

Notice of Annual General Meeting

This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this notice of meeting or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor, tax advisor, accountant or other independent professional advisor.

If you have recently sold or otherwise transferred all of your ordinary shares in PayPoint Plc, please pass this notice of meeting, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares as soon as possible.

In line with the UK Government's proposed roadmap out of lockdown, PayPoint Plc's annual general meeting ('AGM') is set to be held at PayPoint's registered office address. In the event that the current restriction on public gatherings continues beyond 21 June 2021, changes to the format of the AGM will be communicated to shareholders on the investors section of our website: www.corporate.paypoint.com and, where appropriate, by a stock exchange announcement in advance of the AGM. We remain committed to engaging with our shareholders so please do send any questions you may have for the Board, relating to the business of the meeting, to our Company Secretary at sarahcarne@paypoint.com.

Meantime, we encourage you to submit your proxy votes to the Company's registrars, Equiniti, as early as possible. Further information on how you can submit your proxy votes can be found on page 131. The deadline for submitting proxy votes is 12.00 noon on Monday 19 July 2021.

Notice is hereby given that the 2021 Annual General Meeting of PayPoint Plc (the 'Company') will be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL on Wednesday 21 July 2021 at 12.00 noon. You will be asked to consider and pass the following resolutions. Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions, and Resolutions 14 to 18 (inclusive) will be proposed as special resolutions.

Routine business

1. Directors' Report and Accounts

To receive the accounts for the financial year ended 31 March 2021 together with the Directors' report and the auditors' report on those accounts.

2. Directors' Remuneration Report

To approve the Directors' Remuneration Report for the financial year ended 31 March 2021 as set out on pages 72 to 83 of the annual report 2021.

3. Declaration of final dividend

To declare a final dividend of 16.6 pence per ordinary share of the Company for the year ended 31 March 2021.

4. Election of Director – Alan Dale

To elect Alan Dale as a Director who, having been appointed since the last AGM of the Company, offers himself for election in accordance with the Company's Articles of Association.

5. Election of Director – Rosie Shapland

To elect Rosie Shapland as a Director who, having been appointed since the last AGM of the Company, offers herself for election in accordance with the Company's Articles of Association.

6. Re-election of Director – Gill Barr

To re-elect Gill Barr as a Director.

7. Re-election of Director – Giles Kerr

To re-elect Giles Kerr as a Director.

8. Re-election of Director – Rakesh Sharma

To re-elect Rakesh Sharma as a Director.

9. Re-election of Director – Nick Wiles

To re-elect Nick Wiles as a Director.

10. Re-election of Director – Ben Wishart

To re-elect Ben Wishart as a Director.

11. Appointment of Auditor

To reappoint KPMG LLP as auditor of the Company until the conclusion of the next AGM of the Company at which the accounts are laid.

12. Auditor's remuneration

To authorise the Directors to determine the auditor's remuneration.

Notice of Annual General Meeting continued

Special business

13. Directors' authority to allot shares

That the Board be generally and unconditionally authorised under section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £76,285 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £152,570 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the AGM in 2022 (or, if earlier, until the close of business on 21 October 2022) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

14 Disapplication of pre-emption rights

That if resolution 13 is passed, the Board be given power to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 13, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (B) in the case of the authority granted under paragraph (A) of resolution 13 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraphs (A) and (B) above) of equity securities or sale of treasury shares up to a nominal amount of £11,443, such power to apply until the end of the AGM in 2022 (or, if earlier, until the close of business on 21 October 2022) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

15. Additional disapplication of pre-emption rights

That if resolution 13 is passed, the Board be given power in addition to any power granted under resolution 14 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £11,443; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company 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, such power to apply until the end of the AGM in 2022 (or, if earlier, until the close of business on 21 October 2022) but, in each case, during this period the Company may make offers, and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Notice of Annual General Meeting continued

16. Company's authority to purchase its own shares

That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 1/3 pence each, provided that:

- (A) the maximum number of ordinary shares hereby authorised to be purchased is 6,865,691;
- (B) the minimum price which may be paid for an ordinary share is 5 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out at the relevant time, in each case, exclusive of expenses;

such authority to apply until the end of the AGM in 2022 (or, if earlier, until the close of business on 21 October 2022) but in each case so that during this period the Company may enter into a contract to purchase ordinary shares which would, or might be, completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

17. Calling of general meetings on 14 days' notice.

That any general meeting of the Company that is not an AGM may be called on not less than 14 clear days' notice.

