

**This document is important and requires your immediate attention.**

If you are in doubt of its contents or the action you should take, you should consult your stockbroker, solicitor, accountant or other professional advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in GB Group PLC (the 'Company' or 'GBG'), please pass this document together with the accompanying documents to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass the documents on to the person who now holds the shares.

# GBG

GB Group PLC

**Notice of 2022 Annual General Meeting**

To be held at the registered office of GB Group PLC, The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB on Thursday 28 July 2022 at 10:00 a.m.

and broadcast via live audiocast <https://web.lumiagm.com/112-189-918>

**ATTENTION: 2022 HYBRID AGM ARRANGEMENTS**

The Company's 2022 AGM will be held as a hybrid (combined physical and electronic) meeting, enabling shareholders to participate in the AGM, ask questions and vote on resolutions either in person or without being physically present via live audiocast.

**We encourage shareholders to participate in the AGM, either by attending through the online platform (see pages 11 to 13 for instructions) or in person.**

**At the date of this notice, we do not expect there to be any public health restrictions in place at the time of the AGM and we look forward to being able to welcome shareholders in person once again. However, the Board remains keen to ensure the wellbeing of all team members and shareholders is protected and we are mindful that Covid-19 restrictions and guidance from the UK Government can change at short notice which may impact arrangements for the AGM. Therefore we advise you to check the Company's website [www.gbgroup.com](http://www.gbgroup.com) in advance of the meeting taking place in case there are changes to the arrangements. Announcements will also be made through the Regulatory News Service of the London Stock Exchange as appropriate.**

29 June 2022

The Foundation, Herons Way,  
Chester Business Park, Chester CH4 9GB, UK  
+44 (0)1244 657333 | [GBGplc.com](http://GBGplc.com)

Registered office as above. Registered in England and Wales number 2415211. VAT number 539 7162 18.

# Letter to Shareholder

Dear Shareholder

I am pleased to invite you to the 2022 Annual General Meeting ('AGM') of GB Group PLC ('the Company' or 'GBG') which will be held and broadcast at 10:00 a.m. on Thursday 28 July 2022 from our registered office at The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB.

I am also pleased to advise you that GBG's Annual Report & Accounts 2022 ('the Annual Report') has now been published and is available on our website.

## Attendance at the AGM

Shareholders and their duly appointed representatives and/or proxies are invited to attend electronically via live audiocast which you can access by logging on to [web.lumiagm.com/112-189-918](http://web.lumiagm.com/112-189-918). A user guide can be found on page 11 in respect of the electronic elements of the AGM, including instructions on how to join and participate in the meeting, ask questions and submit your votes on the day, along with the relevant contact details if you encounter any issues.

## Questions at the AGM

The Company strongly encourages shareholders to submit any questions they would like to have answered at the AGM by emailing them to [Governance@gbgplc.com](mailto:Governance@gbgplc.com) in advance, so as to be received no later than 10:00 a.m. on Tuesday 26 July 2022. You can also submit questions immediately before and during the meeting via [web.lumiagm.com/112-189-918](http://web.lumiagm.com/112-189-918). A transcript of questions asked and answers given during the AGM will be available at [gbgplc.com/en/investors](http://gbgplc.com/en/investors) after the AGM.

## Voting at the AGM

Your vote is important to us. We strongly encourage you to vote on all resolutions electronically or to submit a proxy in advance of the meeting, appointing the Chair as your proxy, whether or not you intend to or are ultimately able to attend in person.

Voting on all resolutions on the day will be by way of a poll. The ways to vote, in advance of or at the AGM, are as follows:

1. Register your vote electronically in advance of the AGM by logging into Equiniti's website [sharevote.co.uk](http://sharevote.co.uk) or via the 'CREST' electronic proxy service. If you have already registered with the Registrar's online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [shareview.co.uk](http://shareview.co.uk) and following the instructions. Please note that votes submitted electronically in this manner should be submitted by no later than 10:00 a.m. on 26 July 2022.
2. Join the AGM online and vote electronically on the day of the AGM itself. Votes can be cast via [web.lumiagm.com/112-189-918](http://web.lumiagm.com/112-189-918) once the Chairman has declared the poll open. A user guide can be found on page 11.
3. Appoint a proxy by post, by completing the form of proxy enclosed with this AGM notice and returning it in the pre-paid envelope provided. We must receive your proxy form by 10:00 a.m. on 26 July 2022. Further details relating to voting by proxy are set out in notes 1 to 4 on page 9 of this document. Shareholders who wish to appoint a proxy are recommended to appoint the Chair of the meeting as their proxy.

If your intention is to attend in person, the Board kindly requests that you pre-register your intention to do so by emailing [Governance@gbgplc.com](mailto:Governance@gbgplc.com) no later than 5:00 p.m. on Friday 22 July 2022. A failure to do so will not preclude you from attending or participating in the meeting whether in person or electronically.

The results of the voting will be announced through the Regulatory News Service of the London Stock Exchange and will be published on our website <https://www.gbgplc.com/en/investors/resources/annual-general-meeting/> as soon as practicable after the AGM.

## Board changes since the 2021 AGM

Bhavneet Singh joined the Board as a Non-Executive Director in November 2021 and as such, he will be put forward for election by shareholders at the AGM.

On 16 June 2022 we announced that Richard Longdon would be appointed as new Non-Executive Chair with effect from 1 September 2022. Although his appointment is after the date of the AGM, in line with governance best practice he will be put forward for election by shareholders at the 2022 AGM.

## EXPLANATORY NOTES ON RESOLUTIONS

The formal notice of AGM ('Notice') is set out on pages 6, 7 and 8 of this document

The explanatory notes that follow form part of the Notice and provide important information regarding the items of business to be considered at the AGM. Should you need any further clarification on the resolutions proposed, please contact [Governance@gbgplc.com](mailto:Governance@gbgplc.com).

