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Notice of the Annual General Meeting of the Company to be held at The Camden, 84-87 Camden Street Lower, Saint Kevin's, Dublin 2, D02 DH36, Ireland on 13 July 2023 at 11.00 a.m. is set out at the end of this circular. Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received not less than 48 hours before the holding of the Annual General Meeting.

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## **Annual General Meeting 13 July 2023**

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**THIS DOCUMENT AND ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of shareholders in Ireland, an adviser authorised or exempt under the European Union (Markets in Financial Instruments) Regulations 2017 of Ireland (as amended) or the Investment Intermediaries Act 1995 of Ireland (as amended) and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares in C&C Group plc, please pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



14 June 2023

Dear Shareholder

The Annual General Meeting of C&C Group plc (the “**Company**”) will be held at The Camden, 84-87 Camden Street Lower, Saint Kevin’s, Dublin 2, D02 DH36, Ireland on 13 July 2023 at 11.00 a.m. The notice of the meeting is attached.

In addition to the Ordinary Business to be transacted at the meeting, which is referred to in Resolutions 1 to 4 in the notice, the Directors propose that Special Business, as set out in Resolutions 5 to 10 in the notice, be transacted at the meeting for the purposes explained below. This letter contains guidance in relation to the meeting and explanatory notes in relation to some of the resolutions being proposed at the Annual General Meeting.

### Arrangements for the AGM

I am very pleased to issue this AGM invitation following my appointment as Chair in July 2022 and as Executive Chair in May 2023.

As was the case last year, we will be holding this year’s AGM as a physical meeting that is broadcast by video webcast and conference call to facilitate shareholder communication. Authenticated shareholders accessing the AGM by video webcast or conference call can submit questions live during the meeting. These questions will be relayed via a moderator to the Chair of the meeting. Details of the video webcast and conference call can be found on the Company’s website at: <https://candcgroupplc.com/corporate-governance/agm-voting/>

Shareholders who cannot attend the meeting in person are encouraged to submit their proxy instruction before the applicable proxy deadline on the Company’s registrar’s voting platform, <https://www.signalshares.com>, which can be accessed by following the instructions on page 11. Shareholders are also invited to submit questions in advance of the meeting by emailing [company.secretary@candcgroup.ie](mailto:company.secretary@candcgroup.ie), stating your name and Investor Code (“IVC”) (as printed on your share certificate or obtained through the Company’s registrar, Link Registrars Limited). Any questions should be submitted by 11.00 a.m. on 11 July 2023.

### Dividend

The Board is pleased to recommend a final dividend of 3.79 cent per share for approval at the AGM, as a reflection of the Board’s confidence in the cash generating capability of the business. The Group’s full year dividend will amount to 3.79 cent per share.

### Action to be taken by you

Shareholders whose name appears on the register of members of the Company (i.e. those shareholders who hold their shares in certificated form and who do not hold their interests in shares through the Euroclear Bank system or as CREST Depositary Interests (“CDIs”) through the CREST system) can appoint a proxy to attend, speak and vote at the AGM by completing and returning the enclosed Form of Proxy or by appointing a proxy electronically through the website of the Company’s registrar’s share portal at: <https://www.signalshares.com>. Additionally, the Company’s registrar has launched a shareholder app, LinkVote+, that allows shareholders to access their record at any time and submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both Google Play and the Apple App Store, or by scanning the relevant QR code below:



Apple App Store



Google Play

The Form of Proxy, in order to be effective, should be completed in accordance with the instructions given and returned so as to reach the Company's registrar or returned electronically via the Company's registrar's website no later than 48 hours before the time of the meeting. Further information in relation to the appointment of proxies is set out in the notes to the Notice of Meeting.

The Board encourages shareholders to vote electronically in advance of the meeting where possible. This not only saves considerable printing and postage costs, but it also ensures the Company generates less waste, thereby reducing our overall impact on the environment. Reducing our carbon footprint is one of the six pillars of C&C's ESG Strategy and, on behalf the Board, we would like to thank our shareholders for their contribution towards this goal. More details regarding our ESG strategy can be found in the 2023 Annual Report and Accounts or on the Company website at: [www.candcgroupplc.com](http://www.candcgroupplc.com).

Persons who hold interests in shares through the Euroclear Bank system or as CDIs through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes or voting instructions for the AGM through the respective systems. Further details on how to submit proxy votes or voting instructions through the Euroclear Bank system or through the CREST system are set out in the notes to the Notice of AGM.

### **Recommendation**

The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote in favour of each of the Resolutions, as they intend to do in respect of their own beneficial holdings.