18. Adopt New Articles of Association ('New Articles')

That the Directors be authorised to adopt New Articles the articles of association. The substantive changes being proposed in the New Articles are summarised on page 134. The New Articles are available for inspection, as noted on page 132 of this document.

Recommendation

With respect to resolutions 4 to 10 (inclusive), the Chairman confirms that, based on the performance evaluation undertaken during the period, each of the retiring Directors' performance continues to be effective and to demonstrate commitment to the role. The Board has considered this and recommends that each Director who wishes to serve again be proposed for election/re-election. This opinion is based on an assessment of each Director's relevant knowledge and experience and the conclusion that, in each case, their informed opinions are of significant value and contribute greatly to Board discussions. Biographies of the Directors including their areas of expertise relevant to their role as a Director are given on pages 54 and 55 of the 2021 annual report.

Your Directors believe that the proposals described in this Notice of Meeting are in the best interests of the Company and its shareholders as a whole and recommend you to give them your support by voting in favour of all the resolutions, as they intend to in respect of their own beneficial shareholders.

By order of the Board

Sarah Carne
Company Secretary
22 June 2021

Registered office:
1 The Boulevard
Shire Park
Welwyn Garden City
Hertfordshire AL7 1EL
United Kingdom

Registered in England and Wales
Company No. 03581541

Notes to the Notice of Annual General Meeting

1. Shareholders should submit their proxy vote not less than 48 hours before the time of the AGM. 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 shareholder of the Company. To appoint a proxy or proxies shareholders must: (a) submit a proxy appointment electronically at www.sharevote.co.uk; or (b) complete a Form of Proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or (c) complete a CREST Proxy Instruction (as set out in paragraph 5 below), in each case so that it is received no later than 12.00 noon on 19 July 2021. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. A Form of Proxy for use in connection with the AGM is enclosed with this document. Full details of the procedure to submit a proxy electronically are given on the website www.sharevote.co.uk. To use this service, you will need your Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy. If you do not have a Form of Proxy and believe that you should, please contact the Company's registrars, Equiniti Limited, on 0371 384 2030 (or +44 121 415 7047 if calling from outside the United Kingdom) or at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Lines are open from 8.30am to 5.30pm, Monday to Friday (except public holidays in England and Wales).
2. A member entitled to attend, speak and vote at the AGM may appoint a proxy (who need not be a member of the Company) to exercise all or any of his or her rights to attend and to speak and vote on his or her behalf. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. To appoint more than one proxy please contact the Company's registrar using the details provided above. CREST members should utilise the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by the Company not less than 48 hours before the time of the meeting. You must inform the Company's registrar in writing of any termination of the authorities of a proxy.
3. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 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.
4. The statement of the rights of shareholders to appoint a proxy in paragraphs one and two above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof 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 voting 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 by means of CREST to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of AGM. 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. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
6. 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.
7. To be entitled to attend and vote at the AGM or any adjournment thereof (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 6:30pm on 19 July 2021 (or by close of business on the date being two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. Biographical details of the Directors of the Company are shown on pages 54 and 55 of the 2021 annual report.
9. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause such questions to be answered. However, no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
10. Information relating to the meeting which the Company is required by section 311A of the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at www.paypoint.com. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.

Notes to the Notice of Annual General Meeting continued

11. It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting 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 circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditor by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.
12. The issued share capital of the Company as at 26 May 2021, the latest practicable date before publication of this notice, was 68,657,402 ordinary shares of 0.03 pence each, carrying one vote each. The Company holds no treasury shares. The total number of voting rights in the Company on 26 May 2021 is 68,657,402.
13. The Directors' service agreements, Directors' letters of appointment, Directors' deeds of indemnity and the proposed New Articles of Association are available for inspection at the registered office of the Company. Email: sarahcarne@paypoint.com during normal business hours on any weekday (excluding public holidays). Copies of these documents will also be available at the place of the AGM from 15 minutes before the meeting until it ends.