Resolutions 1 to 12 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 15 (inclusive) are proposed as special resolutions. This means that for each of these resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

### RESOLUTION 1: ANNUAL REPORT AND FINANCIAL STATEMENTS

For each financial year, the Directors must present the Annual Report to shareholders at the AGM. The reports of the Directors (including the Strategic Report), the report of the Company's auditor and the financial statements are contained within the Annual Report.

### RESOLUTION 2: DECLARATION OF FINAL DIVIDEND AND DIVIDEND REINVESTMENT PLAN

Subject to the final dividend, set out in Resolution 2 of the Notice, being approved by the Company's shareholders, the final dividend will be paid on 3 August 2022 to ordinary shareholders whose names appear on the register of members at the close of business on 24 June 2022. As in previous years, the Company will make a Dividend Reinvestment Plan ('DRIP') available. Under the DRIP, shareholders can elect to receive shares at market value on the dividend payment date as opposed to receiving their cash dividend. The DRIP is administered by the Company's Registrar. Shareholders wishing to participate in the DRIP (who have not already elected to do so) should contact the Company's registrar, Equiniti Limited ('Registrar') on 0371 384 2365 (+44 (0)121 415 7161) by 6:00 p.m. on Tuesday 26 July 2022.

### RESOLUTIONS 3, 4 5 AND 6: APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

The Company has determined that in accordance with governance best practice, any Non-Executive Director who has served on the Board for at least nine years or more will be subject to annual re-election. Therefore, David Anthony Rasche will be seeking re-election at this year's AGM. As announced on 16 June 2022 this is David's last AGM as he will step down from the Board on 30 September 2022.

In accordance with the Articles of Association, a Director is required to stand for re-appointment at least once every three years. Accordingly, Nicholas Richard Brown, having been appointed in 2019 and being eligible, will retire and offer himself for re-appointment at this AGM.

In accordance with the Articles of Association, any Director that has been appointed by the Board since the date of the last AGM shall retire and, being eligible, will offer themselves for election at the next AGM following their appointment. Accordingly, Bhavneet Singh will retire and being eligible, will offer himself for election.

Further to the announcement on 16 June 2022 and in line with governance best practice Richard Longdon, who is to be appointed with effect from 1 September 2022 will offer himself for election.

Biographical information in relation to each of the Directors is shown on pages 62 to 63 of the Annual Report and can be found on the Company's website: <https://www.gbgplc.com/en/investors/who-we-are/our-board/>. As Richard does not yet appear on this web page, a short biography is provided below.

**Richard Longdon:** Prior to joining GBG Richard was Non-Executive Chairman of Ideagen. He has enjoyed a highly successful career in the technology sector, having spent 33 years with AVEVA Group where he was Chief Executive Officer for 17 years. During his time with AVEVA, the company successfully grew from a £7m management-buyout to a £42m public listing and was valued at £1.4bn when Richard retired from the board.

As well as AVEVA, Richard has also previously held positions of senior independent Non-Executive Director at listed Fidessa Plc and Alfa Financial plc. Richard has also worked successfully with Private Equity backed businesses serving as a Non-Executive Director at Prometheus Inc and Non-Executive Chairman at Process Systems Enterprise Ltd.

### RESOLUTION 7: DIRECTORS REMUNERATION REPORT

Resolution 7 is an advisory vote to approve the Directors Remuneration Report for the financial year ended 31 March 2022 which is set out on pages 85 to 89 of the Annual Report.

### RESOLUTIONS 8 AND 9: APPROVAL OF NEW EMPLOYEE SHARE PLANS

The Remuneration Committee has recently undertaken a comprehensive review of the Company's incentive arrangements for senior management. Following this review, the Committee has concluded that the current structure of the long-term incentive arrangement for Executive Directors should be revised to align performance and reward more effectively with the Company's strategy and market practice.

Whilst outstanding awards will continue to vest on their vesting dates, it is proposed that future awards will not be made under the Company's Share Matching Plan. Instead, Executive Directors will be eligible to participate in the new GB Group PLC Performance Share Plan (the "PSP"). The PSP removes the link to Executive Directors using their bonus to invest in shares and it is intended that annual awards will be granted with three year performance periods.

In addition, the Company intends to implement the GB Group Restricted Share Plan (the "RSP"), which is intended to be operated primarily for incentivisation and retention purposes for participants selected from below Board level.

In line with governance best practice, shareholder approval for the PSP and RSP is being sought voluntarily under ordinary resolutions 8 and 9 at the AGM. Details of the PSP and RSP are set out in Appendix A to this Notice.

# Letter to Shareholder continued

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

The Audit and Risk Committee has recommended the re-appointment of Ernst & Young LLP as the Company's external auditor. An ordinary resolution will be put to shareholders to approve their re-appointment.

Ernst & Young LLP has audited the Group's accounts since 1993 and were reappointed in 2019 following a rigorous retender process. Although the Board and the Committee have been satisfied with EY's quality of service, independence and objectivity, following feedback from the Company's largest institutional shareholders a competitive tender process was carried out during the financial year. The Committee recommends that PWC take over as external auditors for the audit of the year beginning 1 April 2023. PWC will shadow our current auditors EY during the FY23 audit. The Committee will oversee the handover to ensure a smooth transition.

## **RESOLUTION 11: AUDITOR'S REMUNERATION:**

Resolution 11 proposes that the Audit Committee be authorised to agree the auditor's remuneration. In practice, and in accordance with governance best practice, the Audit Committee considers and approves audit fees on behalf of the Board. Details of the remuneration paid to the auditor for the year ended 31 March 2022 (including non-audit fees) are set out in Note 6 of the Annual Report.