A handwritten signature in black ink, appearing to read 'R Findlay', with a horizontal line underneath.

Ralph Findlay  
Executive Chair

## **EXPLANATORY NOTES TO THE RESOLUTIONS**

### **Resolution 3 – Election and Re-election of Directors**

Having served over eight years on the Board, Emer Finnan stepped down from her position as Independent Non-Executive Director in February 2023. John Gibney, who was appointed as Independent Non-Executive Director in October 2022, succeeded Emer as Chair of the Audit Committee. Resolution 3(f) proposes the election of John Gibney as Non-Executive Director.

Helen Pitcher informed the Board that she would not seek re-election at this year's AGM and will step down from her position as an Independent Non-Executive Director at the conclusion of the meeting. This follows her recent appointment as Chair of the Judicial Appointments Commission. Additionally, Jim Thompson informed the Board that he would not seek re-election and will step down from his position as an Independent Non-Executive Director at the conclusion of the AGM, as he was finding it increasingly difficult to dedicate the necessary time required as a Non-Executive Director and the requisite travel from the USA.

On 18 May 2023, David Forde resigned as the Group's Chief Executive Officer ('CEO') and Director with immediate effect, and consequently Patrick McMahon, Chief Financial Officer ('CFO'), was appointed CEO with immediate effect. Ralph Findlay has been appointed as Executive Chair to support the management transition as Patrick McMahon will also retain his responsibilities as CFO until a new CFO is appointed.

In line with the recommendations of the UK Corporate Governance Code, the Board has resolved that all other Directors will also retire at the Annual General Meeting and that those wishing to serve again shall submit themselves for re-election by the shareholders. Resolutions 3(a) to 3(e) propose the re-election of each of these Directors.

Biographical details of Directors standing for election and re-election are found on pages 86 to 87 of the Annual Report 2023 which accompanies this notice of meeting or can be found on the Company's website. The resolutions will be proposed separately in respect of each Director.

The Chair, on behalf of the Nomination Committee, has formally reviewed the performance of all of the Non- Executive Directors, excluding Ralph Findlay, and the Nomination Committee has concluded that their performance continues to be effective and that they continue to demonstrate commitment to their roles.

### **Special Business at the AGM**

There are six items of Special Business.

### **Resolution 5 – Advisory resolutions on Directors' remuneration**

Resolution 5 is to receive and consider the Directors' Remuneration Report (other than the Directors' Remuneration Policy Report) as set out on pages 115 to 135 of the Annual Report 2023. This resolution is being proposed on an advisory basis as an ordinary resolution.

C&C Group plc is an Irish incorporated company and is therefore not subject to the UK company law requirement to submit its directors' remuneration policy ("**Policy**") report to a binding vote by shareholders. Nonetheless, in line with our commitment to best practice, at the AGM in July 2021, our revised Policy was approved by our shareholders on an advisory basis, with a vote in favour of over 94%. As no changes to the Policy are proposed this year, the Policy will not be subject to a vote at the 2023 AGM.

### **Resolutions 6 to 10**

The next five items of special business relate to the share capital of the Company and concern matters which are now standard for most public companies.

### **Resolutions 6, 7 and 8 – General authority to allot shares and disapplication of pre-emption rights**

At the annual general meeting of the Company held in July 2022, shareholders gave the Directors a general authority to allot shares. That authority will expire at the conclusion of the forthcoming Annual General Meeting.

The powers given to the Directors at last year's annual general meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expire at the conclusion of the forthcoming Annual General Meeting.

By Resolution 6, the Directors will, at the forthcoming Annual General Meeting, seek authority to allot shares up to a nominal value of €1,309,940 which is equal to approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of this notice.

In addition, the Directors will, pursuant to Resolution 7, seek power to allot shares for cash otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of €196,491 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the date of this notice) and in the event of a rights issue.

Resolution 8, if passed, would authorise the Directors to allot further shares up to an aggregate nominal value of €196,491 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the date of this notice) otherwise than in accordance with statutory pre-emption rights for the purposes of what the Directors determine to be an acquisition or other specified capital investment.

The pre-emption disapplication authorities being sought in Resolutions 7 and 8 are in line with institutional shareholder guidance, in particular the UK Pre-emption Group's Statement of Principles. The expressions "acquisition" and "specified capital investment" are defined by the Statement of Principles as one or more specific capital investment related uses for the proceeds of an issuance 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. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term "specified capital investment". The Directors will have due regard to the Statement of Principles in relation to any exercise of these powers and will exercise these powers only if they consider this to be in the best interests of shareholders generally at that time.

These authorities will expire at the conclusion of next year's annual general meeting or 15 months after the forthcoming Annual General Meeting, whichever is the earlier. The Directors have currently no intention to allot shares pursuant to these authorities.

