

Dotdigital Group Plc
(Incorporated and registered in England and Wales under company number 06289659)
Registered office:
No1 London Bridge
London
SE1 9BG

21 November 2023

Letter from the Chairman

Dear Shareholder,

2023 Annual General Meeting ("AGM")

Our Annual General Meeting will take place at No1 London Bridge, London, SE1 9BG on Tuesday 19 December 2023. It will start at 11:00 a.m.

We would also like to strongly encourage all our shareholders to vote on the resolutions by proxy before the deadline of 15 December 2023.

Over the following pages you will find the Notice of Meeting, together with notes explaining the business to be considered on the day and a Form of Proxy. You will also find a copy of the annual report which describes our performance for the year ended 30 June 2023.

Before the Annual General Meeting

In the usual way we both ask and encourage you to vote for the resolutions to be proposed at the AGM ("Resolutions") by completing and returning the enclosed Form of Proxy. In order for any proxy appointment to be valid, you should return your duly completed Form by posting it to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. Alternatively, you can register your vote(s) for the Annual General Meeting by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form). We suggest this is done as early as possible, but in any event please ensure it is received not later than 11:00 a.m. on 15 December 2023 or 48 hours (excluding non-business days) before any adjourned meeting.

On the day of the Annual General Meeting

The AGM takes place at 11:00 a.m. on 19 December 2023.

After the formal business of the meeting has been concluded there will be a short opportunity for you to ask the management team any other questions you may have in respect of the business, which the team will endeavor to answer. The meeting will formally close thereafter. We would politely remind you that at the AGM the Directors will not answer questions relating to the individual rights of shareholders or any non-business matters.

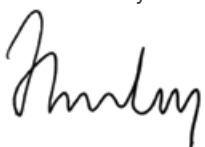
Proposed Dividend

I am pleased to announce that the Directors are recommending a final dividend of 1.0p per ordinary share (an uplift of 2% over last year) and, assuming that the resolution set out as Resolution 5 is passed, it will be paid on 31 January 2024 to those shareholders on the register as at 12 January 2024. The Board has decided that it will keep a progressive dividend in line with earnings before interest, tax, amortisation and depreciation growth, supplemented (where appropriate) by special dividends from time to time.

The votes of all shareholders count and therefore I urge you to complete the enclosed Form of Proxy to appoint the Chairman of the meeting as your proxy for this meeting. The Board recommends that you support all the Resolutions put before you.

On behalf of the Board, I look forward to welcoming you to Dotdigital Group's 2023 Annual General Meeting.

Yours faithfully



John Conoley
Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in Dotdigital Group plc (“Company”), you should pass this document and the annual report and financial statements of Dotdigital Group plc for the year ended 30 June 2023 and the form of proxy, without delay, to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Shareholders are encouraged to vote by completing and returning the Form of Proxy enclosed in this document (and by doing so they will be appointing the Chairman of the meeting as their proxy) or if they hold their shares in uncertificated format to appoint the Chairman of the meeting as their proxy using the relevant CREST processes. Alternatively, you can register your vote(s) for the Annual General Meeting by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form).

A Form of Proxy for use at the Annual General Meeting of Dotdigital Group PLC accompanies this document and, to be valid, must be completed and returned to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible but in any event to be received not later than 11:00 a.m. on 15 December 2023 or 48 hours (excluding non-business days) before any adjourned meeting.

Notice of Annual General Meeting

Dotdigital Group PLC

Company Number: 06289659

Notice is hereby given of this year’s Annual General Meeting of the Company which will be held at No1 London Bridge, London, SE1 9BG on 19 December 2023 at 11:00 a.m. to consider and, if thought fit, to pass the following resolutions, resolutions 1 to 6 being proposed as ordinary resolutions and resolutions 7 to 9 being proposed as special resolutions.

Report and Accounts

1. To receive the financial statements for the year ended 30 June 2023 together with the reports of the Directors and auditor thereon.

Remuneration Report

2. To approve the Directors’ Remuneration Report for the financial year ended 30 June 2023.

Directors

3. To re-elect Elizabeth Richards as a Director retiring by rotation.

Auditors

4. To re-appoint Moore Kingston Smith as auditor of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the Directors to determine the auditor’s remuneration.

