

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

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Countryside Properties PLC, please 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 transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in Countryside Properties PLC, you should retain this document and consult your stockbroker or other agent through whom the sale or transfer was effected.



# COUNTRYSIDE

Places People Love

Countryside Properties PLC

(incorporated and registered in England and Wales under number 09878920)

## Notice of Annual General Meeting

**IMPORTANT NOTICE: AS A RESULT OF THE GLOBAL COVID-19 PANDEMIC, THE 2021 ANNUAL GENERAL MEETING OF COUNTRYSIDE PROPERTIES PLC WILL BE HELD AS A CLOSED MEETING AND SHAREHOLDERS SHOULD NOT ATTEND IN PERSON. ANY SHAREHOLDER SEEKING TO ATTEND THE ANNUAL GENERAL MEETING IN PERSON WILL BE REFUSED ENTRY. SHAREHOLDERS ARE THEREFORE STRONGLY ENCOURAGED TO VOTE BY PROXY IN ADVANCE OF THE MEETING. FURTHER DETAILS OF THE RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING, VOTING ARRANGEMENTS AND HOW TO ASK QUESTIONS ARE SET OUT IN THIS DOCUMENT.**

Notice of the 2021 Annual General Meeting of Countryside Properties PLC (the "**Company**") to be held at Suffolk House, 154 High Street, Sevenoaks, Kent TN13 1XE on Friday, 5 February 2021 at 12.00 noon is set out on pages 3 to 6 of this document.

A form of proxy for use at the Annual General Meeting of the Company is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA as soon as possible but, in any event, so as to arrive no later than 12.00 noon on Wednesday, 3 February 2021.

## PART I

### Countryside Properties PLC

(incorporated and registered in England and Wales under number 09878920)

#### REGISTERED OFFICE:

Countryside House  
The Drive  
Brentwood  
Essex  
United Kingdom  
CM13 3AT

8 January 2021

To the holders of shares in Countryside Properties PLC

Dear Shareholder

#### ANNUAL GENERAL MEETING 2021

I am pleased to be writing to you with details of our fifth Annual General Meeting (“**AGM**”) which we are holding at Countryside’s office at Suffolk House, 154 High Street, Sevenoaks, Kent TN13 1XE on Friday, 5 February 2021 at 12.00 noon. The formal notice of AGM is set out on pages 3 to 6 of this document. A copy of this notice and the Company’s annual report and accounts for the year ended 30 September 2020 can be viewed on our website at [investors.countrysideproperties.com](http://investors.countrysideproperties.com).

The Board has been closely monitoring the evolving global COVID-19 pandemic and public health concerns in the United Kingdom. Whilst the AGM is an important event in the Company’s annual calendar and provides an opportunity for your directors to meet with you, provide our thoughts on the development of the Company and answer your questions, the Board is also mindful at the current time of the health and wellbeing of its staff, shareholders and the wider community. **As a result of the issues caused by COVID-19, we hope that shareholders will understand that this year’s AGM will be held as a closed meeting in accordance with UK Government guidance. Accordingly, it will not be possible for you or other shareholders to attend the AGM in person this year.** We will, however, make arrangements to ensure that the AGM is held and shareholders are able to exercise their voting rights, although the format of the meeting will comprise only the formal votes without any business update and the meeting will be convened with the minimum legally required quorum of two shareholders (which will be facilitated by the Company).

We ask that shareholders, therefore, do not attend the AGM in person and anyone seeking to attend the AGM will be refused entry. **Your vote remains important to the Company, however, and, in light of the altered arrangements this year, all shareholders are strongly encouraged to vote by proxy in advance of the AGM (and, where possible, by electronic means) in accordance with the Notes to the Notice of the AGM set out in this document.** Shareholders should note that it is further strongly recommended that you appoint the Chairman of the AGM as your proxy to ensure your vote is able to be cast in accordance with your wishes. If you appoint a person other than the Chairman of the AGM as your proxy, they will be unable to attend the AGM to vote on your behalf at the AGM.

Please register your vote by appointing a proxy electronically via the shareholder portal ([www.sharevote.co.uk](http://www.sharevote.co.uk)) by no later than 12.00 noon on Wednesday, 3 February 2021. To do this you will need your Investor Code which you will find on your share certificate or welcome letter. You may also vote in advance by proxy by using the CREST Proxy Voting Service or by returning a completed proxy in hard copy form by post, courier or hand to the Company’s Registrars, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA (although, where possible, the Company strongly encourages shareholders to use electronic means of appointing a proxy). A form of proxy is enclosed with this document or may be downloaded at the Company’s website at [investors.countrysideproperties.com](http://investors.countrysideproperties.com). Further details on proxy voting are set out in the Notes to the Notice of the AGM in this document.

