

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This document gives notice of the Equals Group plc 2023 Annual General Meeting and sets out resolutions to be voted on at the meeting. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all your ordinary shares in Equals Group plc (“**Ordinary Shares**”), you should send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of Ordinary Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

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# **Equals Group Plc**

*(Incorporated in England and Wales with registered number 8922461)*

## **Notice of 2023 Annual General Meeting**

**Tuesday 16 May 2023 at 2.30 p.m.**

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Notice of the Equals Group plc 2023 Annual General Meeting to be held at the offices of Buchanan Communications Ltd, 107 Cheapside, London EC2V 6DN on Tuesday 16 May 2023 at 2.30 p.m. is set out on pages 5 to 9 of this document.

Whether or not shareholders propose to attend the AGM, it is important that they appoint a proxy. Shareholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the “Proxy Voting” link, lodging a proxy appointment by using the CREST Proxy Voting Service, or requesting a hard copy proxy form by contacting the Company’s Registrars, Link Group, on 0371 664 0391 from the UK (calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0391 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

The Board encourages Shareholders to submit proxy forms online at [www.signalshares.com](http://www.signalshares.com), or via a shareholder app: LinkVote+ available to download on the Apple App Store and Google Play Store. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 2:30 p.m. on 12 May 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote. You may also use the CREST Proxy Voting Service and appoint the Chair of the meeting as their proxy with their voting instructions.

# Letter from the Chair of Equals Group Plc

(Incorporated in England and Wales with registered number 8922461)

(the “Company”)

## Directors:

Alan Hughes	<i>Non-Executive Director and Chairman</i>
Ian Strafford-Taylor	<i>Chief Executive Director</i>
Richard Cooper	<i>Group Finance Director</i>
Sian Herbert	<i>Non-Executive Director</i>
Christopher Bones	<i>Non-Executive Director</i>

## Registered Office:

Third Floor  
Thames House  
Vintners' Place  
68 Upper Thames Street  
London  
EC4V 3BJ

20 April 2023

Dear Shareholder,

## Annual General Meeting

This letter sets out details of the Company's Annual General Meeting (“AGM”) which is to be at the offices of Buchanan Communications Ltd, 107 Cheapside, London EC2V 6DN on Tuesday 16 May 2023 at 2.30 p.m. The formal notice of AGM is given on pages 5 to 9 of this document and summary details of the resolutions to be proposed at the AGM are set out below.

The Board is committed to providing an open AGM and those who wish to attend the meeting will be welcome. In order to facilitate the smooth operation of the AGM, and to ensure that visitor numbers are appropriately managed, we ask all shareholders that wish to attend to notify the Company Secretary in advance and by no later than 5.00pm (UK) on 12 May 2023 at [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london).

The Board will be available at the AGM to answer questions from shareholders. If you intend to ask a question during the AGM, to help us manage shareholder questions efficiently, we ask that you please submit it in advance to the Company Secretary at [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london) to ensure we are able to give as detailed a response as possible. The Company will answer questions relating to the business being dealt with at the meeting, but may choose not to answer if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

If you hold your shares via a nominee but wish to attend in person yourself, you will need to:

- a. request that the nominee provides a letter confirming your name, address and shareholding to [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london);
- b. ensure this letter is sent, signed by 5.00pm (UK) on Friday 12 May 2023; and
- c. present photo identification at the AGM.

## Resolutions to be proposed at the AGM

The resolutions to be proposed at the AGM are as follows:

### **Resolution 1 (Ordinary Resolution) – Adoption of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2022**

UK company law requires the Directors to present their Annual Report each year for formal adoption by shareholders. The Annual Report of the Company for the year ended 31 December 2022 has been sent with this letter to shareholders on 20 April 2023 and is available on the Company's website, [www.equalsplc.com](http://www.equalsplc.com).

### ***Resolutions 2 to 3 (Ordinary Resolutions) – Reappointment of Directors***

In accordance with Article 67 of the Company's Articles of Association, any Director who was not elected or re-elected at either of the two preceding AGMs shall retire and be eligible to offer himself or herself for re-election. Consequently, Alan Hughes (Resolution 2) and Richard Cooper (Resolution 3) are retiring and offering themselves for re-election. Brief biographies of all Directors can be found in the Annual Report and Accounts for the year ended 31 December 2022 and on the Company's website: [www.equalspc.com](http://www.equalspc.com).