Dividend

5. To declare a final dividend of 1.0 pence per ordinary share for the year ended 30 June 2023, such dividend to be paid on 31 January 2024 to holders of ordinary shares on the Company’s register of members at the close of business on 12 January 2024.

Directors’ authority to allot shares

6. That the directors of the Company (“Directors”) be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to exercise any and all powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (“Rights”) up to an aggregate nominal value of **£153,258** to such persons and at such times and on such terms as they think proper such authority to be in substitution for any equivalent authority which may have been granted to the directors prior to the passing of this Resolution 6 **PROVIDED THAT** unless previously renewed, revoked, varied or extended this authority hereby given shall expire on the date falling 15 months from the date of the passing of this resolution or if earlier on the conclusion of the next annual general meeting of the Company save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such an offer or agreement as if this authority had not expired.

Directors’ authority to disapply pre-emption rights

7. That, subject to the passing of Resolution 6, the Directors be and are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company (“Relevant Securities”) for cash pursuant to the authority conferred on the Directors under section 551 of the Act pursuant to Resolution 6 above for the duration of such authority, as if the provisions of section 561 of the Act did not apply to such allotment, with such authority to be in substitution for any equivalent authority which may have been granted to the Directors prior to the passing of this Resolution 7, **PROVIDED THAT** this power shall be limited to the allotment of Relevant Securities:

- i) in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of Relevant Securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of Relevant Securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise; and
 - ii) (other than pursuant to sub paragraph i) above) up to an aggregate nominal value equal to **£76,629** save that the Company may, prior to the expiry of such power, make any offer or agreement which requires or might require such Relevant Securities to be allotted after the expiry of such period.
8. That, subject to the passing of Resolution 6 above, the Directors be and are hereby authorised in addition to any authority granted under Resolution 7, pursuant to section 570 of the Act, to allot Relevant Securities for cash pursuant to the authority conferred by Resolution 6 for the duration of such authority, as if the provisions of section 561 of the Act did not apply to such allotment, **PROVIDED THAT** this authority shall be:
- i) limited to the allotment of Relevant Securities up to an aggregate nominal amount of **£76,629**; and
 - ii) 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 determine to be an acquisition or other capital investment of the 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.

Authority to make market purchases of own shares

9. That, the Company be generally and unconditionally authorised, pursuant to the Articles of Association of the Company and pursuant to section 701 of the Act, to make market purchases (as defined in section 693(4) of the Act) of up to 30,651,631 Ordinary Shares of 0.5p each (“Ordinary Shares”) in the capital of the Company (being approximately 10 per cent. of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (a) the amount paid for each Ordinary Share (exclusive of expenses) shall not be less than 0.5p per Ordinary Share nor more than the higher of (1) five per cent. above the average of the middle market quotation for Ordinary Shares as derived from the AIM Section of the Daily Official List of the London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system; and
 - (b) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company to be held in 2024 or on 19 December 2024, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired

By Order of the Board

George Kasparian
Secretary
21 November 2023

Registered Office

No1 London Bridge
London Bridge Street
London
SE1 9BG

Notes

1. A member entitled to attend and vote at the Annual General Meeting (“AGM”) may appoint a proxy (who need not be a member of the Company) to attend, speak and vote on his or her behalf.

The Board strongly encourages voting to be conducted by proxy. In order to safeguard shareholders, we will welcome the maximum number of shareholders we are able within safety constraints and in accordance with the latest government guidelines.

If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

In order to be valid, an appointment of a proxy must be returned by one of the following methods:

- by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
 - in hard copy in the form enclosed together with the power of attorney or other authority, if any, under which it is signed, or a copy of such power or authority certified by a notary, by post, by courier or by hand (in business hours and by appointment only) to the Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The form of proxy must be signed by the shareholder appointing the proxy or by his/her attorney authorised in writing. If the shareholder is a corporation, the form of proxy should be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorized to sign it; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;

and in each case to be valid must be received by the Company’s registrar Share Registrars Limited not less than 48 hours (excluding any part of a day that is not a working day) before the time of the meeting or the adjourned meeting.
2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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.
 3. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a ‘CREST Proxy Instruction’) must be properly authenticated in accordance with Euroclear UK & International (‘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 by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 (ID: 7RA36) 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)(a) 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 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.
 4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, tel. 01252 821390.

5. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. The revocation notice must be received by Share Registrars Limited not less than 48 hours (excluding any part of a day that is not a working day) before the time of the meeting or the adjourned meeting. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
6. The completion of a proxy does not normally preclude a member from attending a meeting of the Company’s shareholders, **but the Board is strongly encouraging shareholders to vote via proxy as opposed to in person on the day of the meeting.**
7. Copies of the service and consultancy agreements of the Directors with the Company, or with any of its subsidiaries, will be available on request from the date of this Notice until the close of the AGM.
8. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders who are registered on the Company’s register of members 48 hours (excluding any part of a day that is not a working day) before the time of the AGM (or any adjournment thereof) shall be entitled to attend the AGM. Changes to entries on the register of members less than 48 hours (excluding any part of a day that is not a working day) before the time of the AGM (or any adjournment thereof) shall be disregarded in determining the rights of any person to attend the AGM.
9. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes to the notice of Annual General Meeting

The notice of the Annual General Meeting to be held on 19 December 2023 is set out on page 2. The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

Resolution 1 – Adoption of Accounts

English company law requires the Directors to present the accounts to a general meeting of the shareholders.

Resolution 2 – Directors’ Remuneration Report

Shareholders will have the opportunity to cast an advisory vote on the Directors’ Remuneration Report for the year ended 30 June 2023. The report is set out in full on pages 38 to 42 of the Annual Report 2022/23.

Resolution 3 – Re-election of Director Retiring by Rotation

The Company has five Directors and the Articles of Association provide for one-third of them (excluding any Directors appointed since the last annual general meeting of the Company) to retire by rotation and where such number is not a whole number then the number nearest to but not exceeding one third shall retire. The longest serving directors have to offer themselves for re-election first. The length of time a Director has been in office is computed from the date of his appointment or re-election and where they have served for an equal amount of time then they shall agree who is to retire or be chosen by lot. Of the five directors in office Elizabeth Richards has been longest in office and will retire and offer herself for re-election.

Resolution 4 – Re-appointment of Auditors

By this resolution, the Company will re-appoint Moore Kingston Smith as auditors and the Directors are seeking shareholder approval to such appointment and the ability to determine the amount of their fees.

Resolution 5 – Authority to the Directors to Declare a Final Dividend

The Directors recommend a final dividend of 1.0 pence per share. The final dividend cannot exceed the amount recommended by the Directors. If approved by the shareholders, the final dividend will be paid on 31 January 2024 to those shareholders on the register as at 12 January 2024.

Resolution 6 – Authority to the Directors to Allot Shares

Under the Act, the directors of a Company may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each annual general meeting. Accordingly, resolution number 6 will be proposed as an ordinary resolution to grant a new authority to allot the unissued share capital (equal to approximately 10% of the issued share capital of the Company as at 16 November 2023 (being the last practicable date prior to the publication of this Notice of Annual General Meeting)). If given, this authority will expire on the date falling 15 months from the date of this resolution or if earlier on the conclusion of the next annual general meeting, unless previously renewed, revoked or varied by the Company in general meeting. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of shareholders when opportunities arise.

Resolution 7 – Disapplication of Statutory Pre-Emption Rights

The Directors also require additional authority from shareholders to allot shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. This enables the Directors to issue to persons who are not existing shareholders but limited to shares whose nominal value does not exceed £76,629 (equal to approximately 5% of the issued share capital of the Company as at 16 November 2023 (being the last practicable date prior to the publication of this Notice of Annual General Meeting)). Again, whilst the current authority has not yet expired, it is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as a special resolution.

Resolution 8 – Disapplication of Pre-Emption Rights for an Acquisition or Specified Capital Investment

The Directors are seeking further authority under Resolution 8 to offer shares for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £76,629 (equal to approximately 5% of the issued share capital of the Company as at 16 November 2023 (being the last practicable date prior to the publication of this Notice of Annual General Meeting)). This is in addition to the 5% referred to in Resolution 7. If given, the authority will expire at the conclusion of the next annual general meeting in 2024 or on 19 December 2024, whichever is the earlier. This extra authority is being sought in accordance with the Pre-Emption Group’s 2022 Statement of Principles (“Statement of Principles”). The Statement of Principles permits disapplication authorities of up to 20% of issued ordinary share capital in total to be sought provided the extra 10% is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The previous (2015) version of the Statement of Principles capped that total at 10% of issued ordinary share capital (i.e. 5% plus 5%) and the Directors have decided to keep within the limits of the previous set of Statement of Principles. The Directors confirm that they intend to use the authority sought in Resolution 8 only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 6 month period and is disclosed in the announcement of the issue.

