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If you have sold or transferred all of your shares in Gordon Dadds Group plc, please send this document and the accompanying documents including the Form of Proxy straight away to the purchaser or transferee or to the stockbroker, bank or other agent who arranged the sale or transfer so that they can be sent to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares in Gordon Dadds Group plc, you should keep this document.

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.gordondaddsgroup.com.



GORDON DADDS

GORDON DADDS GROUP PLC

(incorporated in England and Wales with company number 3744673)

Directors:

A J Edwards (Chairman)
A J Biles
D A Furst
S J Howard
C J Yates

Registered Office:

6 Agar Street
London
WC2N 4HN

3 August 2018

To the holders of ordinary shares in Gordon Dadds Group plc

Dear Shareholder,

2018 ANNUAL GENERAL MEETING

I have pleasure in sending you the notice of this year's Annual General Meeting (the "AGM") for shareholders of Gordon Dadds Group plc (the "Company"), which will be held at our offices at 6 Agar Street, London WC2N 4HN on Tuesday, 28 August 2018 commencing at 12 Noon (the "Notice"). The Notice is set out on page 3 of this document.

The business to be considered at the AGM comprises the following resolutions:

RESOLUTION 1 - REPORT AND ACCOUNTS

The reports and financial statements of the Company for the period ended 31 March 2018 ("2018 Report and Accounts") and the auditor's report thereon will be presented to the meeting.

RESOLUTION 2 - DIRECTORS' REMUNERATION REPORT

The Company is not required to obtain shareholder approval of its remuneration policy nor to seek annual approval of the remuneration paid to its directors. However the board believes it is good practise to seek shareholders' views on directors' remuneration by way of an advisory vote and as a means of providing shareholder feedback to the board. The Directors' Remuneration Report can found at pages 28 and 29 of the 2018 Report and Accounts.

RESOLUTION 3 - DIVIDEND

The directors have recommended payment of a final dividend of 4p per ordinary share for the year ended 31 March 2018. Shareholders are asked to declare the dividend in accordance with the Company's articles of association. If declared, the dividend will be paid on 14 September 2018 to holders of ordinary shares on the register at the close of business on 3 August 2018.

RESOLUTION 4 TO 7 - ELECTION OF DIRECTORS

Adrian Biles, Christopher Yates, David Furst and myself were each appointed as a director by the board in August 2017. In accordance with the Company's articles of association we retire at the AGM. Each of us is offering himself for election by the shareholders. Brief descriptions of our backgrounds and roles are set out on pages 25 and 26 of the 2018 Report and Accounts.

RESOLUTIONS 8 AND 9 - APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

At each general meeting at which financial statements are laid before the meeting, the Company is required to appoint an auditor to serve until the next such meeting. Saffery Champness LLP has agreed to continue as auditor of the Company in respect of the year ending 31 March 2019.

A separate resolution is proposed to authorise the directors to determine the remuneration of the Company's auditors.

RESOLUTION 10 - ALLOTMENT OF SHARES

Under the Companies Act 2006, the directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so by shareholders.

Resolution 10, which complies with guidance issued by the Investment Association, will if passed give the directors authority to allot securities or grant rights to subscribe for or convert securities into ordinary shares up to an aggregate nominal value which equates to approximately 33% of the Company's issued ordinary share capital as at 1 August 2018, the last practical date before the publication of the Notice. The directors have no present intention of exercising the authority sought but this resolution would give the directors flexibility to do so if a business opportunity arises which is consistent with the Company's strategic objectives or would otherwise be in the best interests of the Company. The authority will expire at the conclusion of the next annual general meeting of the Company or at the expiry of 15 months following the passing of the resolution whichever is sooner unless previously renewed or revoked.

RESOLUTION 11 - DISAPPLICATION OF PRE-EMPTION RIGHTS

This is a special resolution, which complies with guidance issued by the Investment Association, to renew the general power of the directors to allot equity securities for cash without first offering them to existing shareholders. Although there is currently no intention of using this power, the directors consider that it may be in the Company's interests to be able to issue shares for cash without first offering them to shareholders.

The power sought is in relation to equity securities which in nominal value equate to approximately 5% of the Company's issued ordinary share capital at 1 August 2018, the last practical date before the publication of the Notice. If approved the power will expire upon the expiry of the general authority to allot conferred by resolution 10.

2018 REPORT AND ACCOUNTS

Copies of the 2018 Report and Accounts may be obtained by application to the Company Secretary, Gordon Dadds Group plc at 47 Charles Street, Cardiff CF10 2GD or by email at cosec@gordondadds.com or online at www.gordondaddsgroup.com.