### **Resolution 9 – Authority to make market purchases of the Company's own shares**

Pursuant to Resolution 9, shareholders are being asked to grant to the Company an authority to make market purchases of up to 10% of its own shares, continuing the authority granted by the shareholders at last year's annual general meeting. The authority would only be exercised if market conditions make it advantageous to do so and if the Directors were to consider that such purchases would be in the best interests of shareholders. The authority being sought under this resolution would permit any shares so purchased either to be cancelled or held as treasury shares. The authority, if given, will not oblige any shareholder to sell his or her shares in the Company.

Resolution 9 sets out the minimum and maximum prices which may be paid.

There were outstanding, as at 24 May 2023, options to subscribe for 3,762,219 ordinary shares, representing approximately 0.96% of the Company's total voting rights (excluding treasury shares). If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.07% of the Company's total voting rights.

### **Resolution 10 - Authority to reissue ordinary shares**

Pursuant to Resolution 10, shareholders are being asked to sanction the price range at which any treasury share (that is, a share of the Company purchased and held by the Company rather than being cancelled) may be reissued other than on the London Stock Exchange. The maximum and minimum prices at which such a share may be reissued are 120% and 95%, respectively, of the average market price of a share calculated over the five business days immediately preceding the date of such reissue. As at the date of this notice, 9,025,000 of the Company's ordinary shares were held as treasury shares.

## C&C GROUP PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of C&C Group plc (the “**Company**”) will be held at The Camden, 84-87 Camden Street Lower, Saint Kevin’s, Dublin 2, D02 DH36, Ireland on 13 July 2023 at 11.00 a.m. for the following purposes:

#### Ordinary Business

##### 1. Financial statements

Following a review of the Company’s affairs, to consider the financial statements for the year ended 28 February 2023 and the reports of the Directors and the auditors thereon.

##### 2. Dividend

To declare a final dividend for the year ended 28 February 2023 of 3.79 cent per share on ordinary shares.

##### 3. Election and Re-election of Directors

- (a) To re-elect Patrick McMahon.
- (b) To re-elect Ralph Findlay.
- (c) To re-elect Vineet Bhalla.
- (d) To re-elect Jill Caseberry.
- (e) To re-elect Vincent Crowley.
- (f) To elect John Gibney.

(each of which shall be proposed as a separate resolution).

##### 4. Auditors’ remuneration

To authorise the Directors to fix the remuneration of the auditors.

#### Special Business

##### 5. Report of the Remuneration Committee

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

To receive and consider the Report of the Remuneration Committee on Directors’ Remuneration for the year ended 28 February 2023 (other than the Directors’ Remuneration Policy Report) as set out on pages 115 to 135 of the Annual Report 2023.

##### 6. Allotment of shares

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of section 1021 of the Companies Act 2014) up to an aggregate nominal amount of €1,309,940 during the period commencing on the date of the passing of this Resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2024 and 13 October 2024 provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry

and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

## **7. Disapplication of pre-emption rights**

To consider and if thought fit to pass the following resolution as a Special Resolution:

That the Directors be and they are hereby empowered pursuant to section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of section 1023 of the said Act) for cash pursuant to the authority conferred by Resolution No. 6 above as if sub-section (1) of section 1022 of the said Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares of €0.01 each where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €196,491

and shall expire at the conclusion of the annual general meeting of the Company in 2024 or on 13 October 2024 (whichever shall be earlier), provided 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 offer or agreement as if the power hereby conferred had not expired.

## **8. Dis-application of pre-emption rights in respect of an additional 5% of the Company's issued share capital**

To consider and if thought fit to pass the following resolution as a Special Resolution:

That, subject to the passing of Resolution 6, the Directors be and are hereby empowered, in addition to any such power granted under Resolution 7, pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of that Act) for cash pursuant to the authority conferred by Resolution 6 above as if subsection (1) of the said Section 1022 did not apply to any such allotment provided that this power shall be:

- (a) limited to the allotment of equity securities up to an aggregate nominal amount of €196,491; 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 Board of the Company determines 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 UK Pre-Emption Group prior to the date of this notice,

and shall expire at the conclusion of the annual general meeting of the Company in 2024 or on 13 October 2024 (whichever shall be earlier), provided 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 offer or agreement as if the power hereby conferred had not expired.