The Board very much regrets that, as things currently stand, it will be necessary to restrict attendance at the AGM. Given the potential for the COVID-19 situation in the UK to change rapidly, the Board will keep the situation under review and may need to make further changes to the arrangements relating to the meeting, including how it is conducted. You should continue to monitor our website and announcements for any updates in relation to the AGM.

An explanation of the business to be considered at this year’s AGM appears in Part III on pages 7 and 8 of this document.

As shareholders are unable to attend the AGM this year, we invite shareholders to submit any questions for the Directors by email to [AGM@cpplc.com](mailto:AGM@cpplc.com) in advance of the meeting and in any event by 12.00 noon on Thursday, 4 February 2021. The Board will provide answers to any questions it receives as if they had been asked at the AGM and where it would have been required to do so pursuant to section 319A of the Companies Act 2006. The Board may also make answers available on the Company’s website, [investors.countrysideproperties.com](http://investors.countrysideproperties.com), as soon as practicable following the AGM.

#### DIVIDEND

As a result of the impact which the pandemic has had on this year’s financial performance, no final dividend will be paid in respect of the fully year’s performance in 2020. As the Group has now returned to normal operations and assuming no deterioration in market conditions, the Board intends to recommence the payment of dividends in 2021.

#### CHAIRMAN

My intention to step down from the Board during 2021 after completing five years in the role was announced on 3 December 2020. I would like to take this opportunity to thank you, our shareholders, for the support you have provided to me and the Board during my tenure as Chairman.

#### RECOMMENDATION

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and will promote the success of the Company. Your Board will be voting in favour of them and unanimously recommends that you also vote in favour of them.

Thank you for your continued support.

Yours faithfully

**David Howell**  
Chairman

## PART II

### Notice of Annual General Meeting

#### Countryside Properties PLC

**Notice is hereby given** that the fifth Annual General Meeting (“**AGM**”) of Countryside Properties PLC (the “**Company**”) will be held at Suffolk House, 154 High Street, Sevenoaks, Kent TN13 1XE on Friday, 5 February 2021 at 12.00 noon for the following purposes.

**Resolutions 13, 14, and 16 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.**

1. To receive and adopt the Company's audited Annual Report for the year ended 30 September 2020 and the reports of the Directors and Auditor thereon.
2. To approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, set out on pages 90 to 92 in the Company's Annual Report for the year ended 30 September 2020.
3. To re-elect David Howell as a Director.
4. To re-elect Iain McPherson as a Director.
5. To re-elect Mike Scott as a Director.
6. To re-elect Douglas Hurt as a Director.
7. To re-elect Amanda Burton as a Director.
8. To re-elect Baroness Sally Morgan as a Director.
9. To re-elect Simon Townsend as a Director.
10. To re-appoint PricewaterhouseCoopers LLP as the Company's Auditor to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.
11. To authorise the Audit Committee to determine the Auditor's remuneration.
12. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (“**2006 Act**”) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
  - (i) up to an aggregate nominal amount of £1,748,756;
  - (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £1,748,756 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the Company's next Annual General Meeting in 2022 or at the close of business on 31 March 2022, whichever is the earlier; but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution, “rights issue” means an offer to:

- I. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- II. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

13. That subject to the passing of Resolution 12 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash:
  - (i) pursuant to the authority given by paragraph (i) of Resolution 12 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act in each case:
    - (a) in connection with a pre-emptive offer; and
    - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £262,313; and
  - (ii) pursuant to the authority given by paragraph (ii) of Resolution 12 above in connection with a pre-emptive rights issue, as if Section 561(1) of the 2006 Act did not apply to any such allotment;

such authority to expire at the end of the Company's next Annual General Meeting in 2022 or at the close of business on 31 March 2022, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- I. “rights issue” has the same meaning as in Resolution 12 above;
- II. “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings 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 or legal, regulatory or practical problems in, or under the laws of, any territory;
- III. references to an allotment of equity securities shall include a sale of treasury shares; and
- IV. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

## PART II continued

### Notice of Annual General Meeting

#### Countryside Properties PLC

14. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of that Act) of ordinary shares of £0.01 each in the capital of the Company provided that:
- (a) the maximum number of shares which may be purchased is 52,462,687;
  - (b) the minimum price (exclusive of expenses) which may be paid for each share is £0.01;
  - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by EU Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and
  - (d) this authority shall expire at the conclusion of the Company's next Annual General Meeting in 2022 or, if earlier, at the close of business on 31 March 2022 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.
15. That:
- (a) the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised for the purposes of Part 14 of the 2006 Act during the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's next Annual General Meeting in 2022 and 31 March 2022:
    - (i) to make political donations to political parties, and/or independent election candidates;
    - (ii) to make political donations to political organisations other than political parties; and
    - (iii) to incur political expenditure,up to an aggregate amount of £50,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount;
  - (b) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
  - (c) words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.
16. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