ACTION REQUIRED

The AGM is an important opportunity for all shareholders to express their views by asking questions and voting. Your participation in this annual event is important to us. You will be welcome to ask questions at the meeting. If you would like to submit a question in advance, please write to the Company Secretary, Gordon Dadds Group plc at 47 Charles Street, Cardiff CF10 2GD or email at cosec@gordondadds.com (stating subject matter as "GDG AGM 2018").

We recognise that not all shareholders will be able to attend this year's meeting in person. If you cannot attend the AGM, I would encourage you to still use your vote regardless of the number of shares you hold by appointing a proxy to vote on your behalf.

You can register your proxy appointment and voting instruction electronically or by post, and full instructions as to how to do so are set out in the notes set out at the end of the Notice and in the enclosed Form of Proxy.

RECOMMENDATION

Your Board believes that all of the resolutions set out in the Notice are in the best interests of both the Company and its shareholders as a whole. Your directors will be voting all of the ordinary shares which they hold in favour of all the resolutions and unanimously recommend that you do so as well.

I look forward to meeting you at the AGM.

Yours faithfully

Anthony Edwards
Chairman
Gordon Dadds Group plc

GORDON DADDS GROUP PLC

(Registered in England and Wales with number 3744673)
(the "Company")

NOTICE OF GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting of the Company will be held at 12 noon on Tuesday 28 August 2018 at the offices of Gordon Dadds LLP, 6 Agar Street, London WC2N 4HN, to consider, and if thought fit, pass the following resolutions of which resolutions numbered 1 to 10 will be proposed as ordinary resolutions and resolution numbered 11 will be proposed as special resolution.

ORDINARY RESOLUTIONS

1. To receive the reports and financial statements of the Company for the year ended 31 March 2018 ("2018 Report and Accounts").
2. To approve the Directors' Remuneration Report contained within the 2018 Report and Accounts.
3. To declare a final dividend of 4p per ordinary share in respect of the year ended 31 March 2018.
4. To elect as a director A J Edwards who retires in accordance with the Company's Articles of Association.
5. To elect as a director A J Biles who retires in accordance with the Company's Articles of Association.
6. To elect as a director D A Furst who retires in accordance with the Company's Articles of Association.
7. To elect as a director C J Yates who retires in accordance with the Company's Articles of Association.
8. To appoint Saffery Champness LLP as auditor to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
9. To authorise the directors to agree the remuneration of the auditor.
10. In accordance with the requirements of section 551 of the Companies Act 2006 ("CA 2006"), and in substitution for any existing authority, the directors of the Company be and they are hereby authorised to exercise all powers of the Company to allot shares in the Company and rights to subscribe for or convert any security into shares in the Company ("relevant securities") up to a maximum nominal amount of £95,865.70. This authority shall expire at the conclusion of the next Annual General Meeting of the Company or on the date which is 15 months after the date of passing of this resolution whichever is sooner, unless such authority is renewed varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted or granted after such expiry and the directors of the Company may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTION

11. THAT, subject to Resolution 10 being passed, the directors of the Company be and they are hereby empowered to allot equity securities (within the meaning of section 560 of CA 2006) for cash pursuant to the authority conferred by Resolution 10 as if section 561 of CA 2006 did not apply to such allotment, provided that this power shall be limited to the allotment and issue of equity securities up to a maximum nominal amount of £14,379.98 and shall expire when the authority conferred on the directors of the Company by Resolution 10 expires save that, before such expiry, the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry.

By order of the Board

C J Yates
Director
3 August 2018

Registered office:

6 Agar Street
London
WC2N 4HN

NOTES:

1. To have the right to attend, speak and vote at the meeting or any adjournment thereof (and also for the purpose of calculating how many votes a member may cast), a member must have his/her name on the Company's Register of Members by no later than close of business on Wednesday, 22 August 2018 or, in the case of an adjournment, by no later than close of business on the day which is two working days before the date of the meeting held after any such adjournment.
2. A member who is entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and 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.
3. A form of proxy is enclosed. To be valid the proxy form and any power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by no later than 12 noon on Thursday 23 August 2018. The return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he or she subsequently decide to do so.
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 any one share. To appoint more than one proxy, each different proxy appointment form must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by no later than 12 noon on Thursday 23 August 2018.
5. 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 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.
6. 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).
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the purposes of the meeting and any adjournment(s) thereof by utilising 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using CREST to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited and must contain the information required for such instruction as specified in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment of the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID number 3RA50) by not later than 12 noon on Thursday 23 August 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company'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 proxies appointed through CREST should be communicated to the appointee through other means.
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.
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 (i.e. 12 noon on Thursday 23 August 2018) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.