

**MAY 13, 2020 - AGENDA**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**OF SPAR GROUP, INC.**

1. Introductory statement by James Segreto, Chief Financial Officer and Secretary of SPAR Group, Inc. (the "**Corporation**").
2. Introduction of directors, executive officers and general counsel of the Corporation.
3. Presentation of evidence of due calling of the Meeting, introducing the Secretary of Meeting and Inspector of Election, and confirming of the existence of a quorum.
4. Proposal #1 - To reelect nine Directors of SGRP to serve on SGRP's Board of Directors (the "**Board**") during the ensuing year and until their successors are elected and qualified;
5. Proposal #2 - [Intentionally Deleted];
6. Proposal #3 - To ratify, on an advisory basis, the appointment of BDO USA, LLP, as the independent registered accounting firm for the Corporation and its subsidiaries for the year ending December 31, 2020;
7. Proposal #4 - To approve, on an advisory basis, the compensation of the Named Executive Officers, as disclosed in this Proxy Statement/Information Statement (i.e., "say on pay");
8. Proposal #5 - To select, on an advisory basis, whether the Corporation should request an advisory vote from its stockholders respecting compensation of the Named Executive Officers every one, two or three years (i.e., "say on frequency");
9. Proposal #6 - To consider and approve the stockholder proposed Amendment No. 1 to SGRP's By-Laws to remove the requirement that any board vacancies are to be filled exclusively by the then-current directors and, if such vacancy remains unfilled for 90 days, by the stockholders, effectively reducing to zero the time for the Governance Committee and Board to exclusively fill a Board vacancy;
10. Proposal #7 - To consider and approve the stockholder proposed Amendment No. 2 to SGRP's By-Laws to reduce the voting requirement for removal of directors to majority of votes cast from a majority of all stockholder shares (as provided by Delaware law), and increasing the requirement for the annual election of directors from a majority of votes cast to a majority of all stockholder shares;
11. Proposal #8 - To consider and approve the stockholder proposed Amendment No. 3 to SGRP's By-Laws to require SGRP to hold a special meeting of stockholders upon the request of holders of at least 20% of SGRP's outstanding stockholder shares decreasing that threshold from the current 25% of SGRP's outstanding stockholder shares
12. Report of the Inspector of Election on balloting.
13. Question provided prior to this meeting will be addressed.
14. Adjournment.