**Gary Whitaker**  
**Company Secretary**  
8 January 2021

Registered in England and Wales No. 09878920

#### REGISTERED OFFICE:

Countryside House  
The Drive  
Brentwood  
Essex  
United Kingdom  
CM13 3AT

## NOTES

### CLOSED AGM

1. As a result of the global COVID-19 pandemic, the Company has taken the decision to hold the AGM as a closed meeting this year and, therefore, shareholders will not be entitled to attend the AGM in person and any shareholder seeking to attend the AGM in person will be refused entry. The AGM will be convened with the minimum legally required quorum of two shareholders (which will be facilitated by the Company) and the format of the meeting will comprise only the formal votes without any business update. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the meeting, including how it is conducted. You should continue to monitor our website and announcements for any updates in relation to the AGM.

### INFORMATION ABOUT SHARES AND VOTING

2. Holders of ordinary shares are entitled to vote at general meetings of the Company. As the meeting will be held as a closed AGM and shareholders may not attend in person, shareholders are strongly encouraged to vote by proxy and raise any questions in advance of the AGM. Please see Note 7 below for information on how to appoint a proxy.
3. The total number of issued ordinary shares in the Company on 23 December 2020, which is the latest practicable date before the publication of this document, is 524,626,870, carrying one vote each on a poll.

### QUESTIONS

4. Shareholders are invited to raise any questions related to the business of the AGM in advance of the AGM. You may submit questions by email to AGM@cpplc.com in advance of the meeting and in any event by 12.00 noon on Thursday, 4 February 2021. The Board will provide answers to any questions it receives as if they had been asked at the AGM and where it would have been required to do so pursuant to section 319A of the Companies Act 2006. The Board may also make answers available on the Company's website, investors.countrysideproperties.com as soon as practicable following the AGM.

### PROXY APPOINTMENT

5. A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights at the AGM. Under normal circumstances, a proxy need not be a shareholder of the Company and a shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. However, given the restrictions on attendance at the AGM this year, shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy, rather than appointing one or more other named individuals, who will not be permitted to attend the meeting. If a shareholder appoints a person other than the Chairman of the AGM as their proxy, they will be unable to attend the AGM to vote on that shareholder's behalf at the AGM.
6. A form of proxy which may be used to make such appointment and give proxy instructions is enclosed.
7. To appoint a proxy, the form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either:
  - (a) sent in hard copy form by post, courier or hand to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA (although, where possible, the Company strongly encourages shareholders to use one of the electronic means of appointing a proxy set out below); or
  - (b) lodged using the CREST Proxy Voting Service in accordance with Note 9 below; or
  - (c) registered electronically on the website at [www.sharevote.co.uk](http://www.sharevote.co.uk)to be received no later than 12.00 noon on Wednesday, 3 February 2021.

### NOMINATED PERSONS

8. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

### CREST MEMBERS

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 following the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or 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 Equiniti (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 7 above. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.
11. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear 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 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, to procure that his/her CREST sponsor or voting service provider takes) 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.
12. 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.

## PART II continued

### Notice of Annual General Meeting

#### Countryside Properties PLC

##### **CORPORATE REPRESENTATIVES**

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares. Shareholders should note the arrangements in respect of this year's AGM, however, and that no corporate representatives will be allowed to attend the meeting in person. Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy, rather than appointing one or more other named individuals, who will not be permitted to attend the meeting. If a shareholder appoints a person other than the Chairman of the AGM as their proxy, they will be unable to attend the AGM to vote on that shareholder's behalf at the AGM.

##### **AUDIT CONCERNS**

14. Shareholders should note that, under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

##### **WEBSITE INFORMATION**

15. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at [investors.countrysideproperties.com](http://investors.countrysideproperties.com).

##### **VOTING BY POLL**

16. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. The results of the poll will be published on the Company's website and notified to the Financial Conduct Authority once the votes have been counted and verified.

##### **USE OF ELECTRONIC ADDRESS**

17. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

## PART III

### Explanatory notes to the resolutions

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 12 inclusive, and 15 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 13, 14 and 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### RESOLUTION 2: DIRECTORS' REMUNERATION REPORT

This resolution seeks approval of the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) which is set out on pages 90 to 92 of the Annual Report for the year ended 30 September 2020. Resolution 2 is an advisory vote and does not affect the future remuneration paid to any Director.