## **RESOLUTION 12: RENEWAL OF AUTHORITY TO ALLOT SHARES**

An ordinary resolution will be put to shareholders pursuant to Section 551 of the Companies Act 2006, to authorise the Directors to allot relevant securities in the Company and to grant rights to subscribe for or to convert any security into shares in the Company.

Paragraph (a)(i) of Resolution 12, if passed, would give the Directors the authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,099,130 which represents approximately one third (33.3 per cent) of the existing issued share capital of the Company as at 22 June 2022 (the latest practicable date prior to publication of this Notice), which is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016 ('the Guidelines').

Paragraph (a)(ii) of Resolution 12, if passed, would give the Directors authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company in connection with a rights issue, to existing shareholders in proportion (as nearly as may be practicable) to their existing shareholdings, up to an aggregate nominal amount of £4,198,260 representing approximately two thirds (66.6 per cent) of the Company's existing issued share capital and calculated as at 22 June 2022 (the latest practicable date prior to publication of this Notice) as reduced by the nominal amount of any shares issued under paragraph (a)(i) of Resolution 12. This is also in line with the Guidelines.

Except for the allotment of relevant securities pursuant to the exercise of share options, the Directors have no present intention of issuing any shares. However, it is considered prudent to maintain the flexibility that this authority provides. This authority will expire at the end of the next Annual General Meeting or, if earlier, 15 months from the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## **RESOLUTIONS 13 AND 14: 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 scheme), the Companies Act 2006 requires that these securities are offered first to shareholders in proportion to their existing holdings.

In light of the Company's acquisition strategy, the Board considers it desirable to have the maximum flexibility permitted by institutional guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders.

This cannot be done unless the shareholders have first waived their pre-emption rights and empowered the Directors to do so. These special resolutions are therefore proposed to seek such a waiver. The Directors have no present intention to exercise these powers.

Resolution 13 would be limited to: (a) allotments or sales for cash in connection with a rights issue or similar pre-emptive offer and offers to holders of other equity securities if required by the rights of those shares; or (b) up to a maximum aggregate nominal amount of £314,869 which represents five per cent of the issued ordinary share capital of the Company as at 22 June 2022 (the latest practicable date prior to publication of this Notice) and which could be used for any purpose.

Resolution 14 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash pursuant to the authority given by Resolution 12, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or a specified capital investment. The power under Resolution 14 is limited to an aggregate nominal amount of £314,869 which represents a further five per cent of the issued ordinary share capital of the Company as at 22 June 2022 (the latest practicable date prior to publication of this Notice).

These powers will expire on the date of the next annual general meeting of the Company (or, if earlier, 15 months from the passing of each resolution) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the powers conferred hereby had not expired.

The Directors will have due regard to the Guidelines and the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in relation to any exercise of these powers. The figure of five per cent of the issued ordinary share capital of the Company set out in each of Resolutions 13 and 14 reflect the Guidelines.

The Directors will have due regard to the Guidelines in relation to any exercise of these powers. In particular they do not intend to allot shares for cash on a non-pre-emptive basis in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company in any rolling three-year period, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or a specified capital investment.

### **RESOLUTION 15: PURCHASE OF THE COMPANY'S OWN SHARES**

Pursuant to Section 701 of the Companies Act 2006, this special resolution seeks authority from shareholders for the Company to make market purchases (within the meaning of Section 693(4) of the Act) of its own ordinary shares of 2.5 pence provided that:

- (i) The maximum number of ordinary shares to be purchased is 25,189,567 ordinary shares, an aggregate nominal amount of £629,739 which is equivalent to 10 per cent of the Company's issued ordinary share capital at 22 June 2022;
- (ii) The minimum price which may be paid for each ordinary share is 2.5 pence; and
- (iii) The maximum price which may be paid for each ordinary share shall be the higher of (a) 105 per cent of the average of the middle market quotations for an ordinary share in the Company for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (b) the higher of the price quoted for (1) the last independent trade of; and (2) the highest current independent bid for; any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority will expire at the end of next year's annual general meeting or 15 months from the passing of this resolution, whichever is the sooner.

The Directors have no current intention of exercising the proposed authority when it becomes effective, but believe that the ability of the Company to buy its own shares if, in the Directors' opinion market prices do not reflect the Company's worth, will be in the best interests of the Company and its shareholders. The Directors intend to exercise this power only if they believe the effect of such purchases will increase earnings per share. Appropriate gearing levels and the overall financial position of the Company will be taken into account before deciding on this course of action. Any shares purchased pursuant to this power will be cancelled and the number of shares in issue will be reduced accordingly.

### **VOTING RECOMMENDATIONS**

The Directors consider that the resolutions being proposed at the AGM are in the best interests of both the Company and the shareholders as a whole and unanimously recommend that you vote in favour of them as the Directors intend to do in respect of their own beneficial holdings (save in respect of those resolutions in which they are interested).

Yours faithfully



**David Rasche**  
Chairman

GB Group PLC

# Notice of Annual General Meeting

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of GB Group PLC ('the Company' or 'GBG') will be held and broadcast (in accordance with the details set out in the Notice of Annual General Meeting) at 10:00 a.m. on Thursday 28 July 2022 from our registered office at The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 15 will be proposed as special resolutions.

### Ordinary Resolutions

**Resolution 1** – To receive, consider and adopt the Company's annual accounts for the year ended 31 March 2022, together with the Directors' report and auditor's report on those accounts.

**Resolution 2** – To declare a final dividend in the sum of 3.81 pence per ordinary share for the year ended 31 March 2022.

