



NOTICE OF ANNUAL GENERAL MEETING

In accordance with Rule C17 Notice is hereby given that the Annual General Meeting of The Riverside Group Limited (TRGL) will take place at the Hope Street Hotel, 40 Hope St, Liverpool L1 9DA – at 4:15 pm on Thursday 7 September 2017.

By Order of the Board

Andy Gladwin
Company Secretary
8 August 2017

Registered Office: 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF
Registered Number: 30938R

- 1 APOLOGIES FOR ABSENCE

- 2 MINUTES OF THE ANNUAL GENERAL MEETING HELD ON
8 SEPTEMBER 2016

- 3 TO RECEIVE THE ANNUAL REPORT OF THE ASSOCIATION IN
RESPECT OF THE YEAR ENDED 31 MARCH 2017

- 4 TO APPOINT THE AUDITORS FOR THE ENSUING YEAR

To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

“It is resolved that KPMG LLP be and are hereby appointed auditors of the Association to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Association”.

- 5 ELECTION OF BOARD MEMBERS

In accordance with TRGL Rules, Board Members are appointed for a fixed term (of up to 3 years) starting from the date of the AGM at which they were first elected. Non-executive Board Members, other than co-optees, must now retire and seek re-election at the end of each term of service.

In 2015 TRGL Board resolved to adopt the transitional arrangements and dates for Board Member re-elections approved by TRGL's Governance and Remuneration Committee and in accordance with this, there are 3 Board Members due to retire at the 2017 AGM.

- a The following Elected Board Members due to retire in accordance with Rule D13.1 are eligible for re-election for a term from the date of the AGM until the date of the 2020 TRGL AGM:

Jonathan Dale
Sally Trueman

The candidates have offered themselves for re-election, having been proposed and seconded by two members as follows:

<u>Candidate for re-election</u>	<u>Member Proposing</u>	<u>Member Seconding</u>
Jonathan Dale	Sally Trueman	Peter White
Sally Trueman	Susan Jee	Philip Han

- b The following Board Member, is ineligible for re-election under Rule D12 and will therefore retire:

Philip Han

In accordance with Rule D14.3, TRGL's Governance and Remuneration Committee has reviewed the skills, knowledge and experience of TRGL Board Members, and the Board's size and diversity.

A Notice of Proxy is enclosed for your use in the event of your being unable to attend. The completion of the Notice of Proxy does not preclude you from attending and voting in person should you be able to attend. In those circumstances the proxy will be considered null and void.