## **9. Purchase of own shares**

To consider and if thought fit to pass the following resolution as a Special Resolution:

That the Company and/or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014) be and they are hereby generally authorised to make market purchases or overseas market purchases



(in each case as defined in section 1072 of the Companies Act 2014) of ordinary shares of €0.01 each in the capital of the Company (“**Shares**”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be purchased pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall equal 10 per cent. of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;
- (b) the minimum price that may be paid for any Share is €0.01;
- (c) the maximum price that may be paid for any Share (a “**Relevant Share**”) shall not be more than the higher of:
  - (i) 5% above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange for the five business days prior to the day the purchase is made (“**Market Purchase Appropriate Price**”) or if on any such business day there shall be no dealing of ordinary shares or a closing price is not otherwise available the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
  - (ii) that stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 or by any corresponding provision of legislation replacing that regulation (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:
    - (A) the last independent trade of; and
    - (B) the highest current independent bid or offer for;

any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out);

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (d) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or the date 18 months after the passing of this Resolution 9 (whichever shall be the earlier) but the Company or any subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

## 10. Reissue of treasury shares

To consider and if thought fit to pass the following resolution as a Special Resolution:

That:

- (a) subject to the passing of Resolution 9 above, for the purposes of sections 109 and 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by the said Companies Act 2014) for the time being held by the Company may be re-allotted off-market as ordinary shares shall be as follows:
  - (i) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120 per cent. of the Appropriate Price; and
  - (ii) the minimum price at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such share is re-allotted under an employees’ share

scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company and, in all other cases, shall be an amount equal to 95 per cent. of the Appropriate Price;

- (b) for the purposes of this resolution the expression “**Appropriate Price**” shall mean the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in respect of ordinary shares of €0.01 each of the Company shall be appropriate for each of the five business days immediately preceding the day on which such treasury share is re-allotted, as determined from information published in the London Stock Exchange Daily Official List reporting the business done on each of those five business days:
- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
  - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
  - (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day:

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, then that day shall not be treated as a business day for the purposes of this paragraph (b); provided that if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the Appropriate Price; and if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (c) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or on the date 18 months after the passing of this Resolution 10 (whichever shall be earlier).

By Order of the Board



Mark Chilton  
Company Secretary  
14 June 2023

## Notes:

### Entitlement to attend and vote

1. Only those Shareholders registered on the Company's register of members at 7.00 p.m. on 9 July 2023 or, if the Annual General Meeting is adjourned, 7.00 p.m. on the day four days before the time appointed for the adjourned Annual General Meeting, shall be entitled to attend and vote at the Annual General Meeting (the "AGM").

### Website giving information regarding the meeting

2. Information regarding the AGM is available from [www.candcgroupplc.com](http://www.candcgroupplc.com).

### Attending in person

3. The AGM will be held at The Camden, 84-87 Camden Street Lower, Saint Kevin's, Dublin 2, D02 DH36, Ireland on 13 July 2023 at 11.00 a.m.

### Appointment of proxies

4. A shareholder (being a registered member of the Company) who is entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder in the manner set out in notes (5) to (9) below. Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CDIs (CREST Depository Interests) should see notes (10) to (14) below for the appointment of proxies by them and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
5. A member may appoint more than one proxy to attend and vote at the AGM in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrar, Link Registrars Limited on +353 1553 0050.
6. A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the AGM and voting in person should he or she wish to do so.
7. To be valid, the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Link Registrars Limited at PO Box 7117, Dublin 2, Ireland (if by normal post) or to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland (if by hand during normal business hours or by registered post) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
8. To appoint (or remove) a proxy electronically log onto the website of the Company Registrar, Link Registrars Limited at <https://www.signalshares.com>, entering the company name C&C Group plc. You will need to register for signal shares by clicking on 'registration section' (if you have not registered previously) and then follow the instructions thereon. Shareholders will require their Shareholder Investor Code ("IVC") as printed on the face of the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website. Additionally, Link Registrars Limited has launched a shareholder app, LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Apple App Store



Google Play

9. In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.

*Further information for participants in the Euroclear Bank system*

10. Holders of interests in the Company's shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.

*Further information for CREST members with holdings of CDIs*

11. Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company's ordinary shares via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
12. If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
13. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline.
14. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

*Deadlines for receipt by the Company of proxy voting instructions*

15. All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) must be received by the Company's registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

**Issued shares and total voting rights**

16. The total number of issued ordinary shares as at 7 June 2023 (being the latest practicable date prior to publishing of this notice of AGM) is 392,982,212 (excluding treasury shares). The Company holds 9,025,000 ordinary shares in treasury.

On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

17. An ordinary resolution requires a simple majority of votes cast by shareholders voting in person or by proxy at the meeting to be passed. A special resolution requires a majority of not less than 75 per cent. of votes cast by those who vote either in person or by proxy at the meeting to be passed.







