

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant, or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in the Company, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Minoan Group Plc

(incorporated in England and Wales and registered with number 3770602)

NOTICE RE-CONVENING THE ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 and 5 of this document and which contains, amongst other matters, your Board's recommendation to vote in favour of the resolution to be proposed at the Meeting.

The Notice re-convening the Annual General Meeting of the Company, which will be held at 10.00 a.m. on 6 August 2020 at St Dunstan's Church Hall, 80 London Road, Canterbury, CT2 8LS, is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed in accordance with the instructions printed thereon and returned so as to be received as soon as possible by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD but in any event not later than 10.00 a.m. on 4 August 2020. Shareholders who have already lodged a form of proxy in relation to the AGM need take no action unless they wish to change their vote. Completion and delivery of a form of proxy will negate any earlier form of proxy.

Please note that under the current restrictions Shareholders will not be able to attend the Meeting in person and no Shareholder who seeks to attend will be admitted to the Meeting. However, arrangements will be made for a quorum to be present as required.

Copies of this document are available until 5 August 2020 on the Company's website www.minoangroup.com.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and receipt by Shareholders	21 July 2020
Latest time and date for receipt of forms of proxy	10.00 a.m. on 4 August 2020
Time and date of Re-convened Annual General Meeting	10.00 a.m. on 6 August 2020

DEFINITIONS

Act	means the Companies Act 2006
Annual General Meeting or AGM	means the annual general meeting of the Company held on 30 April 2020 now re-convened for 10.00 a.m. on 6 August 2020 and any adjournment thereof, notice of which is set out at the end of this document
Board or Directors	means the directors of the Company at the date of this document whose names are set out on page 4 of this document
Group	means the Company and each subsidiary of the Company
Minoan or the Company	means Minoan Group Plc
Notice	means the notice re-convening the Annual General Meeting which is set out on page 6 of this document
Ordinary Shares	means the ordinary shares of 1p each in nominal value in the capital of the Company
Resolution	means the resolution set out in the Notice
Shareholders	means the holders of Ordinary Shares

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(a company incorporated in England and Wales and registered with number 3770602)

Directors

C W Egleton (*Chairman*)
B D Bartman
G D Cook
T R C Hill

3rd Floor, AMP House
Dingwall Road
Croydon
Surrey
CR0 2LX

Registered Office: 30 Crown Place
London
EC2A 4ES

21 July 2020

To all Shareholders and, for information purposes only, to holders of options and warrants to subscribe for Ordinary Shares

Dear Shareholder,

You will be aware that the AGM was adjourned in relation to Resolution 1 - Receiving the Accounts as a consequence of delays to the Company's audited Report and Financial Statements for the year ended 31 October 2019 caused by the Coronavirus situation. The adjournment was until such time as those financial statements were made available to Shareholders. The Company also said that, in order to give Shareholders time to review the financial statements, it was intended to re-convene this element of the AGM not less than 21 clear days after the financial statements were made available to Shareholders. I am writing to you now with details of the re-convening of the Company's AGM, which will be held at 10.00 a.m. on 6 August 2020 at St Dunstan's Church Hall, 80 London Road, Canterbury, CT2 8LS. The formal Notice is set out on page 6 of this document.

The voting on the resolution at the Meeting will be by way of a poll rather than a show of hands. Due to the potential risks of aiding the spread of Coronavirus by Shareholders gathering at the Re-convened Annual General Meeting and the current restrictions on travel and on how the Re-convened Annual General Meeting itself is held and conducted, the Board believes that Shareholders should exercise their rights at the Meeting by voting remotely through appointing a proxy in accordance with the instructions set out in the Form of Proxy rather than attending the Meeting in person. All such votes must be received by 10.00 a.m. on 4 August 2020. Please note that Shareholders who have already lodged a form of proxy in relation to AGM need take no action unless they wish to change their vote. Completion and delivery of a Form of Proxy will negate any earlier form of proxy.

Please note that under the current restrictions Shareholders will not be able to attend the Meeting in person and no Shareholder who seeks to attend will be admitted to the Meeting. However, arrangements will be made for a quorum to be present as required.

If you would like to vote on the Resolution and have not already completed and delivered a form of proxy in relation to the AGM or wish to change how you voted please complete the Form of Proxy sent to you with this document and return it to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible. To be valid the registrars must receive your duly completed Form of Proxy by no later than 10.00 a.m. on 4 August 2020.

Re-Convened AGM

The only business to be conducted at the Re-convened AGM is consideration of the Resolution being an ordinary resolution that the report of the directors and the Report and Financial Statements for the year ended 31 October 2019 together with the report of the auditors be received and considered.

Action to be taken

If Shareholders would like to vote on the Resolution and have not already completed and delivered a form of proxy in relation to the AGM or wish to change how they voted they are requested to complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible and in any event so as to be received by the registrars not later than 10.00 a.m. on 4 August 2020.

Recommendation

The directors consider that the Resolution is in the best interests of the Company and its Shareholders as a whole and they recommend that you vote in favour thereof as the directors intend to do in respect of their own beneficial holdings of 16,776,640 Ordinary Shares representing 3.83 per cent of the current issued ordinary share capital of the Company.

Yours sincerely

Christopher W Egleton

Chairman

Minoan Group Plc

(a company incorporated in England and Wales and registered with number 3770602)

NOTICE OF RE-CONVENING OF THE ANNUAL GENERAL MEETING

Notice is hereby given of the re-convening of the Annual General Meeting of Minoan Group Plc (the “**Company**”) which will be held at 10.00 a.m. on 6 August 2020 at St Dunstan’s Church Hall, 80 London Road, Canterbury, CT2 8LS for the purpose of considering, and if thought fit, passing the following ordinary resolution:

Ordinary Resolution

Resolution 1 That the accounts for the year ended 31 October 2019 together with the reports of the directors and auditors thereon be received and considered.

By order of the Board

W C Cole

Company Secretary

21 July 2020

Notes to Members

1. A member normally entitled to attend, speak and vote at the meeting is requested to appoint one or more proxies to vote instead of him in respect of rights attaching to a different share or shares held by that member. The proxy need not be a member of the Company. Please refer to the notes to the form of proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
2. If you wish to appoint a proxy other than the Chairman of the meeting write the full name of your proxy in the box provided. The change should be initialled.
3. In the absence of instructions, the person you have appointed as your proxy may vote or abstain from voting as he/she thinks fit on the resolution and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
4. To be effective, the enclosed form of proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or notarially certified or authorised copy of such power or authority) and lodged at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible, but in any event so as to be received by the Company's registrars not later 10.00 a.m. on 4 August 2020.
5. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 4 August 2020 shall normally be entitled to vote at the meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to vote at the meeting.
6. The Resolution is proposed as ordinary resolution. This means that for the resolution to be passed, more than half of the votes cast must be in favour of the resolution.