**Resolution 3** – To re-appoint David Anthony Rasche as a Director of the Company.

**Resolution 4** – To re-appoint Nicholas Richard Brown as a Director of the Company.

**Resolution 5** – To appoint Bhavneet Singh as a Director of the Company.

**Resolution 6** – To appoint Richard Longdon as a Director of the Company with effect from 1 September 2022.

**Resolution 7** – To receive and approve the Report on Directors' Remuneration as set out in the Company's annual report and accounts for the year ended 31 March 2022.

**Resolution 8** – That the GB Group PLC Performance Share Plan (the "PSP Plan"), the principal terms of which are summarised in Appendix A to the notice of this meeting, and the draft rules of which are produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, is approved and the Directors are authorised to:

- (a) do all acts and things which they may consider necessary or expedient to implement and operate the PSP Plan; and
- (b) adopt further plans based on the PSP Plan, but modified to apply in any overseas jurisdictions to take into account of local tax, exchange control or securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against the limits on individual or overall participation in the PSP Plan.

**Resolution 9** – That the GB Group PLC Restricted Share Plan (the "RSP Plan") the principal terms of which are summarised in Appendix A to the notice of this meeting, and the draft rules of which are produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, is approved and the Directors are authorised to:

- (a) do all acts and things which they may consider necessary or expedient to implement and operate the RSP Plan; and
- (b) adopt further plans based on the RSP Plan, but modified to apply in any overseas jurisdictions to take into account of local tax, exchange control or securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against the limits on individual or overall participation in the RSP Plan.

**Resolution 10** – To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

**Resolution 11** – To authorise the Audit Committee to determine the auditor's remuneration.

**Resolution 12 – That:**

- (a) in accordance with Section 551 of the Companies Act 2006 ('the Act') and Article 5.1 of the Company's Articles of Association, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
- (i) up to an aggregate nominal amount of £2,099,130 (such amount to be reduced by the nominal amount allotted or granted under (ii) below in excess of such sum); and
  - (ii) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £4,198,260 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with an offer by way of a rights issue as follows:
    - (A) to holders of ordinary shares of 2.5 pence each in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date of such allotment; and
    - (B) to holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities;and so that the Directors may make such exclusions or other arrangements as they consider expedient or appropriate in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;
- (b) this authority shall expire on the earlier of the date 15 months from the passing of this resolution or the conclusion of the next annual general meeting of the Company after the passing of this resolution (whichever is the earlier) save that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares or rights to subscribe for or to convert any security into shares in the Company to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares in the Company under any such offer or agreement as if the authority conferred hereby had not expired.

**Special Resolutions**

**Resolution 13** – That, in substitution for all existing powers, and subject to the passing of Resolution 12 above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 ('the Act') to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by that Resolution 12 and/or to sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (a) the allotment of equity securities for cash and the sale of ordinary shares held as treasury shares for cash in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 12(a)(ii), by way of a rights issue only):
- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to the number of ordinary shares held by them on the record date for such allotment or sale; and
  - (ii) to holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities,
- 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 the case of the authorisation granted under Resolution 12(a)(i) above or in the case of any sale of treasury shares (otherwise than pursuant to Resolution 13(a)) to any person up to an aggregate nominal amount of £314,869.

The authority granted by this Resolution 13 shall expire on the earlier of the date 15 months from the passing of this resolution or the conclusion of the next annual general meeting of the Company after the passing of this resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

# Notice of Annual General Meeting continued

**Resolution 14** – That subject to the passing of Resolution 12, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 ('the Act') in addition to any authority granted under Resolution 13 to allot equity securities (as defined in Section 560 of the Act) for cash under the authority given by that Resolution 12 and/or to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate nominal amount of £314,869; and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within six 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, or any other purposes as the Company may in a general meeting at any time by special resolution determine.

The authority granted by this Resolution 14 shall expire on the earlier of the date 15 months from the passing of this resolution or the conclusion of the next annual general meeting of the Company after the passing of this resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

**Resolution 15** – That pursuant to Section 701 of the Companies Act 2006 ('the Act'), the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2.5 pence each in the capital of the Company on such terms and in such manner as the Board may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 25,189,567 (representing 10% of the Company's issued ordinary share capital at 22 June 2022;
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 2.5 pence (equivalent to the nominal value of the Company's ordinary shares);
- (c) the maximum price, exclusive of any expenses, which may be paid for any ordinary share is the higher of:
  - (i) 105 per cent of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade of; and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of the date 15 months from the passing of this Resolution 15 or the conclusion of the next annual general meeting of the Company; and
- (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

By Order of the Board



**Annabelle Burton**  
Company Secretary

Dated: 29 June 2022

Incorporated and registered in England and Wales under number 2415211



# Notes

## 1. Appointment of proxies

A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in their place.

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. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti, on 0371 384 2365 (overseas callers should call +44 (0)121 415 7161. Lines are open from 8:30 a.m. to 5:30p.m. Monday to Friday, excluding public holidays in England and Wales. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy even if they intend to attend the AGM electronically. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend.

## 2. Online proxy voting

You may, if you wish, register the appointment of a proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). To use this service you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on your proxy form (which will be sent to you). Full details of the procedure are given on the website.

## 3. CREST proxy voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's Registrars, Equiniti (CREST participant ID RA19) by 10:00 a.m. on Tuesday 26 July 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 instruction to proxies appointed through CREST should be communicated to the appointee through other means.

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, 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.

## 4. Return date for proxies

To be effective a proxy form must be deposited with the Registrar to the Company not less than 48 hours before the time fixed for the AGM (excluding non-working days) i.e. by 10:00 a.m. on Tuesday 26 July 2022.

