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PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

27 May 2020

Hyve Group plc
("Hyve" or the "Company")
Result of General Meeting

Hyve announces that at today's General Meeting all Resolutions regarding the proposed Share Consolidation and Rights Issue, as set out in the notice of general meeting contained in the Prospectus, all the Resolutions were duly passed.

The proxy voting figures for the Resolutions are set out below:

Resolution	For		Against		Votes Withheld
	Votes	%	Votes	%	
1. Authority to effect the Share Consolidation	584,092,112	98.88	6,603,070	1.12	49,577
2. Authority to allot New Ordinary Shares	583,039,884	98.87	6,655,298	1.13	49,577

Note:

1. Percentages are expressed as a proportion of the total votes cast.
2. A vote withheld is not a vote in law and is not included in the calculation of the votes "For" or "Against" the Resolutions.
3. Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.

The Record Date for entitlements under the Rights Issue was 6 p.m. on 22 May 2020.

The passing of the Resolutions will enable the Company to proceed with the Share Consolidation and with the Rights Issue to raise, in aggregate, gross proceeds of approximately £126.6 million.

The Rights Issue remains conditional upon, amongst other things, Admission becoming effective by not later than 8.00 a.m. on 28 May 2020 (or such later time and/or date as the Joint Bookrunners and the Company may agree being no later than 11 June 2020).

Provisional Allotment Letters in connection with the Rights Issue are expected to be posted today to Qualifying Non-CREST Shareholders, and Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of the Nil Paid Rights to which they are entitled as soon as practicable after 8.00 a.m. on 28 May 2020.

A copy of the Resolutions passed at the General Meeting will be submitted to the National Storage Mechanism in accordance with Listing Rule 9.6.2 of the FCA Listing Rules, where they will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The proxy voting information will also shortly be available on the Company's website at www.hyve.group

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This announcement is an advertisement and not a prospectus and not an offer of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares for sale in any jurisdiction, including in or into the United States, Australia, Canada, Japan, South Africa, New Zealand and any other jurisdiction where the extension or availability of the Rights Issue (and any other transaction contemplated thereby) would breach any applicable law (each an "Excluded Territory").

Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus to be published by the Company in connection with the Rights Issue.

The Prospectus dated 7 May 2020 is available on the Company's website at www.hyve.group. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

The distribution of this announcement, the Prospectus, any other offering or public material relating to the Rights Issue and/or the Provisional Allotment Letter and/or the transfer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares through CREST or otherwise into a jurisdiction other than the United Kingdom may be restricted by law and therefore persons outside of the United Kingdom into whose possession this

announcement and/or any accompanying documents come should inform themselves about and observe any such restrictions. In particular, subject to certain exceptions, this announcement and the accompanying documents should not be distributed, forwarded to or transmitted in or into the United States or any of the other Excluded Territories.

Recipients of this announcement and/or the Prospectus should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement and/or the Prospectus. This announcement does not constitute a recommendation concerning any investor's options with respect to the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

This announcement is not and does not contain an offer of securities for sale or a solicitation of an offer to purchase or subscribe for securities in the United States or any other Excluded Territory, or any other state or jurisdiction in which such release, publication or distribution would be unlawful. The securities to which this announcement relates (the "**Securities**") have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**"), or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of the Securities in the United States. Subject to certain exceptions, the Securities may not be offered or sold in any other Excluded Territory or to, or for the account or benefit of, any national, resident or citizen of such countries.

Accordingly, subject to certain exceptions, the Rights Issue is not being made in the United States and neither this announcement, the Prospectus nor the Provisional Allotment Letters constitute or will constitute an offer, or an invitation to apply for, or an offer or an invitation to subscribe for or acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in the United States. Subject to certain limited exceptions, Provisional Allotment Letters have not been, and will not be, sent to, and Nil Paid Rights have not been, and will not be, credited to the CREST account of, any Qualifying Shareholder with a registered address in or that is located in the United States.

The information in this announcement may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. This announcement should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to (subject to certain exceptions) the United States and any of the other Excluded Territories.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of these securities (subject to certain exceptions), in Canada. In Canada, no prospectus has been filed with any securities commission or similar regulatory authority in respect of the Securities. No such securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the merits of any proposed offering of the Securities and any representation to the contrary is an offence.

In Canada, the Securities may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or, in Ontario, subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Securities must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Each of Numis, which is authorised and regulated in the United Kingdom by the FCA, and HSBC and Barclays which are authorised by the Prudential Regulation Authority (PRA) and regulated in the United Kingdom by the PRA and FCA, are acting exclusively for the Company and no one else in connection with the Rights Issue and will not regard anyone (whether or not a recipient of this announcement) other than the Company as their respective clients in relation to the Rights Issue and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in connection with the Rights Issue, or any other matter referred to in this announcement.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Joint Bookrunners or their respective affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other information made available to or publicly available to any interested party or its advisers, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, and any liability therefore is expressly disclaimed.

In connection with the proposed Rights Issue, the Joint Bookrunners and any of their affiliates, may in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. Accordingly, references in the Prospectus to the Nil Paid Rights, Fully Paid Rights or New Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by Numis, HSBC and Barclays and any of their affiliates acting in such capacity.

The Joint Bookrunners and any of their affiliates may enter into financing arrangements with investors in connection with which the Joint Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of Ordinary Shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Further to any contractual obligations that may be in place between the Joint Bookrunners, the Joint Bookrunners and their respective affiliates may, in compliance with applicable law or regulation, for a limited period coordinate further sales of New Ordinary Shares following the transaction. Except as required by applicable law or regulation, the Joint Bookrunners and their respective affiliates do not propose to make any public disclosure in relation to such transactions.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares and determining appropriate distribution channels.

Forward-looking statements

Nothing in this announcement is, or should be relied on as, a promise or representation as to the future. Certain information contained in this announcement constitutes "forward-looking statements", which can be identified by the use of terms such as "may", "will", "should", "expect", "anticipate", "project", "estimate",

"intend", "continue," "target" or "believe" (or the negatives thereof) or other variations thereon or comparable terminology. Due to various risks and uncertainties, actual events or results or actual performance of the Company may differ materially from any opinions, forecasts or estimates reflected or contemplated in this announcement. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. Investors should not rely on such forward-looking statements in making their investment decisions. No representation or warranty is made as to the achievement or reasonableness of and no reliance should be placed on such forward-looking statements. The past performance of the Company is not a reliable indication of the future performance of the Company. No statement in this announcement is intended to be nor may it be construed as a profit forecast. Any investment in the Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment. Results can be positively or negatively affected by market conditions beyond the control of the Company or any other person.

Neither the Company, Numis, HSBC, Barclays or their affiliates or their respective representatives are under any obligation to keep current the information contained in this announcement.