Resolution 9 – Authority to Purchase Own Shares

Resolution 9 will be proposed as a special resolution to give the Company authority to purchase its own shares in the market during the period until the next annual general meeting of the Company or 19 December 2024, whichever is earlier, for up to 30,651,631 Ordinary Shares, representing approximately 10% of the issued share capital of the Company as at 16 November 2023 (being the last practicable date prior to the publication of this Notice of Annual General Meeting). The price payable shall not be more than 5% above the average of the middle market quotation as derived from the AIM Section of the Daily Official List of the London Stock Exchange plc for the Ordinary Shares for the 5 business days before the purchase is made and in any event not more than the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system and not less than 0.5p per share, being the nominal value of the shares.

It is the Directors’ intention only to exercise the authority to purchase the Company’s shares where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent purchased pursuant to the regulations concerning treasury shares any Ordinary Shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own Ordinary Shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

Dotdigital Group plc

Incorporated and registered in England and Wales with Registered No. 06289659

You can register your vote(s) online for the AGM at www.shareregistrars.uk.com click on the "Proxy Vote" button and then follow the on-screen instructions.**Please note that you must submit your vote by 11:00 a.m. on 15 December 2023.**

Shareholder Name [A/C Designation]

AddressLine1

AddressLine2

AddressLine3

AddressLine4

AddressLine5

Post Code

+ Joint Holder [1] + Joint Holder [2] + Joint Holder [3]

Form of Proxy – AGM

I/We being a member of Dotdigital Group Plc (the 'Company') and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting or as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 19 December 2023 at 11:00 a.m. and any adjournment thereof ("AGM").

(PLEASE INDICATE WITH AN 'X' IN THE BOXES BELOW)

Resolutions	For	Against	Abstain
Ordinary Business:			
Resolution 1: To receive the Directors' and Auditors' Report and Audited Accounts for the year ended 30 June 2023.			
Resolution 2: To approve the Directors' Remuneration Report for the financial year ended 30 June 2023.			
Resolution 3: To re-elect Elizabeth Richards as a Director.			
Resolution 4: To re-appoint Moore Kingston Smith as auditors to the Company and to authorise and approve the Directors to fix their remuneration.			
Resolution 5: To declare a final dividend of 1.0/pence per ordinary share.			
Special Business:			
Resolution 6: To authorise the Directors to allot relevant securities generally pursuant to section 551 of Companies Act 2006.			
Resolution 7: To disapply the statutory pre-emption rights conferred by Section 561 of the Companies Act 2006. (Special Resolution)			
Resolution 8: To disapply the statutory pre-emption rights conferred by Section 561 of the Companies Act 2006 for an acquisition or specified capital investment. (Special Resolution)			
Resolution 9: To authorise the Company to purchase its own shares. (Special Resolution)			

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding	
Please also tick this box if you are appointing more than one proxy	

Print name: _____ Date: _____

Address: _____

Signature: _____

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 11:00 a.m. on 15 December 2023.

There is no need to return this form if you have voted online.

User Name	Access Code
000000	000000

**Notes to the proxy form - AGM**

- If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the meeting or' and enter the name of the proxy where indicated on the form of proxy. Your changes should be initialled. If you sign and return the form of proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.
- You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this form of proxy. Please mark the box on the form of proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All Forms of Proxy must be signed.
- Appointment of a proxy (or submission of a CREST Proxy Instruction, as described in the notice of the Annual General Meeting) does not preclude a member from attending the meeting and voting in person.
- Any alteration to this Form of Proxy must be initialled.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered in the Register of Members of the Company at 11:00 a.m. on 15 December 2023 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (ignoring any part of a day that is not a working day) before the start of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To be effective, this form of proxy, duly completed and signed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting (being 11:00 a.m. on 15 December 2023) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney.
- If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Withheld" box for the relevant resolution. The "Withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the Annual General Meeting.
- In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of the Annual General Meeting.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.