## 5. Documents available for inspection

Copies of service contracts of the Directors of the Company will be available the Company's website at <https://www.gbgplc.com/en/investors/>.

# Notes continued

## 6. Information about shares and voting

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 16 June 2022, (being the latest practicable date before the publication of this document) is 251,895,669 each with a nominal value of 2.5p and carrying one vote each. Therefore, the total number of votes exercisable as at 16 June 2022 is 251,895,669. The Company currently holds no shares in treasury.

We note that international financial sanctions regimes, including those in relation to the ongoing situation in Ukraine, may constrain the ability of shareholders subject to such sanctions to exercise the rights attaching to their shares, including rights to vote at the AGM and other general meetings, and to have those votes recognised by the Company. The Directors will continue to monitor this situation, and the Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with applicable law and regulation.

## 7. Record date for voting

Only members whose names appear on the register of members of the Company at the close of business on Tuesday 26 July 2022 at 6:30 p.m. or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding non-working days) shall be entitled to attend the AGM either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the AGM. Changes to the register after the close of business on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the AGM or any adjourned meeting.

## 8. Voting by corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

## 9. Information rights

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

## 10. Shareholders rights & proxies

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

## 11. Shareholder's right to ask questions

A member attending the AGM has the right, as if section 319A of the Act applied to the Company, to ask questions in relation to the business of the AGM. The Company must answer any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

As noted above, the Company strongly encourages shareholders to submit any questions they would like to have answered at the AGM by emailing them at [Governance@gbgplc.com](mailto:Governance@gbgplc.com) in advance, so as to be received no later than 10:00 a.m. on Tuesday 26 July 2022.

You can also submit questions immediately before and during the meeting via [web.lumiagm.com](http://web.lumiagm.com). Where it is not possible to answer any of the questions submitted prior to and during the AGM, the Directors will endeavour, where appropriate, to answer such questions as soon as practicable following the AGM or by private correspondence. In addition, a transcript of any question and answers undertaken during the AGM itself will be available at: <https://www.gbgplc.com/en/investors/resources/annual-general-meeting/>

## 12. Copy of Notice available on website

A copy of this AGM Notice, and other information required by section 311A of the Act, can be found at <https://www.gbgplc.com/en/investors/resources/annual-general-meeting/>

**The Board will continue to monitor the evolving impact of the Covid-19 pandemic including the latest Government guidance and how this may affect the arrangements for the AGM. Consequently, the AGM is subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, this will be announced through the Regulatory News Service of the London Stock Exchange and further information will be made available on our website at <https://www.gbgplc.com/en/investors/resources/annual-general-meeting/>. The health and well-being of our shareholders, Directors, team members and other key stakeholders is our priority.**

# Online User Guide

## Electronic Meeting

For the 2022 AGM, GBG will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com/112-189-918>

## Accessing the AGM Website

Lumi AGM can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com/112-189-918> on the day.

## Logging In

On accessing the AGM website, you may be asked to enter a Meeting ID which is 112-189-918

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the Lumi platform will be available an hour prior to the start of the meeting, however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

## Broadcast

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

## Voting

Once the Chair has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the meeting.

## Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – Select the messaging icon from within the navigation bar and type your question at the top of the screen, once finished, press the 'send' icon to the right of the message box to submit your question.

## Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

## Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9:00 a.m. to 5:00 p.m. Monday to Friday (excluding public holidays in England & Wales).

# Online User Guide continued

## User Guide to Joining GBG’s 2022 Annual General Meeting Remotely

Meeting ID: 112-189-918

To login you must have your SRN and PIN

### 1 2



Open the Lumi AGM website and you may be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before

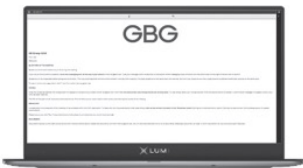
the meeting is live\*, a pop-up dialogue box will appear.

\* 9:00 a.m. on 28 July 2022.



After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN (which is the first two and last two digits of your SRN).

### 3 4



When successfully authenticated, you will be taken to the Home Screen.



To view the meeting presentation, expand the “Broadcast Panel”, located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button.

5



When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

6



For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

For – Vote received

7



To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.

To return to the voting screen whilst the poll is open, select the voting icon.

8



If you would like to ask a question, select the messaging icon.

Type your message within the chat box at the top of the messaging screen.

Click the send button to submit.

# Appendix A: Summary of new Employee Share Plans

## SUMMARY OF THE PRINCIPAL FEATURES OF THE GB GROUP PLC PERFORMANCE SHARE PLAN AND GB GROUP PLC RESTRICTED SHARE PLAN

The Company intends to implement two new share plans, the GB Group PLC Performance Share Plan (the "PSP") and the GB Group PLC Restricted Share Plan (the "RSP"). The principal features of the PSP and RSP are summarised below.

### 1. The PSP

#### Introduction

The PSP is a discretionary share plan. Under the PSP, the Remuneration Committee of the Company (the "Committee") may grant options, conditional share awards or awards of restricted shares over ordinary shares in the Company ("Shares" and "PSP Awards") to employees. No payment is required for the grant of a PSP Award (unless the Board determines otherwise).

In practice, it is intended that PSP Awards will take the form of nil cost options ("Options"), which will normally vest three years after the applicable grant date, subject to the achievement of a performance condition measured over a 3-year performance period.

#### Eligibility

Team members of the Company's group ("Group") are eligible for selection to participate in the PSP at the discretion of the Committee, provided that (unless the Committee determines otherwise) they have not given or received notice of termination. In practice, it is intended that Executive Directors and senior managers will participate in the PSP.