#### RESOLUTIONS 3 TO 9: RE-ELECTION OF DIRECTORS

The Company's Articles of Association require all Directors to stand for re-election at each AGM. Accordingly, all the Directors are submitting themselves for re-election by shareholders which is also in line with provision 18 of the UK Corporate Governance Code. This includes David Howell who has announced his intention to step down from the Board. He is to remain Chairman during the process to select his successor (as set out below), to ensure a smooth transition.

Biographical details of each of the Directors standing for re-election can be found on pages 72 and 73 of the Annual Report for the year ended 30 September 2020.

None of the independent Non-Executive Directors seeking re-election at the AGM has any existing or previous relationship with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of LR 13.8.17 R (1).

The Company's Nomination Committee considers the appointment and replacement of directors subject to the rules set out in the Company's Articles of Association. The Nomination Committee will normally engage an independent search consultant with no connection to the Company to find appropriate candidates for the Board with the requisite skills, and in doing so will take account of relevant guidelines and legislation relating to the appointment of individuals to boards. The Nomination Committee may also consider candidates introduced to the Company from other sources. In considering the independent non-executive directors' independence, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. The Board considers Amanda Burton, Baroness Sally Morgan, Douglas Hurt and Simon Townsend to be independent in accordance with the UK Corporate Governance Code.

#### RESOLUTION 10: RE-APPOINTMENT OF AUDITOR

The Company intends to conduct a tender for audit services during the course of 2021. The Company's current auditors, PricewaterhouseCoopers LLP, will not be invited to participate in the process. Pending the outcome of that process, the Board recommends the re-appointment of PricewaterhouseCoopers LLP as auditor, to hold office from the end of the AGM until their resignation as auditor becomes effective.

#### RESOLUTION 11: AUDITOR'S REMUNERATION

Resolution 11 proposes to grant authority to the Audit Committee to determine the Auditor's remuneration.

#### RESOLUTION 12: AUTHORITY TO ALLOT SHARES

The purpose of Resolution 12 is to renew the Directors' power to allot shares.

The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £1,748,756, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 23 December 2020.

The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a fully pre-emptive rights issue up to a further nominal value of £1,748,756, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 23 December 2020. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

At 23 December 2020, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by the Investment Association's Share Capital Management Guidelines/ corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed, the authority will expire on the earlier of the close of business on 31 March 2022 and the end of the Annual General Meeting in 2022.

#### RESOLUTION 13: DISAPPLICATION OF PRE-EMPTION RIGHTS

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share plan), company law requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

Paragraphs (i)(a) and (ii) of Resolution 13 seek shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions. The Board has no current intention of exercising the authority under part (i) of Resolution 13 but considers the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non pre-emptive basis. The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

## PART III continued

### Explanatory notes to the resolutions

#### RESOLUTION 13: DISAPPLICATION OF PRE-EMPTION RIGHTS CONTINUED

Accordingly, the purpose of paragraph (i)(b) of Resolution 13 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 12, or sell treasury shares, for cash up to a nominal value of £262,313, equivalent to 5% of the total issued ordinary share capital of the Company excluding treasury shares and 5% of the total issued ordinary share capital of the Company including treasury shares, as at 23 December 2020, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Board considers the authorities in Resolution 13 to be appropriate in order to allow the Company to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

If the resolution is passed the authority will expire on the earlier of the close of business on 31 March 2022 and the end of the Annual General Meeting in 2022.

#### RESOLUTION 14: MARKET PURCHASES

The effect of this resolution is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 52,462,687 ordinary shares, until the Annual General Meeting in 2022 or the close of business on 31 March 2022 whichever is the earlier. This represents 10% of the ordinary shares in issue as at 23 December 2020 (excluding shares held in treasury) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Pursuant to the Companies Act 2006, the Company can hold the shares which it has repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share plans. The Directors believe that it is desirable for the Company to have this choice and therefore intend to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Shares will only be repurchased for use for the purposes of employee share plans, or if the directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

As at 23 December 2020 (being the latest practicable date prior to the publication of this Notice), there were outstanding options and conditional share awards granted under all share plans operated by the Company over 10,619,914 shares and no outstanding warrants, which, if exercised or vested (as applicable) would represent 2.02% of the issued ordinary share capital of the Company, of which 913,382 shares are held by the Employee Benefit Trust. If this authority were exercised in full, that percentage would increase to 2.25%.

#### RESOLUTION 15: POLITICAL DONATIONS AND EXPENDITURE

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any twelve-month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. The directors consider, however, that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Companies Act 2006, the directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure for the period from the date of the Annual General Meeting to the earlier of the conclusion of the Annual General Meeting in 2022 and 31 March 2022 up to a maximum aggregate amount of £50,000.

#### RESOLUTION 16: NOTICE OF GENERAL MEETINGS

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

In order to maintain flexibility for the Company, Resolution 16 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.