

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the FSMA if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The whole of this Document should be read.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please forward this Document, together with the accompanying Form of Proxy, as soon as possible 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. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors, whose names appear on page 3 of this Document, and the Company accept responsibility, collectively and individually, for the information contained in this Document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The distribution of this Document and any accompanying documents to jurisdictions other than the United Kingdom may be restricted by applicable laws or regulations and this Document does not form part of any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Ordinary Shares in any jurisdiction where such offer, invitation or solicitation is unlawful. Persons in jurisdictions other than the United Kingdom into whose possession this Document and/or any of the accompanying documents comes should inform themselves about and observe such applicable legal or regulatory requirements in such jurisdiction. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction.

This Document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this Document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of the FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of section 21 of the FSMA.

Application will be made for the Second Tranche Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

This Document does not comprise an admission document under the AIM Rules and the London Stock Exchange nor the UK Listing Authority have examined or approved the contents of this Document. This Document does not constitute a recommendation regarding securities of the Company. The AIM Rules are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the Second Tranche Placing Shares to the Official List. The Second Tranche Placing Shares will not be dealt on any other recognised investment exchange and no other such application will be made. Subject to certain conditions being satisfied, including the passing of the Resolutions at the General Meeting, it is anticipated that Admission will become effective and that dealings in the Second Tranche Placing Shares will commence on AIM at 8.00 a.m. on 19 September 2018.

IG Design Group plc

(incorporated and registered in England and Wales under number 01401155)

PROPOSED PLACING OF 3,544,000 NEW ORDINARY SHARES AT 510 PENCE PER SHARE AND NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company set out in pages 9 to 11 of this Document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of IG Design Group plc, to be held at 7 Water End Barns, Eversholt, Bedfordshire MK17 9EA, United Kingdom at 11.00 a.m. on 17 September 2018, is set out at the end of this Document. To be valid the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Link Asset Services, by not later than 11.00 a.m. on 13 September 2018. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. For full details on proxy appointments, see the notes to the Notice of General Meeting and the Form of Proxy.

Centos, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the matters described in this Document

and is not acting for any other persons in relation to the Second Tranche Placing and Admission. Cenkos is acting exclusively for the Company and for no one else in relation to the contents of this Document and persons receiving this Document should note that Cenkos will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos or for advising any other person on the arrangements described in this Document. Cenkos has not authorised the contents of, or any part of, this Document and no liability whatsoever is accepted by Cenkos for the accuracy of any information or opinions contained in this Document or for the omission of any information. The responsibilities of Cenkos as the Company's nominated adviser and broker under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person in respect of his decision to acquire shares in the capital of the Company in reliance on any part of this Document or otherwise.

The Second Tranche Placing Shares to be issued will, following their issue, rank *pari passu* with the Existing Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

The Second Tranche Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, New Zealand, the Republic of Ireland, the Republic of South Africa or Japan, nor has any prospectus in relation to the Second Tranche Placing Shares been lodged with or registered by the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exceptions, the Second Tranche Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into such jurisdictions. Overseas Holders and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this Document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

This Document may contain statements about Design Group that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this Document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", "would", "could", "continue", "potential" or words or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements include matters which are not facts. They appear in a number of places throughout this Document and include (without limitation) statements regarding the Directors' intentions, understanding, beliefs or current expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of Design Group. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules), Design Group does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Design Group or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this Document are based on information available to the Directors at the date of this Document, unless some other time is specified in relation to them, and the posting or receipt of this Document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Shareholders should not construe the contents of this Document as legal, tax or financial advice, and should consult with their own advisers as to the matters described herein.

