

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 sold or transferred all of your shares in Progility 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.

PROGILITY PLC

(incorporated in England and Wales with registered number 0352870)

Directors:
Wayne Bos (Executive Chairman)
John Caterer (Non-executive director)
Michael Higgins (Non- executive director)

Registered Office:
7th Floor
95 Aldwych
London
WC2B 4JF

20 October 2016

Dear Shareholder

Annual General Meeting

Please find attached formal notice inviting you to our Annual General Meeting for 2016 to be held at the Company's registered office at 10am on 15 November 2016 at 7th Floor, 95 Aldwych, London, WC2B 4JF.

The primary business of the meeting is to receive the accounts for the twelve month period ended 30 June 2016. These results were announced to the market on 7th October 2016 and are available to view on our website at www.progility.com

In accordance with corporate governance best practice the meeting will also receive the director's remuneration Report as a separate resolution.

Also in accordance with our articles of association, John Caterer will stand for re-election to the Board at the AGM.

We will also consider the re-appointment of KPMG as our auditors.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Wayne Bos
Executive Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“the Meeting”) of Progility plc (“the Company”) will be held at the offices of the Company, 7th Floor, 95 Aldwych, London, WC2B 4JF 15 November 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 4 will be proposed as ordinary resolutions:

Ordinary Business

1. To adopt the accounts for the twelve month period ended 30 June 2016, together with the Reports of the Directors and Auditor.
2. To receive the Directors’ Remuneration Report.
3. To re-elect John Caterer as a Director of the Company.
4. To re-appoint KPMG LLP as Auditor to the Company and to authorize the Directors to determine their remuneration.

Registered Office:
7th Floor
95 Aldwych,
London
WC2B 4JF

By Order of the Board

Wayne Bos
Executive Chairman
20 October 2016

Notice of Annual General Meeting (continued)

NOTES

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
6pm on 11 November 2016; or
if this Meeting is adjourned, at 6pm on the day two days prior to the adjourned meeting,
shall be entitled to attend and vote at the Meeting.

Attending in person

2. If you wish to attend the Meeting in person, please arrive at the Company's office at least fifteen minutes before the commencement of the Meeting to allow time to pass through security and register your attendance.

Appointment of proxies

3. 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.
4. 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.
5. 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 any one share.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If [you either select the "Discretionary" option or if] no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

7. 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 Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham BR3 4TU; and

received by Capita Asset Services no later than 10.00 am on 11 November 2016.

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.

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 proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://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.

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 Capita Asset Services (ID RA 10) by no later than 10.00 am on 11 November 2016. 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 Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

9. 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

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services on 0871 664 0300.

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 appointments

11. In order to revoke a proxy instruction, you will need to inform Capita Asset Services by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services no later than 10.00 am on 11 November 2016.

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

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

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.

Issued shares and total voting rights

13. As at 5.00 pm on 19 October 2016, the Company's issued share capital comprised 199,666,880 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 pm on 20 October 2016 is 199,666,880.

Documents on display

14. The following documents will be available for inspection at the registered office of the Company, 7th Floor, 95 Aldwych, London, WC2B 4JF, during normal business hours and at the place of the meeting from at least 15 minutes prior to the Meeting until the end of the Meeting:

Copies of the service contracts of executive directors of the Company.

Copies of the letters of appointment of the non-executive directors of the Company.

Questions at the meeting

15. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

-Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.

-The answer has already been given on a website in the form of an answer to a question.

-It is undesirable in the interests of the Company or the good order of the meeting that the question be answered

Communication

16. Except as provided above, members who have general queries about the Meeting should contact Capita Asset Services on 0871 664 0300 (calls cost 12p per minute plus network extras). No other methods of communication will be accepted.

You may not use any electronic address provided either:

in this notice of annual general meeting; or

any related documents (including the proxy form),

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