Explanatory notes to certain of the resolutions to be proposed at the annual general meeting

Resolution 1: To receive the Directors' report and accounts

The Board asks that shareholders receive the Strategic Report, Directors' Report and the financial statements for the year ended 31 March 2021, together with the report of the auditor.

Resolution 2: Directors' Remuneration Report

Shareholders are asked to approve the Directors' Remuneration Report that appears on pages 72 to 83 of the 2021 annual report. This vote is advisory, and the Directors' entitlement to remuneration is not conditional on it.

Resolution 3: Declaration of final dividend

Shareholders are being asked to approve a final dividend of 16.6 pence per ordinary share for the year ended 31 March 2021. Subject to approval, the dividend will be paid in equal instalments of 8.3 pence per share on 29 July 2021 and 30 September 2021 to the holders of ordinary shares whose names are recorded on the register of members at the close of business on 25 June 2021 and 27 August 2021 respectively.

Resolutions 4 – 10: Directors

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. This follows a process of formal evaluation, which confirms that each Director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required). In accordance with the UK Corporate Governance Code and in line with previous years, all Directors will again stand for election or re-election, as relevant, at the AGM this year. Biographies are available on pages 54 and 55 of the annual report. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Resolutions 11 and 12: Appointment and remuneration of auditor

The Company is required to appoint or reappoint an auditor at each general meeting at which accounts are presented to shareholders. Following an evaluation of the effectiveness and independence of KPMG LLP, the Directors recommend KPMG LLP be reappointed as auditor. Resolution 12 grants authority to the Company to determine the auditor's remuneration.

Resolution 13: Directors' authority to allot shares

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £76,285 (representing 22,885,636 ordinary shares of 0.03 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 26 May 2021, the latest practicable date prior to publication of this notice. In line with guidance issued by the Investment Association, paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £152,570 (representing 45,771,271 ordinary shares of 0.03 pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 26 May 2021, being the latest practicable date prior to publication of this notice. The authorities sought under paragraphs (A) and (B) of this resolution will expire at the end of the AGM in 2022 (or, if earlier, until the close of business on 22 October 2022). The Directors have no present intention to exercise either of the authorities sought under this resolution, other than to allot ordinary shares as following the exercise of options and awards under the Company's share schemes. However, if they do exercise the authorities, the Directors intend to follow Investment Association recommendations concerning their use. As at the date of this Notice, the Company does not hold any shares in treasury.

Resolutions 14 and 15: Authority to disapply pre-emption rights

Resolutions 14 and 15 are proposed as special resolutions. 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), company law requires that these shares are first offered to shareholders in proportion to their existing holdings.

At last year's AGM, a special resolution was passed, in line with institutional shareholder guidelines, empowering the Directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. It is proposed, under resolution 14, that this authority be renewed. If approved, the resolution will authorise Directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £11,443 (representing 3,432,845 ordinary shares of 0.03 pence each) which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash.

The Pre-Emption Group's Statement of Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares) and are used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of resolution 15 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 13, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders, up to a further nominal amount of £11,443 (representing 3,432,845 ordinary shares of 0.03 pence each). The authority granted by this resolution, if passed, will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 15 is used, the Company will publish details of its use in its next annual report. The authority granted by resolution 15 would be in addition to the general authority to disapply pre-emption rights under resolution 14. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £22,886. The Directors intend to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in resolution 15 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than: (i) With prior consultation with shareholders; or (ii) In connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The Directors have no present intention of using the power under these authorities but they will have the flexibility to act in the best interests of the Company when opportunities arise.

