

NOTICE OF ANNUAL GENERAL MEETING

**IDE Group Holdings plc
(the "Company")**

(Incorporated in Scotland with registered number SC368538)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document (but not the personalised form of proxy) for use in relation to the Annual General Meeting of the Company ("AGM"), 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 transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

A notice containing the resolutions to be voted on at the AGM to be held at the offices of finnCap, 1 Bartholomew Close, London EC1A 7BL at 10.00 a.m. on 2 November 2022 is set out on page number 4 onwards of this document.

The enclosed form of proxy for use at the AGM should be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and to be valid must arrive not less than 48 hours (excluding any day or part of a day that is not a working day) before the time fixed for the AGM.

Please refer to the letter from the Chairman on page 2 of this circular for further details.

LETTER FROM THE CHAIRMAN IDE GROUP HOLDINGS PLC

(incorporated and registered in Scotland with number SC368538)

Directors:

Andy Parker, Non-Executive Chairman
Ian Smith, Executive Director

Registered Office:

24 Dublin Street
Edinburgh
EH1 3PP

7 October 2022

To: Holders of ordinary shares in IDE Group Holdings plc

Dear Shareholder

Notice of Annual General Meeting

I am writing to you with details of the Annual General Meeting (the “AGM”) of the Company which we are holding at the offices of finnCap, 1 Bartholomew Close, London EC1A 7BL on 2 November 2022 at 10.00 a.m. The formal Notice of AGM is set out from page number 4 onwards of this document.

If you would like to vote on the proposed resolutions, you may appoint a proxy in one of the following ways:

- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the enclosed Form of Proxy and returning it to our registrars Computershare Investor Services PLC, as soon as possible. The form of Proxy must be received by 10.00 a.m. on 31 October 2022, being 48 hours before the AGM (excluding any day or part of a day that is not a working day).

Resolutions

Resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, at least fifty per cent. of the votes cast must be in favour of the resolutions.

Resolution 5 will be proposed as a special resolution. This means that for this resolution to be passed, seventy five per cent. or more of the votes cast must be in favour of the resolution.

Resolutions 1 to 4 (inclusive) relate to (i) the receipt of the Company and its subsidiaries’ audited consolidated accounts for the financial year ended 31 December 2021 together with the Directors’ Reports, the Remuneration Committee Report and the Auditors’ Report on those accounts; (ii) the approval of the Remuneration Committee Report; (iii) the appointment of RSM UK Audit LLP as auditors of the Company and the authorisation of the directors of the Company to determine the remuneration of the auditors; and (iv) the re-election of Andy Parker as a director who retires by rotation.

Resolution 5 relates to the proposed change of the Company’s name from IDE Group Holdings Plc to Tialis Essential IT Plc which the Directors believe reflects the transformation seen across the business since becoming IDE Group in late 2017. The IDE Group name was originally taken due to a pressing need to change quickly from the old CORETX brand and it was felt that it adequately represented the Company which was made up of several different businesses brought together as a group. Over the past three years, every effort has gone into streamlining the business to bring it back to a profitable trading position. This has included the divestiture of many of the old businesses that made up IDE Group. It is now felt that IDE Group as a name, no longer represents the Company’s current position and may also hold some negative connotations in the market due to the activities of the past few years. It is therefore the recommendation of the Board of Directors to change the Company name to Tialis Essential IT Plc, allowing us to introduce a fresh new brand to the Company’s image which is in line with the future vision of the Company and how we wish to represent that to the market.

Usually at the AGM resolutions would also be put to shareholders authorising the directors to allot shares and securities convertible into shares up to a certain nominal amount and to disapply statutory pre-emption rights. This year such resolutions are to be put to shareholders at a separate general meeting (proposed to occur shortly after the AGM) at which a reorganisation of the Company's share capital is being proposed.

Recommendation

The directors consider the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole and accordingly unanimously recommend that shareholders vote in favour of those resolutions.

Yours faithfully

A handwritten signature in black ink that reads "Andy Parker". The signature is written in a cursive, slightly slanted style.

Andy Parker
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

of

IDE Group Holdings plc (the "Company") (Registered in Scotland under company number SC368538)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 10.00 a.m. on 2 November 2022 at the offices of finnCap, 1 Bartholomew Close, London EC1A 7BL, for the purpose of considering and, if thought fit, passing the following resolutions, in the case of resolutions 1 to 4 as ordinary resolutions and in the case of resolution 5 as a special resolution.

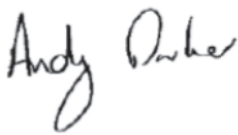
Ordinary Resolutions

1. To receive the audited consolidated accounts of the Company and its subsidiaries for the year ended 31 December 2021 together with the Directors' Report, the Remuneration Committee Report and the Auditors' Report on those accounts.
2. To approve the Remuneration Committee Report for the year ended 31 December 2021.
3. To appoint RSM UK Audit LLP as auditors to hold office from the conclusion of the Annual General Meeting to the conclusion of the next meeting at which accounts are laid before the Company, at a remuneration to be determined by the directors.
4. To re-elect Andy Parker as a director of the Company, who retires by rotation.

Special Resolution

5. That the name of the Company be changed from IDE Group Holdings Plc to Tialis Essential IT Plc.

By order of the Board



Andy Parker
Non-Executive Chairman

Registered office of the Company:
24 Dublin Street Edinburgh EH1 3PP

Notes to the Notice of Annual General Meeting:

1. Entitlement to vote

Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered on the Company's register of members at the close of business on 31 October 2022; or, if this Annual General Meeting is adjourned, at the close of business on the day 48 hours prior to the adjourned meeting, shall be entitled to vote at the Annual General Meeting.

2. Appointment of proxies

If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of meeting.

You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

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 more than one share. To appoint more than one proxy please refer to the notes on the Form of Proxy.

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 Annual General Meeting.

3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY; and
- received by Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than 10.00 a.m. on 31 October 2022.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

4. Appointment of proxy by joint members

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).

5. Changing proxy instructions

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 (see note 3 above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

6. Termination of proxy appointments

In order to revoke a proxy instruction, you will need to inform the Company using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than 10.00 a.m. on 31 October 2022.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

7. Submission of proxy electronically

CREST members who wish to appoint a proxy or proxies through the CREST proxy appointment service may do so for the General Meeting (and any adjournment thereof) by following 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 sponsor or voting service provider, 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 ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Issuers Agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Issuers 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.

CREST members (and, where applicable, the CREST sponsors or voting service providers) should note that Euroclear 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 or her 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 sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual (available at www.euroclear.com/CREST) concerning practical limitation 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 (as amended).

8. Companies and other organisations

A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in notes 2 to 4 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provision of the Companies Act 2006.

9. Right to ask questions

Members attending the AGM have the right to ask, and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the AGM.

10. Shares and voting rights

As at the close of business on 5 October 2022 (being the latest practicable date before publication of this notice), the Company's issued share capital comprised 496,702,792 ordinary shares of 2.5 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. No ordinary shares were held in treasury and accordingly the total number of voting rights in the Company as at the close of business on 5 October 2022 is 496,702,792.