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DIRECTORS OF THE COMPANY

John Charlton	Chairman
Anders Hedlund	Founder and Deputy Chairman
Paul Fineman	Chief Executive Officer
Giles Willits	Chief Financial Officer
Lance Burn	Executive Director
Elaine Bond	Non-Executive Director
Mark Tentori	Non-Executive Director

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Announcement of the Acquisition and Placing	28 August
Admission and commencement of dealings of the First Tranche Placing Shares	29 August
Dispatch of this Document	29 August
Admission and commencement of dealings of the Consideration Shares	4 September
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 13 September
General Meeting	11.00 a.m. on 17 September
Admission and commencement of dealings of the Second Tranche Placing Shares if the Resolutions are passed	8.00 a.m. on 19 September
The Second Tranche Placing Shares credited to CREST stock accounts if the Resolutions are passed	19 September
Despatch of definitive share certificates for Second Tranche Placing Shares if the Resolutions are passed	week commencing 24 September

Notes:

- (i) References to times in this Document are to London time (unless otherwise stated).
- (ii) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to an RIS.
- (iii) The timing of the events in the above timetable and in the rest of this Document is indicative only.

PLACING STATISTICS

Issue Price per Second Tranche Placing Share under the Placing	510 pence
Number of Existing Ordinary Shares prior to Admission of any of the Placing Shares or Consideration Shares	64,998,394
Number of First Tranche Placing Shares issued by the Company pursuant to the First Placing	6,260,000
Gross proceeds received by the Company from the First Tranche Placing Shares	£31.9 million
Gross value of the Consideration Shares to be issued by the Company	US\$20.0 million
Number of Second Tranche Placing Shares to be offered by the Company pursuant to the Second Tranche Placing	3,544,000
Gross proceeds expected to be received by the Company from the Second Tranche Placing Shares	£18.1 million
Total gross proceeds of the Placing	£50.0 million
Expected net proceeds of the Placing	£48.3 million

DEFINITIONS

The following definitions apply throughout this Document and the accompanying Form of Proxy, unless the context requires otherwise or unless it is otherwise specifically provided:

“Acquisition”	the acquisition by IG Design Group Americas, Inc., a wholly-owned subsidiary of the Company, of 100 percent of the equity interest in Impact Innovations, Inc.
“Admission”	admission of Second Tranche Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules which is expected to occur at 8.00 a.m. on 19 September 2018
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM rules for companies published by London Stock Exchange
“Business Day”	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
“Cenkos”	Cenkos Securities plc (registered number 05210733)
“Company” or “Design Group” or the “Group”	IG Design Group plc (registered number 01401155)
“Consideration Shares”	new Ordinary Shares to be issued to John Dammermann, Chief Executive Officer of Impact Innovations, and persons closely associated with him, at the Placing Price, and with an aggregate value of US\$20.0 million
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CREST Courier and Sorting Services Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since) as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
“CREST sponsor”	a CREST Participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all-CREST personal members)
“Directors” or “Board”	the directors of the Company whose names appear on page 3 of this Document
“Document”	this document which for the avoidance of doubt does not comprise a prospectus (under the Prospectus Rules) or an admission document (under the AIM Rules)
“Enlarged Group”	the Company and its subsidiaries following completion of the Acquisition
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the Ordinary Shares in issue as at 28 August 2018

