

THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

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**Vianet Group plc**  
**Notice of Annual General Meeting**  
**to be held at**  
**11:30 a.m. on 30 June 2016**

at Grant Thornton UK LLP  
No1 Whitehall Riverside,  
Whitehall Road,  
Leeds, LS1 4BN

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If you have sold or transferred all of your registered holding of ordinary shares in the company please pass this document and accompanying form of proxy to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser or transferee.

## LETTER FROM THE CHAIRMAN

VIANET GROUP plc

(Incorporated in England and Wales with registered number 05345684)

### **Directors:**

J. W. Dickson (Chairman)  
S. W. Darling (Chief Executive Officer)  
M. H. Foster (Chief Financial Officer)  
C. Williams (Non-Executive Director)  
M. McGoun (Non-Executive Director)

### **Registered Office:**

One Surtees Way  
Surtees Business Park  
Stockton-on-Tees  
TS18 3HR

6 June 2016

Dear Shareholder,

I am pleased to enclose with this letter notice of the 2016 Annual General Meeting (“AGM”) of Vianet Group plc which will be held at the offices of Grant Thornton UK LLP, No 1 Whitehall Riverside, Whitehall Road, Leeds, LS1 4BN at 11:30 a.m. on 30 June 2016 (the “Notice”). The Notice appears at the end of this letter.

The detailed business to be considered at the AGM is set out in the Notice.

### **Ordinary Business**

The ordinary business of the AGM consists of five Ordinary Resolutions which (requiring a simple majority of votes to be cast at the meeting to be passed) relate to receiving and adopting the Company’s annual accounts for the financial year ended 31 March 2016, the proposal of a final dividend, the reappointment of directors retiring by rotation and the reappointment of Grant Thornton UK LLP as the Company’s auditors.

### **Special Business**

Resolutions 6 to 8 constitute special business. Resolution 6 is proposed as an Ordinary Resolution and resolutions 7 and 8 as Special Resolutions (which require a 75% majority of votes cast at the meeting to be passed).

As in previous years shareholders’ authority is sought to enable the directors to continue to exercise their existing powers to allot unissued shares (resolution 6) and to continue to exercise the power to allot unissued shares for cash otherwise than to existing shareholders pro rata to their respective holdings (resolution 7).

Shareholders’ authority is also sought to renew the special resolution passed at the Annual General Meeting of the Company held on 29 June 2015 to enable market purchases of the Company’s ordinary shares to be made within the parameters set out in resolution 8.

**Recommendation**

The Board considers that the proposals described in this letter and the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders and would promote the success of the Company for the benefit of its shareholders as a whole. Accordingly the directors recommend that you vote in favour of the resolutions as they intend to do in relation to their own holdings of ordinary shares.

Whether or not you will be attending the AGM, I would urge you to complete, sign and return the form of proxy enclosed with this letter or, alternatively, register your proxy electronically in accordance with the instructions on the proxy form.

Yours sincerely

A handwritten signature in black ink, appearing to read 'James Dickson', with a long horizontal flourish extending to the right.

James Dickson

**Chairman**

## **Notice of Meeting**

Notice is given that the annual general meeting of Vianet Group pic (“the Company”) will be held at the offices of Grant Thornton UK LLP, No 1 Whitehall Riverside, Whitehall Road, Leeds, LS1 4BN on 30 June 2016 at 11:30 am for the following purposes:

## **Ordinary Business**

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company’s annual accounts for the financial year ended 31 March 2016 together with the directors’ and auditors’ reports on those accounts.
2. To declare a final dividend for the year ended 31 March 2016 of 4p per share payable on 28 July 2016 to ordinary shareholders on the register of members at the close of business on 17 June 2016.
3. To reappoint James Dickson who retires by rotation as a director of the Company.
4. To reappoint Mike McGoun who retires by rotation as a director of the Company.
5. To reappoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.

## **Special Business**

To consider and, if thought fit, to pass the following resolutions, of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 and 8 will be proposed as special resolutions:

6. That the directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the “Act”), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £932,372, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting or, if earlier, on 30 June 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution has expired.
7. That the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities:
  - (i) in connection with a rights issue or open offer of securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but in each case subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (ii) (otherwise than pursuant to paragraph (i) of this resolution 7) to any person or persons up to an aggregate nominal amount of £279,711

and shall expire at the conclusion of the next annual general meeting or if earlier on 30 June 2017 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot

equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

8. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 2,797,116 representing 10% of the Company's issued ordinary share capital at the date of this notice;
  - (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 10 pence;
  - (c) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange AIM All-Share List for the five business days immediately preceding the date on which such share is contracted to be purchased;
  - (d) the authority hereby conferred shall expire on the earlier of 30 June 2017 or the close of the next annual general meeting of the Company; and
  - (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

BY ORDER OF THE BOARD

Company Secretary: Mark Foster  
Date: 6 June 2016  
Registered office: One Surtees Way  
Surtees Business Park  
Stockton-on-Tees  
TS18 3HR

**Notes:**

1. A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.30am on Tuesday 28 June 2016. Appointment of a proxy does not preclude a shareholder from attending the Annual General Meeting (AGM) and voting in person.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be returned by one of the following methods:
  - in hard copy form by post, by (during normal business hours only) courier or by hand to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below

and in each case must be received by the Company not less than 48 hours before the time of the meeting.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment 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(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take that 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 (EUI) 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 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 issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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 issuer'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 sponsors or voting service providers should note that EUI 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 therefore 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 voting service provider(s)), to procure that his or her CREST sponsor or voting service provider(s) take(s) 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 concerning practical limitations of the CREST system and timings.

4. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertified Securities Regulations 2001.
5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast) Shareholders must be registered in the Register of Members of the Company at 6:00 p.m. on 28 June 2016 or, in the event of any adjournment, at 6:00 p.m. on the date which is two days (not including non-working days) before the time of the adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.