Explanatory notes to certain of the resolutions to be proposed at the annual general meeting continued

Resolution 16: Authority to make market purchases of ordinary shares

Resolution 16 is another special resolution and renews the Directors' authority granted by the shareholders at previous AGMs to make market purchases of up to 10 per cent of the Company's issued ordinary shares (excluding any treasury shares). The Company may make purchases of its own shares if, having taken account of all major factors such as the effect on earnings and net asset value per share, gearing levels and alternative investment opportunities, such purchases are considered to be in the Company's and shareholders' best interests while maintaining an efficient capital structure. If the Company purchases any of its ordinary shares pursuant to resolution 16, the Company may cancel these shares or hold them in treasury. Such decision will be made by the Directors at the time of purchase. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 5 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (i) an amount equal to 5 per cent. above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time. At last year's AGM, the Company was given authority to make market purchases of up to 6,838,184 shares. No shares have been purchased by the Company in the market since then. Options to subscribe for a total of 429,738 shares, being 0.6 per cent. of the issued ordinary share capital, were outstanding at 26 May 2021 (being the latest practicable date prior to the publication of this notice). If the existing authority given at the 2020 AGM and the authority being sought under resolution 16 were to be fully used, these would represent 0.5 per cent. of the Company's issued ordinary share capital at that date. The Directors do not have any current plans to exercise the authority to be granted pursuant to resolution 16. The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally. The authority will expire at the earlier of 22 October 2022 and the conclusion of the AGM of the Company held in 2022.

Resolution 17: Authority to allow any general meeting of the Company that is not an annual general meeting to be called on not less than 14 clear days' notice

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for annual general meetings) provided that:

- (a) the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company has a facility enabling all shareholders to appoint a proxy by means of a website; and
- (b) on an annual basis, a shareholders' resolution approving the reduction of the minimum notice period from 21 days to 14 days is passed.

The Board is therefore proposing this resolution as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval of this resolution will be effective until the end of the 2022 AGM of the Company, when it is intended that the approval will be renewed. The Board intends that the shorter notice period will only be used in limited exceptional circumstances which are time-sensitive, rather than as a matter of routine, and only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the necessary flexibility to respond to all eventualities.

Resolution 18: Adopt New Articles of Association

The Company's existing Articles of Association were last amended on 23 July 2014 (the Existing Articles). It is proposed in Resolution 18 of the Notice of Annual General Meeting to adopt the New Articles. In adopting the New Articles, the opportunity has been taken to update the Existing Articles to provide additional flexibility and to clarify certain aspects of the operation of the Existing Articles. The substantive changes being proposed in the New Articles are summarised below.

A copy of the New Articles and a copy of the Existing Articles marked up to show all proposed changes are available for inspection, as set out in note 13 of the Notice of Annual General Meeting.

Save as for otherwise stated, all article references below relate to article references in the New Articles.

Untraced shareholders

The Existing Articles contain provisions relating to members who are considered untraced after a period of 12 years and certain steps the Company must undertake in relation to untraced shareholders. The Existing Articles also include provisions relating to the forfeiture and sale of shares held by untraced shareholders.

It is proposed that the New Articles will provide the Company with additional flexibility in relation to trying to locate any such untraced members or persons entitled to any share (article 22.1). The New Articles also clarify procedures in relation to the handling and treatment of the net proceeds of the sale of shares held by untraced shareholders (article 22.3).

General meetings

The Existing Articles permit the Company to hold general meetings at one place or at a principal place plus one or more satellite places. In light of the impact of Covid-19 on general meetings of traded companies generally, the Directors have reviewed the Existing Articles and consider it prudent to update the Existing Articles' provisions in relation to general meetings.

The New Articles permit the Company to hold general meetings in 'hybrid' form (meaning at one or more physical places plus with facilities allowing members to be present and to vote electronically). The New Articles also clarify certain procedural matters relating to general meetings. These include: (a) clarifying security arrangements for general meetings (including in relation to 'hybrid' meetings) (articles 26.7, 27.4, 27.5 and 27.6); and (b) making clarifications in relation to moving, postponing or adjourning meetings (article 26.8), including relating to the Chair's power to adjourn meetings (article 27.15).

The New Articles do not empower the Directors to convene a 'virtual meeting' (a meeting at which all those who are present join electronically, with no physical place of meeting). Given recent events and market debate, we will keep this position under review and may consider proposing such a power in future amendments.

Other

A range of minor and technical amendments have also been made to the Existing Articles to modernise the language, remove reference to outdated concepts and provide clarity.