### ***Resolution 4 (Ordinary Resolution) – The re-appointment of PricewaterhouseCoopers LLP as auditor to the Company and authority for the Directors to set the auditors' remuneration***

The Company is required to appoint auditors at each AGM at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. PriceWaterhouseCoopers LLP were appointed by the Board as external auditors of the Company. The Audit Committee of the Company has reviewed the independence, effectiveness, and objectivity of PricewaterhouseCoopers LLP, on behalf of the Board, who now propose their re-appointment as auditors of the Company. This resolution also authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

### ***Resolution 5 (Ordinary Resolution) – Authority to allot shares***

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 2006.

In accordance with guidelines issued by The Investment Association, this resolution will, if passed, provide Directors with the flexibility to allot shares and grant rights to subscribe for, or convert any security into shares (a) up to an aggregate nominal amount of £605,977.65 in connection with a rights issue, representing approximately one third of the Company's issued ordinary share capital as at 18 April 2023; and (b) up to a further aggregate nominal amount of £605,977.65, representing approximately a further one third of the Company's issued ordinary share capital as at 18 April 2023.

As at close of business on 18 April 2023, the Company did not hold any treasury shares.

The authority granted by this resolution will expire on the conclusion of next year's annual general meeting.

The Directors have no present intention to exercise the authority conferred by this resolution.

### ***Resolution 6 (Special Resolution) – Disapplication of pre-emption rights***

If the Directors wish to allot unissued shares or other equity securities for cash, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing shareholding. This resolution asks Shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £181,793.29 being 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 18 April 2023, the last practicable date before publication of this Notice, without first offering the securities to existing Shareholders. The resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The authority sought under resolution 6 provides the Company with the flexibility to allot shares or other securities for cash without first offering the securities to existing Shareholders; however, the authority will only be exercised if the Directors consider it to be in the best interests of the Company at the time.

### ***Resolution 7 (Special Resolution) – Further Disapplication of pre-emption rights***

Resolution 7 asks Shareholders to grant the Directors authority to allot a further 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 18 April 2023, the last practicable date before publication of this Notice, without first offering the securities to existing Shareholders, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment.

This additional authority would only be used if and when appropriate for the Company's circumstances. Adherence to the Pre-Emption Group Principles would not preclude issuances under the authority sought under Resolution 7.

The authority sought under resolutions 6 and 7 replaces those put in place at the Annual General Meeting of the Company held on 17 May 2022 and will expire at the conclusion of the next Annual General Meeting.

***Resolution 8 (Special Resolution): To approve the market purchase of the Company's own shares***

Resolution 8 gives the Directors the authority to purchase its own shares up to an aggregate nominal value of £181,793.29 being 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 18 April 2023. The directors have no present intention of exercising the authority to purchase the Company's own ordinary shares; however, this authority would provide them with the flexibility to do so in the future, if the prevailing market conditions made such purchases in the best interests of shareholders generally. Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority.

***Resolution 9 (Special Resolution): Notice Period for General Meeting***

Resolution 9 seeks the authority to allow the Company to hold general meetings (other than the Annual General Meeting) on 14 clear days' notice. The notice period required by the Companies Act 2006 for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Company is not a traded company for the purposes of the Act but is choosing to put Special Resolution 9 to shareholders to comply with best practice. Annual General Meetings will continue to be held on at least 21 clear days' notice.

It is intended that this flexibility will only be used for non-routine business where the flexibility is merited by the business of the meeting and it is thought to be in the best interests of shareholders as a whole.

If passed, the approval will be effective until the Company's Annual General Meeting to be held in 2024.

**Action to be taken**

Equals Group plc is not sending out a Form of Proxy this year with this Notice of Annual General Meeting. Shareholders are being encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given.

Shareholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link, or via a shareholder app: LinkVote+ available to download on the Apple App Store and Google Play Store. Further instructions on voting in advance of the Meeting can be found in the Notes to the Notice of AGM.

**Board recommendation**

The Board considers that the resolutions are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company. Accordingly, the Board unanimously recommends that Shareholders vote in favour of resolutions 1 to 9 to be proposed at the AGM.