#### Limits

The PSP may operate over new issue Shares, treasury Shares or Shares purchased in the market. A PSP Award may not be granted if it would cause the aggregate number of Shares issued or issuable under any employee share scheme operated by the Company in the preceding ten years to exceed ten per cent of the Company's issued share capital at that time.

Shares transferred out of treasury under the PSP will count towards these limits for so long as this is required under institutional investor guidelines. In addition, PSP Awards which are renounced or lapse or any Shares which the trustees of an employee benefit trust have purchased in order to satisfy an award shall be disregarded for the purposes of these limits.

#### Grant of PSP Awards

Awards may be granted at any time, subject to any dealing restrictions. However, no PSP Award may be granted more than ten years from the date when the PSP is approved by the Company's shareholders.

PSP Awards are not transferable (except on death) and they are not pensionable.

#### Performance and other conditions

The Committee will impose performance conditions on the vesting of PSP Awards.

The performance conditions applicable to a PSP Award may be varied or substituted if the Committee considers it appropriate, provided the Committee considers that the new performance condition is reasonable and is not materially less difficult to satisfy than the original condition (except in the case of waiver). The Committee may also impose other conditions on the vesting of PSP Awards.

#### Vesting

PSP Awards will normally vest subject to a three-year vesting schedule, to the extent that the applicable performance conditions have been satisfied and subject to the application of malus. Options will normally remain exercisable for a period determined by the Committee at grant, which shall not exceed ten years from grant.

The Committee retains discretion to adjust the level of vesting upwards or downwards if in its opinion the level of vesting resulting from the application of the relevant performance conditions is not a fair and accurate reflection of business performance, the participant's personal performance and such other factors as the Committee may consider appropriate.

#### Holding period

A holding period may apply to any Shares acquired pursuant to a PSP Award. Any such holding period would normally apply for two years from the date of vesting.

During the two year holding period, participants will be required to retain the Shares acquired and shall not be permitted to transfer, assign or otherwise dispose of such Shares for the duration of the holding period, subject to being permitted to sell such number of Shares as may be necessary to meet any tax liability arising on vesting or exercise and subject to certain other limited exceptions or if the Committee in its discretion determines otherwise.

### Malus

The Committee may decide, at any time prior to the vesting of a PSP Award, that the value or number of Shares subject to the PSP Award shall be reduced (including to nil) and/or that additional conditions shall be imposed on such basis that the Committee in its discretion considers to be fair and reasonable in the event that one or more of the following circumstances arise or come to light:

1. discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any Group member; and/or
2. the assessment of any performance target or condition in respect of a PSP Award was based on error, or inaccurate or misleading information; and/or
3. the discovery that any information used to determine the number of Shares subject to a PSP Award was based on error, or inaccurate or misleading information; and/or
4. action or conduct of a participant which, in the reasonable opinion of the Board, amounts to fraud or gross misconduct; and/or
5. events or behaviour of a participant that have led to the censure of a Group member by a regulatory authority or have had a significant detrimental impact on the reputation of any Group member provided that the Board is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them; and/or
6. a material failure in risk management of the Company, a Group member or a business unit of the Group occurs or is discovered; and/or
7. the Company or any Group member or business of the Group becomes insolvent or otherwise suffers a corporate failure so that the value of Shares is materially reduced provided that the Board determines following an appropriate review of accountability that the participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

### Clawback

Where a PSP Award has vested (or an Option has been exercised), the Committee may apply clawback to all or a proportion of Shares received on vesting or exercise in substantially the same circumstances as apply to malus (as described above) during the period of two years following the vesting of a PSP Award. Clawback may be affected, among other means, by requiring the transfer of Shares back to the Company or as it directs, payment of cash or reduction of outstanding or future awards.

### Cessation of employment

Except in certain circumstances set out below, a PSP Award will lapse immediately upon a participant ceasing to be employed by or holding office with the Group.

However, if a participant ceases to be so employed because of ill-health, injury, disability, redundancy, retirement, their employing company being transferred out of the Group, or in any other circumstances determined at the discretion of the Committee (each a "Good Leaver Reason"), their PSP Award will ordinarily vest on the date when it would have vested if they had **not so ceased** to be a Group employee or Director, subject to the satisfaction of any applicable performance conditions measured over the original performance period and the operation of malus or clawback. In addition, unless the Committee decides otherwise, vesting will be pro-rated to reflect the reduced period of time between the grant of the PSP Award and the participant's cessation of employment as a proportion of the normal vesting period.

If a participant ceases to be a Group employee or Director for a Good Leaver Reason, the Committee can alternatively decide that their PSP Award will vest early when they leave. If a participant dies, a proportion of their PSP Award will vest on the date of their death. The extent to which a PSP Award will vest in these situations will be determined by the Committee at its absolute discretion taking into account, among other factors, the period of time the PSP Award has been held and the extent to which any applicable performance conditions have been satisfied at the date of cessation of employment and the operation of malus or clawback. In addition, unless the Committee decides otherwise, vesting will be pro-rated to reflect the reduced period of time between the grant of the PSP Award and the participant's cessation of employment as a proportion of the normal vesting period.

To the extent that Options vest for a Good Leaver Reason, they may be exercised for a period of six months following vesting (or such longer period as the Committee determines). To the extent that Options vest following the death of a participant, they may normally be exercised for a period of 12 months following death (or such longer period as the Committee determines).

# Appendix A: Summary of new Employee Share Plans continued

## Corporate events

In the event of a takeover, scheme of arrangement, compulsory acquisition of Shares, or winding-up of the Company, PSP Awards will vest early. The proportion of the PSP Awards which vest shall be determined by the Committee taking into account, among other factors, the period of time the PSP Award has been held by the participant and the extent to which the applicable performance conditions have been satisfied at that time.