“First Tranche Placing”	the placing of the First Tranche Placing Shares at the Issue Price pursuant to the First Tranche Placing Agreement
“First Tranche Placing Agreement”	the conditional agreement dated 27 August 2018 and made between Cenkos and the Company in relation to the First Tranche Placing
“First Tranche Placing Shares”	the 6,260,000 new Ordinary Shares issued by the Company at the Issue Price as part of the Placing pursuant to the then existing allotment authority obtained at the 2017 Annual General Meeting of the Company
“Form of Proxy”	the form of proxy accompanying this Document for use at the General Meeting
“FCA”	the Financial Conduct Authority of the UK
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company to be held at 7 Water End Barns, Eversholt, Bedfordshire MK17 9EA on 17 September 2018 at 11.00 a.m., notice of which is set out at the end of this Document
“Impact Innovations”	Impact Innovations, Inc.
“Issue Price”	510 pence per Second Tranche Placing Share
“Listing Rules”	the Listing Rules of the UKLA made in accordance with section 73A(2) of FSMA
“London Stock Exchange”	London Stock Exchange plc
“Official List”	the Official List of the UK Listing Authority
“Ordinary Shares”	ordinary shares of 5 pence each in the capital of the Company
“Overseas Holders”	Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside the UK
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST Participant
“Placing”	the issue and allotment at the Issue Price of the First Tranche Placing Shares, and the proposed issue and allotment at the Issue Price of the Second Tranche Placing Shares as described in this Document
“Placing Shares”	the First Tranche Placing Shares and the Second Tranche Placing Shares, being in aggregate 9,804,000 new Ordinary Shares issued and to be issued by the Company pursuant to the Placing
“Proposed Placing”	the conditional placing of the Second Tranche Placing Shares at the Issue Price pursuant to the Second Tranche Placing Agreement
“Prospectus Rules”	the Prospectus Rules made in accordance with EU Prospectus Directive 2003/71/EC
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the notice of General Meeting at the end of this Document
“RIS”	a regulatory information service as defined by the Listing Rules
“Second Tranche Placing”	that part of the Placing which relates to the Second Tranche Placing Shares and which is conditional on, <i>inter alia</i> , the passing of the Resolutions
“Second Tranche Placing Agreement”	the conditional agreement dated 27 August 2018 and made between Cenkos and the Company in relation to the Second Tranche Placing, further details of which are set out in paragraph 4 of the letter from the Chairman of the Company set out in pages 9 to 11 of this Document

“Second Tranche Placing Shares”	the 3,544,000 new Ordinary Shares to be issued by the Company at the Issue Price, conditional on, <i>inter alia</i> , the passing of the Resolutions
“Shareholders”	holders of Ordinary Shares
“Underlying EBITDA”	non-IFRS measure, defined by Design Group as profit/loss for the period before interest, tax, depreciation, amortisation and adjustments including exceptional items and Long Term Incentive Plan charges
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority” or “UKLA”	the UK Listing Authority, being the FCA acting as competent authority for the purposes of Part IV of FSMA

LETTER FROM THE CHAIRMAN OF IG DESIGN GROUP PLC

(incorporated and registered in England and Wales under number 01401155)

Directors:

John Charlton	Chairman
Anders Hedlund	Founder and Deputy Chairman
Paul Fineman	Chief Executive Officer
Giles Willits	Chief Financial Officer
Lance Burn	Executive Director
Elaine Bond	Non-Executive Director
Mark Tentori	Non-Executive Director

Registered Office:

7 Water End Barns
Eversholt
Bedfordshire
MK17 9EA

29 August 2018

Dear Shareholder

PROPOSED PLACING OF 3,544,000 NEW ORDINARY SHARES AT 510 PENCE PER SHARE AND NOTICE OF GENERAL MEETING

1. Introduction

The Company announced on 28 August 2018 that its wholly-owned subsidiary, IG Design Group Americas, Inc. had entered into a conditional agreement to acquire 100 percent of the equity interest in Impact Innovations, a leading supplier of gift packaging and seasonal décor products in the US, for total consideration of approximately £56.5 million¹ on a cash and debt free basis, and that it had raised gross proceeds of approximately £31.9 million pursuant to the First Tranche Placing.

The Company proposes to raise approximately a further £18.1 million through the Second Tranche Placing for the reasons set out in paragraph 2 below. The Second Tranche Placing is conditional on the passing of the Resolutions at the General Meeting.

The purpose of this Document is to set out the background to and reasons for the Second Tranche Placing, to give details of it and to recommend that you vote in favour of each of the Resolutions required to be passed to implement the Second Tranche Placing. The Second Tranche Placing is conditional, amongst other matters, on the passing of the Resolutions at the General Meeting, and is expected to complete at 8.00 a.m. on 19 September 2018, being the expected date of Admission. The notice of General Meeting is set out at the end of this Document.