Yours faithfully



**Alan Hughes**

*Chair of the Board of Equals Group PLC*

# Equals Group Plc

(Incorporated and registered in England and Wales with number 8922461)

(the “**Company**”)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Buchanan Communications Ltd, 107 Cheapside, London EC2V 6DN on Tuesday 16 May 2023 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, in the case of resolutions 1 to 5 as ordinary resolutions and resolutions 6 to 9 as special resolutions.

### ORDINARY RESOLUTIONS

1. To receive and adopt the statement of accounts for the year ended 31 December 2022 together with the reports of the Directors and the auditors thereon.
2. To re-elect Alan Hughes as a director of the Company.
3. To re-elect Richard Cooper as a director of the Company.
4. To re-appoint PricewaterhouseCoopers LLP as auditors to act as such until the conclusion of the next General Meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with, and to authorise the Directors of the Company to fix their remuneration.
5. That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
  - (a) comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £605,977.65 in connection with an offer by way of a rights issue:
    - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but 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

- (b) in any other case, up to an aggregate nominal amount of £605,977.65,

provided that this authority shall, unless renewed, varied, or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In this resolution, **Relevant Securities** means:

- shares in the Company, other than shares allotted pursuant to:
  - i. an employees’ share scheme (as defined in section 1166 of the CA 2006);
  - ii. a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security;

- iii. a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; or
- iv. anything done for the purposes of a compromise or arrangement sanctioned in accordance with Part 26A of the CA 2006; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employees' share scheme (as defined in section 1166 of the CA 2006) or anything done for the purposes of a compromise or arrangement sanctioned in accordance with Part 26A of the CA 2006. References to the allotment of Relevant Securities in this resolution include the grant of such rights.

## **SPECIAL RESOLUTIONS**

6. That, subject to the passing of Resolution 5 above, the Directors be authorised pursuant to section 570 of the Companies Act 2006 (the Act) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 5 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph a) of resolution 5, by way of a rights issue only):
    - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but 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

- (b) to the allotment and/or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities to any person up to an aggregate nominal value of £181,793.29, representing approximately 10% of the Company's issued share capital,

provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires 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, subject to the passing of resolution 5 above, the Directors be authorised in addition to any authority granted under resolution 6 to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by resolution 5 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £181,793.29; and
  - (b) used only for the purpose of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires 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 and is generally and unconditionally authorised for the purposes of section 701(1) of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of £0.01 each in the capital of the Company (“Ordinary Shares”) provided that:
- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is £181,793.29 (representing 10 percent of the Company’s issued ordinary share capital);
  - (b) the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;
  - (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
  - (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company’s next annual general meeting; and
  - (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.
9. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice.

By Order of the Board

*ONE Advisory Limited*

**ONE Advisory Limited**

*Company Secretary*

20 April 2023

Third Floor  
Thames House  
Vintners’ Place  
68 Upper Thames Street  
London  
EC4V 3BJ

**NOTES:**

- i. The Company specifies that only those members registered on the Company's register of members at close of business on 12 May 2023 or if this general meeting is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the General Meeting.
- ii. If you are a Shareholder 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 meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- iii. You will not receive a hard copy form of proxy with this document. Instead, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, Link Group. Alternatively, you can vote by downloading the new shareholder app, LinkVote+.
- iv. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play Store, or by scanning the relevant QR code below:

**Apple App Store****GooglePlay Store**

- v. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 2:30 p.m. on 12 May 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- vi. Votes submitted electronically must be submitted by no later than 2.30 p.m. on 12 May 2023.
- vii. You may request a hard copy form of proxy directly from the Registrars, Link Group at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Line are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
- viii. In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- ix. 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).
- x. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- xi. 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 & International 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 issuer's agent (ID RA10) by 2.30 p.m. on 12 May 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's 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.
- xii. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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(s), to procure that his 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 system providers 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.



- xiii. 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 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If 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 Link Group at the address noted in note 5 above. 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.
- xiv. In order to revoke a proxy instruction you will need to inform the Company by contacting Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. 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 Link Group no later than 2.30 p.m. on 12 May 2023. 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.
- xv. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.
- xvi. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
- xvii. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
- xviii. Voting on the resolution will be conducted by way of a poll vote.
- xix. As at the close of business on the day immediately before the date of this notice of general meeting, the Company's issued share capital comprised 181,793,295 ordinary shares of nominal value 1 pence each. No shares are held in the Treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business, on the day immediately before the date of this notice of general meeting is 181,793,295.