To the extent that Options vest in the event of a takeover, winding-up or scheme of arrangement of the Company they may be exercised for a period of six months measured from the relevant event (or in the case of takeover such longer period as the Committee determines) and will otherwise lapse at the end of that period (or, in the case of a winding-up, upon the completion of the winding up if earlier). To the extent that Options vest in the event of a compulsory acquisition of Shares, they may be exercised during the period beginning with the date on which a notice is served under section 979 of the Companies Act 2006 and ending seven clear days before entitlement to serve such notice ceases.

In the event of a demerger, distribution or any other corporate event not within those above, the Committee may determine that PSP Awards shall vest to the extent determined by the Committee, taking into account the same factors as set out above. Options that vest in these circumstances may be exercised during such period as the Committee determines.

The Committee may, in its discretion, allow Options to vest prior to and conditional upon the occurrence of any of the events set out above and an Option will then lapse on the occurrence of the event if not exercised prior to the event.

If there is a corporate event resulting in a new person or company acquiring control of the Company, the Committee may (with the consent of the acquiring company and the participant) alternatively decide that PSP Awards will not vest or lapse but will be replaced by equivalent new awards over shares in the new acquiring company.

## Variation of capital

If there is a variation of share capital of the Company or in the event of a demerger or other distribution, special dividend or distribution, the Committee may make such adjustments to PSP Awards, including the number of Shares subject to PSP Awards and the exercise price (if any), as it considers to be fair and reasonable.

## Dividend equivalents

The Committee may determine that participants will receive a payment (in cash and/or additional Shares) equal in value to any dividends that would have been paid on the number of Shares which vest in respect of a PSP Award during the vesting period. The dividend equivalent provision may assume that dividends are treated as reinvested in additional Shares each time a dividend is paid during the vesting period.

## Alternative settlement

At its discretion, the Committee may decide to satisfy the exercise of a PSP Award with a payment in cash or Shares equal to any gain that the participant would have made had the relevant PSP Award been satisfied with Shares.

## Rights attaching to Shares

Except in the case of a PSP Award of restricted shares, Shares issued and/or transferred under the PSP will not confer any rights on any participant until the relevant PSP Award has vested or, in the case of an Option, has been exercised, and the participant in question has received the underlying Shares. Any Shares allotted when a PSP Award vests or an Option is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

## Amendments

The Committee may, at any time, amend the provisions of the PSP in any respect. Amendments may not be made to the material disadvantage of participants except with the approval of the majority of the participants affected by the amendment.

Amendments may not adversely affect the rights of participants except where the participant is notified of and has approved such amendment, or where the amendment is made to take account of any matter or circumstance which the Committee reasonably considers is a relevant legal or regulatory requirement, or any other matter or circumstance which the Committee reasonably considers is relevant and requires an amendment to be made.

The Committee may, at any time, establish further plans for overseas territories (by way of schedules to the PSP rules or otherwise) based on the PSP, but modified to take account of local tax, exchange control or securities laws.



## 2. The RSP

### Introduction

The RSP is a discretionary share plan. Under the RSP, the Committee may grant options, conditional share awards or awards of restricted shares over Shares ("RSP Awards") to employees. No payment is required for the grant of an RSP Award (unless the Board determines otherwise).

In practice, it is intended that RSP Awards will take the form of conditional share awards, which will normally vest three years after the applicable grant date, subject to the participant's continued employment with the Group.

### Eligibility

Employees of the Group are eligible for selection to participate in the RSP at the discretion of the Committee, provided that (unless the Committee determines otherwise) they have not given or received notice of termination. In practice, it is intended that key employees below board level will participate in the RSP.

### Limits

The RSP may operate over new issue Shares, treasury Shares or Shares purchased in the market. An RSP Award may not be granted if it would cause the aggregate number of Shares issued or issuable under any employee share scheme operated by the Company in the preceding ten years to exceed ten per cent of the Company's issued share capital at that time.

Shares transferred out of treasury under the RSP will count towards these limits for so long as this is required under institutional investor guidelines. In addition, RSP Awards which are renounced or lapse or any Shares which the trustees of an employee benefit trust have purchased in order to satisfy an award shall be disregarded for the purposes of these limits.

### Grant of RSP Awards

RSP Awards may be granted at any time, subject to any dealing restrictions. However, no RSP Award may be granted more than ten years from the date when the RSP is adopted by the Company.

RSP Awards are not transferable (except on death) and they are not pensionable.

### Vesting

RSP Awards will normally vest subject to a three-year vesting schedule, subject to the application of malus. Options granted under the RSP will normally remain exercisable for a period determined by the Committee at grant, which shall not exceed ten years from grant.

The Committee retains discretion to adjust the level of vesting upwards or downwards if in its opinion the level of vesting resulting from the application of the relevant performance conditions is not a fair and accurate reflection of business performance, the participant's personal performance and such other factors as the Committee may consider appropriate.

