking the approval of Shareholders at the General Meeting to allot the Placing Shares. You will find set out at the end of this document a Notice of General Meeting to be held at the offices of finnCap Ltd, 60 New Broad Street, London EC2M 1JJ on 16 March 2018 at 10.00 a.m. at which the Resolutions will be proposed.

The Resolutions to be passed at the General Meeting are as follows:

(1) Allotment of Ordinary Shares

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the Placing Shares in connection with the Placing and otherwise to allot relevant securities up to an aggregate nominal amount of £71,126.92 (representing approximately one third of the Enlarged Issued Share Capital) provided that such authority shall expire on the date being fifteen months from the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company.

(2) Dis-application of pre-emption rights

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, dis-applies Shareholders’ statutory pre-emption rights (which require a

company to offer new shares for cash first to existing shareholders in proportion to their holdings) in relation to the allotment of the Placing Shares and grants further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £21,338.08 (representing approximately 10 per cent. of the Enlarged Issued Share Capital) provided that such authority shall expire on the date being fifteen months from the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company.

The majority required to pass resolution 2 above is not less than 75 per cent. of the votes cast. Resolution 1 above requires a simple majority.

Shareholders should read the Notice of General Meeting at the end of this document for the full text of the Resolutions and for further details about the General Meeting.

The Resolutions will, if passed, replace the existing authorities granted to the Directors at the annual general meeting on 12 July 2017.

The attention of Shareholders is also drawn to the voting intentions of the Directors and connected parties as set out in the paragraph entitled "Recommendation" below.

10. ACTION TO BE TAKEN

Set out at the end of this document you will find a notice convening a General Meeting to be held at the offices of finnCap Ltd, 60 New Broad Street, London EC2M 1JJ at 10.00 a.m. on 16 March 2018 to consider and, if thought fit, approve the Resolutions.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not later than 48 hours (excluding non-working days) before the General Meeting is scheduled to begin. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

11. RECOMMENDATION

The Directors consider that the Resolutions are in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they and their immediate families and connected persons (within the meaning of section 252 of the Act) intend to do in respect of their aggregate holdings of 12,860,563 Ordinary Shares representing approximately 25.29 per cent. of the Existing Share Capital.

Yours faithfully,

Peter Hallett
Executive Chairman

Altitude Group plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 05193579)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting of Altitude Group plc (the "**Company**") will be held at the offices of finnCap Ltd, 60 New Broad Street, London EC2M 1JJ at 10.00 a.m. on 16 March 2018 to consider and, if thought fit, to pass the following resolutions which in the case of resolution 1 will be proposed as an ordinary resolution and in the case of resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. **THAT**, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors of the Company (the "**Directors**") be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of:
 - 1.1 £10,000.00 in connection with the proposed placing (the "**Placing**") as described in the circular dated 28 February 2018 which accompanied the notice of general meeting (the "**Circular**") but for no other purpose;
 - 1.2 £71,126.92 (in addition to the authorities conferred in sub-paragraph 1.1 above) representing approximately one third of the Company's enlarged issued ordinary share capital following completion of the Placing,

provided that this authority shall, unless previously revoked, varied or extended, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, conditional on the passing of resolution 1, the Directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 1 above and/or by way of a sale of treasury shares for cash (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that:
 - 2.1 the power conferred by this resolution shall be limited to:
 - 2.1.1 the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
 - 2.1.1.1 in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and

2.1.1.2 to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever;

2.1.2 in the case of the authority granted under resolution 1:

2.1.2.1 the allotment (otherwise than pursuant to sub-paragraph 2.1.1 above) of equity securities in connection with the Placing;

2.1.2.2 the allotment (otherwise than pursuant to sub-paragraphs 2.1.1 and 2.1.2.1 above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £21,338.08 (representing approximately 10 per cent. of the Company's issued ordinary share capital); and

unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

Registered Office:

Unit 4 Rhodes Business Park
Silburn Way
Manchester
M24 4NE

By order of the Board:

Peter J Hallett
Executive Chairman

28 February 2018

Explanatory Notes:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - 6.00 p.m. on 14 March 2018; or,
 - if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak 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.
3. 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. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

Appointment of proxy using hard copy proxy form

5. 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, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; and
 - received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 10.00 a.m. on 14 March 2018.
6. 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 an attorney for the company.
7. 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.

Appointment of proxy by joint members

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times 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.
10. 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, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
11. 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.

Termination of proxy appointment

12. 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, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
13. 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.
14. 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.
15. The revocation notice must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 10.00 a.m. on 14 March 2018.
16. 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.
17. 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.

Submission of proxy electronically

18. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using 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 should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service 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, regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. 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. After this time,

any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider take) 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.

Corporate representative

19. A corporation which is a shareholder 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.