2. Background to and reasons for the Second Tranche Placing

The Company stated previously that it would seek to create value through both organic growth and well considered acquisitions. The Directors have for some time been aware of Impact Innovations and were delighted to announce that the Group has secured the Acquisition, which they believe presents significant opportunities for the Group. In particular, the Directors believe that the Acquisition will create the world's largest consumer gift packaging business, which will allow the Group to:

- Expand into the growing seasonal décor product category;
- Establish scale within the USA as well as leading capability in gift packaging manufacturing by leveraging the Group's know-how;
- Deliver enhanced "one stop shop" product and service solutions for customers;
- Leverage Impact Innovations' and Design Group's existing customer relationships to target cross-selling opportunities in the longer term;
- Achieve estimated annual synergies in excess of US\$5.0 million by the third year of ownership; and
- Deliver significant earnings accretion in each of the next three years.

It is estimated that the combined business will account for approximately 22 percent of the overall gift packaging market in the USA and Canada and have the ability to build its share further in the growing seasonal fabric and décor market.

¹ based on a foreign exchange rate of US\$1.30:£1

The Company plans to use the net proceeds of the Second Tranche Placing to fund the capital expenditure of the Enlarged Group and provide resources to capitalise on other opportunities in line with its strategy which the Directors expect to arise. It is expected that the Enlarged Group's average leverage, post the Acquisition and Placing for the year ending 31 March 2019 will be 1.3x Underlying EBITDA.

3. The Second Tranche Placing

The Company proposes to raise approximately £18.1 million gross (approximately £17.5 million net of expenses) through the issue of the Second Tranche Placing Shares through Cenkos at the Issue Price. The Second Tranche Placing is not underwritten.

The Company's existing share authorities, which allow it to issue shares on a non-pre-emptive basis, were sufficient for the First Tranche Placing, but insufficient to allow the Second Tranche Placing to proceed. Therefore, the Second Tranche Placing is conditional on the passing of the Resolutions.

If the Resolutions are not passed at the General Meeting, the Second Tranche Placing Shares will not be issued and the proceeds of the Second Tranche Placing will not be available to the Company.

The issue price of 510 pence per Second Tranche Placing Share represents a discount of 0.06 percent to the volume weighted average price of 510.3 pence for the five days ended 24 August 2018.

The Second Tranche Placing Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Application will be made to the London Stock Exchange for the Second Tranche Placing Shares to be admitted to trading on AIM. Subject to the passing of the Resolutions, it is expected that Admission will take place and that trading will commence on AIM at 8.00 a.m. on or around 19 September 2018.

4. Details of the Second Tranche Placing Agreement

The Second Tranche Placing Agreement contains customary warranties and an indemnity from the Company in favour of Cenkos, together with provisions which enable Cenkos to terminate the Second Tranche Placing in certain circumstances prior to Admission, including where any warranties are found to be untrue, inaccurate or misleading in any material respect or in the event of a material adverse change in the financial position or prospects of the Company's group in the context of the Second Tranche Placing or Admission.

The Second Tranche Placing Agreement is conditional, *inter alia*, upon:

- (a) Shareholder approval of the Resolutions at the General Meeting;
- (b) the Second Tranche Placing Agreement having become unconditional in all respects (save for the condition relating to Admission) and not having been terminated in accordance with its terms prior to Admission; and
- (c) Admission becoming effective not later than 8.00 a.m. on 19 September 2018 or such later time and/or date as the Company and Cenkos may agree, being not later than 28 September 2018.

5. General Meeting

You will find set out at the end of this Document a notice convening the General Meeting to be held at 7 Water End Barns, Eversholt, Bedfordshire MK17 9EA, United Kingdom at 11.00 a.m. on 17 September 2018 at which the Resolutions will be proposed.

6. Resolutions

The Resolutions are proposed in the notice of General Meeting as set out at the end of this document. They are proposed as an ordinary resolution and a special resolution.

The Directors do not currently have sufficient authorities in place to undertake the Second Tranche Placing. Therefore, the Directors are seeking (i) authority to allot up to 3,544,000 new Ordinary Shares in order to complete the Second Tranche Placing, (ii) a specific disapplication of the statutory pre-emption rights to allot the Second Tranche Placing Shares, to allow the Second Tranche Placing to proceed.