### Malus

If the malus provisions of the RSP apply to an RSP Award the Committee may decide, at any time prior to the vesting of an RSP Award, that the value or number of Shares subject to the RSP Award shall be reduced (including to nil) and/or that additional conditions shall be imposed on such basis that the Committee in its discretion considers to be fair and reasonable in the event that one or more of the following circumstances arise or come to light:

1. discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any Group member; and/or
2. the assessment of any condition in respect of an RSP Award was based on error, or inaccurate or misleading information; and/or
3. the discovery that any information used to determine the number of Shares subject to an RSP Award was based on error, or inaccurate or misleading information; and/or
4. action or conduct of a participant which, in the reasonable opinion of the Board, amounts to fraud or gross misconduct; and/or
5. events or behaviour of a participant have led to the censure of a Group member by a regulatory authority or have had a significant detrimental impact on the reputation of any Group member provided that the Board is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them; and/or
6. a material failure in risk management of the Company, a Group member or a business unit of the Group occurs or is discovered; and/or
7. the Company or any Group member or business of the Group becomes insolvent or otherwise suffers a corporate failure so that the value of Shares is materially reduced provided that the Board determines following an appropriate review of accountability that the participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

# Appendix A: Summary of new Employee Share Plans continued

## Clawback

Where an RSP Award has vested (or an RSP Award which is an option has been exercised), the Committee may apply clawback to all or a proportion of Shares received on vesting or exercise in substantially the same circumstances as apply to malus (as described above) during the period of two years following the vesting of an RSP Award. Clawback may be affected, among other means, by requiring the transfer of Shares back to the Company or as it directs, payment of cash or reduction of outstanding or future awards.

## Cessation of employment

Except in certain circumstances set out below, an RSP Award will lapse immediately upon a participant ceasing to be employed by or holding office with the Group.

However, if a participant ceases to be so employed because of ill-health, injury, disability, redundancy, retirement, their employing company being transferred out of the Group, or in any other circumstances determined at the discretion of the Committee (each a "Good Leaver Reason"), their RSP Award will ordinarily vest on the date when it would have vested if they had not so ceased to be a Group employee or Director, subject to the operation of malus or clawback. In addition, unless the Committee decides otherwise, vesting will be pro-rated to reflect the reduced period of time between the grant of the RSP Award and the participant's cessation of employment as a proportion of the normal vesting period.

If a participant ceases to be a Group employee or Director for a Good Leaver Reason, the Committee can alternatively decide that their RSP Award will vest early when they leave. If a participant dies, a proportion of their RSP Award will vest on the date of their death. The extent to which an RSP Award will vest in these situations will be determined by the Committee at its absolute discretion taking into account, among other factors, the period of time the RSP Award has been held and the operation of malus or clawback. In addition, unless the Committee decides otherwise, vesting will be pro-rated to reflect the reduced period of time between the grant of the RSP Award and the participant's cessation of employment as a proportion of the normal vesting period.

To the extent that options granted under the RSP vest for a Good Leaver Reason, they may be exercised for a period of six months following vesting (or such longer period as the Committee determines). To the extent that options vest following the death of a participant, they may normally be exercised for a period of 12 months following death (or such longer period as the Committee determines).

## Corporate events

In the event of a takeover, scheme of arrangement, compulsory acquisition of Shares, or winding-up of the Company, RSP Awards will vest early. The proportion of the RSP Awards which vest shall be determined by the Committee taking into account, among other factors, the period of time the RSP Award has been held by the participant and the extent to which the applicable performance conditions have been satisfied at that time.

To the extent that options granted under the RSP vest in the event of a takeover, winding-up or scheme of arrangement of the Company they may be exercised for a period of six months measured from the relevant event (or in the case of takeover such longer period as the Committee determines) and will otherwise lapse at the end of that period (or, in the case of a winding-up, upon the completion of the winding up if earlier). To the extent that options vest in the event of a compulsory acquisition of Shares, they may be exercised during the period beginning with the date on which a notice is served under section 979 of the Companies Act 2006 and ending seven clear days before entitlement to serve such notice ceases.

In the event of a demerger, distribution or any other corporate event not within those above, the Committee may determine that RSP Awards shall vest to the extent determined by the Committee, taking into account the same factors as set out above. Options that vest in these circumstances may be exercised during such period as the Committee determines.

The Committee may, in its discretion, allow options granted under the RSP to vest prior to and conditional upon the occurrence of any of the events set out above and an option will then lapse on the occurrence of the event if not exercised prior to the event.

If there is a corporate event resulting in a new person or company acquiring control of the Company, the Committee may (with the consent of the acquiring company and the participant) alternatively decide that RSP Awards will not vest or lapse but will be replaced by equivalent new awards over shares in the new acquiring company.

## Variation of capital

If there is a variation of share capital of the Company or in the event of a demerger or other distribution, special dividend or distribution, the Committee may make such adjustments to RSP Awards, including the number of Shares subject to RSP Awards and the exercise price (if any), as it considers to be fair and reasonable.

**Dividend equivalents**

The Committee may determine that participants will receive a payment (in cash and/or additional Shares) equal in value to any dividends that would have been paid on the number of Shares which vest in respect of an RSP Award during the vesting period. The dividend equivalent provision may assume that dividends are treated as reinvested in additional Shares each time a dividend is paid during the vesting period.

**Alternative settlement**

At its discretion, the Committee may decide to satisfy the exercise of an RSP Award with a payment in cash or Shares equal to any gain that the participant would have made had the relevant RSP Award been satisfied with Shares.

**Rights attaching to Shares**

Except in the case of an RSP Award of restricted shares, Shares issued and/or transferred under the RSP will not confer any rights on any participant until the relevant RSP Award has vested or, in the case of an option, has been exercised, and the participant in question has received the underlying Shares. Any Shares allotted when an RSP Award vests or an option is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

**Amendments**

The Committee may, at any time, amend the provisions of the RSP in any respect. Amendments may not be made to the material disadvantage of participants except with the approval of the majority of the participants affected by the amendment.

Amendments may not adversely affect the rights of participants except where the participant is notified of and has approved such amendment, or where the amendment is made to take account of any matter or circumstance which the Committee reasonably considers is a relevant legal or regulatory requirement, or any other matter or circumstance which the Committee reasonably considers is relevant and requires an amendment to be made.

The Committee may, at any time, establish further plans for overseas territories (by way of schedules to the RSP rules or otherwise) based on the RSP, but modified to take account of local tax, exchange control or securities laws.

