

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

This document gives notice of a General Meeting of Equals Group Plc 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 08922461)*

## **Notice of General Meeting Wednesday 29 July 2020 at 10.30 am**

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Notice of a General Meeting of Equals Group plc to be held at the offices of the Company at Fourth Floor, Thames House, Vintners’ Place, 68 Upper Thames Street, London EC4V 3BJ on Wednesday 29 July 2020 at 10.30 am is set out on page 4 of this document.

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 Asset services, on 0371 664 0391 from the UK (calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

The continuing coronavirus (COVID-19) pandemic has led to the imposition of severe restrictions on public gatherings which probably will not have been lifted by 29 July 2020. The General Meeting venue may therefore likely to be closed on the date of the General Meeting. The Company therefore notifies its shareholders that physical attendance in person at the General Meeting will probably not be possible, in which case the meeting will take place with the minimum necessary quorum of two shareholders, which will be facilitated by the Company in line with the Government’s social distancing advice as at that time.

In light of these circumstances the Board encourages shareholders to submit proxy forms and to appoint the Chairman of the meeting as their proxy with their voting instructions. Further, it encourages you to submit any question that you would like to be answered by sending it, together with your name as shown on the Company’s register of members and the number of shares held, to the following email address: [agm\\_questions@equals.co](mailto:agm_questions@equals.co) so that it is received by no later than 12 noon on 24 July 2020. Please insert “Accounts Meeting – Shareholder Questions” in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company’s website or respond individually.

## Letter from the Chairman of Equals Group Plc

(Incorporated in England and Wales with registered number 08922461)

(the “Company”)

### Directors:

Alan Hughes *Non-Executive Chairman*  
Ian Strafford-Taylor *Chief Executive Director*  
Richard Cooper *Group Finance Director*  
John Pearson *Non-Executive Director*  
Robert Head *Non-Executive Director*  
Ajay Chowdhury *Non-Executive Director*

### Registered Office:

Third Floor  
Thames House  
Vintners’ Place  
68 Upper Thames Street  
London  
EC4V 3BJ  
6 July 2020

**Dear Shareholder,**

### General Meeting

This letter sets out details General Meeting of the Company (“**GM**”) which is to be held at the offices of the Company at Fourth Floor, Thames House, Vintners’ Place, 68 Upper Thames Street, London EC4V 3BJ on 29 July 2020. The formal notice of GM is given on page 4 of this document and summary details of the Resolutions to be proposed at the GM are set out below.

Given the situation surrounding Covid-19, the Company applied to Companies House for a three-month extension for filing its accounts under the guidance issued on 25 March 2020 in response to Covid-19. This means the audited Annual Report and Consolidated Financial Statements for the year ended 31 December 2019, which provides consolidated financial information for the Company together with the Chairman’s and other reports describing recent progress made by the Company (“**Annual Report**”), were not available at the last possible date for posting of the Annual General Meeting of the Company held on 30 June 2020. The Companies Act 2006 (the “Act”) requires that the Directors present their Annual Report for each year for formal adoption by shareholders and to carry out certain other business at the “Accounts Meeting”. The purpose of the GM is to comply with those requirements.

### Resolutions to be proposed at the GM

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

#### **Resolution 1 (Ordinary Resolution) – Adoption of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2019**

The Annual Report of the Company for the year ended 31 December 2019 has been sent to Shareholders along with this document.

#### **Resolution 2 (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 General Meeting at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. PriceWaterhouseCoopers LLP was 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.

**Action to be taken**

Equals Group plc is not sending out a Form of Proxy with this Notice of 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, lodging a proxy appointment by using the CREST Proxy Voting Service or requesting a hard copy proxy form by contacting our Registrars, Link Asset Services, on 0371 664 0391 from the UK (Calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

**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 and 2 to be proposed at the GM.

Yours faithfully

**Alan Hughes**

*Chairman*

# Equals Group Plc

*(incorporated and registered in England and Wales with number 08922461)*

(the “**Company**”)

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of the Company (the “**GM**”) will be held at the offices of the Company at Fourth Floor, Thames House, Vintners’ Place, 68 Upper Thames Street, London EC4V 3BJ at 10.30 am on 29 July 2020 for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions.

## **ORDINARY RESOLUTIONS**

- 1 THAT the Company’s Annual Report and Consolidated Financial Statements for the year ended 31 December 2019 be received and adopted.
- 2 THAT PricewaterhouseCoopers LLP are re-appointed as auditor of the Company pursuant to section 489 of the Companies Act 2006 (the “**Act**”) to hold office until the end of the next general meeting at which accounts are laid before the members of the Company and that the Directors are hereby authorised to set the auditors’ remuneration.

## **By Order of the Board**

Tony Quirke  
Company Secretary  
6 July 2020

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

## Notice of Meeting Notes:

The continuing coronavirus (COVID-19) pandemic has led to the imposition of severe restrictions on public gatherings which may or may not have been lifted by 29 July 2020.

The GM venue is likely to be closed on the date of the GM. The Company therefore wishes to notify its Shareholders that physical attendance in person at the GM probably will not be possible, in which case the meeting will take place with the minimum necessary quorum of two shareholders, which will be facilitated by the Company in line with the Government's social distancing advice as at that time.

Pending further developments, the Board:

- encourages Shareholders to submit their votes via proxy as early as possible, and Shareholders should appoint the Chairman of the meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy may not be able to attend the GM in person or cast the Shareholder's vote;
- proposes that voting at the meeting will be conducted by means of a poll on all resolutions, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted;
- encourages you to submit any question that you would like to be answered by sending it, together with your name as shown on the Company's register of members and the number of shares held, to the following email address [agm\\_questions@equals.co](mailto:agm_questions@equals.co) so that it is received by no later than 12 noon on 24 July 2020. Please insert "Accounts Meeting – Shareholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company's website or respond individually.

In order to reduce the risk of infection, there will be no presentations from the Directors, the meeting will end immediately following the formal business of the meeting and there will be no refreshments. The Company is taking these precautionary measures to comply with the enhanced restrictions on travel and public gatherings imposed by the UK Government on 23 March 2020 as subsequently updated and to safeguard its Shareholders' and employees' health and make the meeting as safe and as efficient as possible. The Company will take such further steps as are required with the health and wellbeing of its shareholders and employees in mind.

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 27 July 2020. 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.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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. 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 Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - You may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), 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. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10.30pm on 27 July 2020.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 9 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. 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/site/public/EUI](http://www.euroclear.com/site/public/EUI)). 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.

10. 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 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 10.30pm on 27 July 2020. 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
12. As at 3 July 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 178,602,918 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 July 2020 are 178,602,918.