7. Action to be taken in respect of the General Meeting

Shareholders will find accompanying to this Document a Form of Proxy for use in connection with the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions thereon so as to be received by Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 11.00 a.m. on 13 September 2018. Completion and return of the Form of Proxy will not prevent a Shareholder from attending and voting at the General Meeting should he/she/it so wish.

Shareholders are reminded that the Second Tranche Placing is conditional, *inter alia*, on the passing of the Resolutions to be proposed at the General Meeting. Should the Resolutions not be passed, the Second Tranche Placing will not proceed.

8. Recommendation

The Board believes that the Second Tranche Placing is in the best interests of the Company and its shareholders. Accordingly, the Board recommends Shareholders to vote in favour of the Resolutions to be put to the General Meeting as they intend so to do in respect of their beneficial shareholdings amounting to 28,796,476 or 44.3% of the Existing Ordinary Shares.

Yours faithfully

John Charlton
Chairman

NOTICE OF GENERAL MEETING

IG Design Group plc

(incorporated and registered in England and Wales under number 01401155)

NOTICE IS HEREBY GIVEN THAT a General Meeting of IG Design Group plc will be held at 7 Water End Barns, Eversholt, Bedfordshire MK17 9EA, United Kingdom on 17 September 2018 at 11.00 a.m. to consider and, if thought fit, pass the following Resolutions.

ORDINARY RESOLUTION

1. That, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the “**CA 2006**”) to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the CA 2006) in the Company and to grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £177,200 in connection with the proposed Second Tranche Placing (as detailed in the circular to shareholders of the Company dated 29 August 2018 (the “**Circular**”)).

This authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) 6 months after the date of the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot ordinary shares and grant rights to subscribe or convert securities into ordinary shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

This authority is granted in addition to all existing authorities and, for the avoidance of doubt, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities including the First Tranche Placing and the Consideration Shares as detailed in the Circular.

SPECIAL RESOLUTION

2. That, subject to the passing of Resolution 1, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the CA 2006 to allot equity securities (within the meaning of Section 560 of the CA 2006) for cash either pursuant to the general authority conferred on them by Resolution 1 and/or by way of sale of treasury shares (as defined in Section 724 of the CA 2006) for cash as if Section 561 of the CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares in connection with or pursuant to the proposed Second Tranche Placing as detailed in the Circular.

This authority shall expire (unless previously revoked or renewed by the Company in general meeting) at such time as the general authority conferred on the Directors by Resolution 1 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

This authority is granted in addition to all existing authorities and, for the avoidance of doubt, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities including the First Tranche Placing as detailed in the Circular.

By Order of the Board

Joy Laws

Company Secretary

Dated 29 August 2018

IG Design Group plc

7 Water End Barns

Eversholt

Bedfordshire

MK17 9EA

Notes:

1. A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint another person of his/her choice as that Shareholder's proxy to exercise all or any of that Shareholder's rights to attend and to speak and vote at the meeting on his/her behalf. A Shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy does not need to be a shareholder of the Company.
2. A Form of Proxy for use in connection with the meeting is enclosed with the document of which this notice forms part. Completion and return of a Form of Proxy will not prevent a Shareholder from attending and voting in person at the meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
3. To appoint a proxy or proxies Shareholders must complete a Form of Proxy, sign it and return it, together with the power of attorney or, any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so that it is received no later than 11.00 a.m. on 13 September 2018. Shareholders may also submit their proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code.
4. Only those members entered on the register of members of the Company at close of business on 13 September 2018 or, in the event that this meeting is adjourned, in the register of members as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business on 13 September 2018 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 11.00 a.m. on 17 September 2018 and any adjournment(s) thereof by using 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
In order for a proxy appointment or instruction 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 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 the Company's agent, Link Asset Services, no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider 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.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.