

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.

Vianet Group plc
Notice of Annual General Meeting
to be held at
11:00 a.m. on 30 June 2020

at Vianet Group plc
One Surtees Way,
Surtees Business Park,
Stockton on Tees, TS18 3HR

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)
D. Coplin (Non-Executive Director)

Registered Office:

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

4 June 2020

Dear Shareholder,

I am pleased to enclose with this letter notice of the 2020 Annual General Meeting (“AGM”) of Vianet Group plc which will be held at its registered office being One Surtees Way, Surtees Business Park, Stockton on Tees, TS18 3HR at 11:00 a.m. on 30 June 2020 (the “Notice”). The Notice appears at the end of this letter.

Changes to the 2020 AGM

At the time of approval of the Notice, UK Government social distancing measures and restrictions in response to COVID-19 are in force that restrict the movement and gathering of people. The measures may have changed by the date of the AGM, however the health and safety of the Company’s employees, shareholders and wider stakeholders must take precedence and as a consequence, it is not possible to hold our AGM in the usual format without risking exposure to attendees.

Whilst the Board recognises that the AGM is a valuable forum for shareholder engagement it has made the difficult decision that the AGM will be a closed meeting to which shareholders will not be permitted to attend in person.

In order to comply with relevant legal requirements, whilst following UK Government restrictions, this year’s AGM will be a purely procedural closed meeting convened with the minimum necessary quorum of two shareholders, being the Company Secretary, Mark Foster and myself, Chairman, who will cover only the formal business.

Appointment of proxies

It is nevertheless important that shareholders cast their votes in respect of the business of the AGM. Your participation is important to us and I would encourage you to vote early ahead of the AGM by completing and returning your proxy form by post.

Shareholders are strongly encouraged to appoint the Chair of the meeting to ensure the appointed proxy is present at the AGM and can vote on their behalf by completing the form of proxy. This proxy form should be completed, signed and returned in accordance with the instructions printed on it at least 48 hours before the AGM. You are encouraged to return your proxy forms as early as possible prior to the meeting. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders’ voting intentions because shareholders’ votes are counted according to the number of shares held and all votes tendered are taken into account.

Questions from shareholders

Shareholders’ views are very important to us and as it will not be possible to ask questions during the AGM this year, if you would like to ask the Board questions about the business please send them to info@vianetplc.com for the attention of the Chairman to be received by 24 June 2020.

A written Q&A reflecting the questions received and, where possible, the Company’s responses will be made available on the Company’s website after the AGM.

Are any other changes envisaged?

The situation relating to the Coronavirus continues to develop and shareholders should note that further changes for the AGM may need to be put in place at short notice. Please monitor the AGM information page of our website at <https://vianetplc.com/investors/investing-in-vianet-2/> for the latest information about the impact of Coronavirus on the AGM, including any adjustments or updates to arrangements for the AGM.

The detailed business to be considered at the AGM is set out in the Notice. Please note that in accordance with the trading update issued on 26 March 2020 the Board has decided that it would be prudent not to recommend a final dividend for the financial year ended 31 March 2020.

Ordinary Business

The ordinary business of the AGM consists of four Ordinary Resolutions which (which require 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 2020, the reappointment of directors retiring by rotation and the reappointment of Grant Thornton UK LLP as the Company's auditors.

Special Business

Resolutions 5 to 7 constitute special business. Resolution 5 is proposed as an Ordinary Resolution and resolutions 6 and 7 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 26 June 2019 to enable market purchases of the Company's ordinary shares to be made within the parameters set out in resolution 7.

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.

Yours sincerely



James Dickson
Chairman

Notice of Meeting

Notice is given that the annual general meeting of Vianet Group plc (“the Company”) will be held at the offices of Vianet Group plc, One Surtees Way, Surtees Business Park, Stockton on Tees, TS18 3HR on 30 June 2020 at 11:00 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 2020 together with the directors’ and auditors’ reports on those accounts.
2. To reappoint Mark Foster who retires by rotation as a director of the Company.
3. To reappoint David Coplin who retires by rotation as a director of the Company.
4. 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 5 will be proposed as an ordinary resolution and resolutions 6 and 7 will be proposed as special resolutions:

5. 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 £965,114, 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 2021 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.
6. 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 5 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 6) to any person or persons up to an aggregate nominal amount of £289,534
and shall expire at the conclusion of the next annual general meeting or if earlier on 30 June 2021 (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.

7. 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 2,895,341 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 2021 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: 4 June 2020
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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 am on Friday 26 June 2020.
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, Link 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 (not including non-working days).

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 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 (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 RA10) 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 close of business on 26 June 2020 or, in the event of any adjournment, at close of business 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.

