

# **ANDREWS SYKES GROUP PLC**

(the "Company")

## **NOTICE OF 2020 ANNUAL GENERAL MEETING**

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In light of the COVID-19 crisis and the compulsory 'Stay at Home' measures implemented by HM Government which limit public gatherings of more than two people, **you will not be permitted to attend** this Annual General Meeting in person but are requested to **submit your votes by proxy**. You can be assured that no business will be considered other than the resolutions dealt with in this Notice of Annual General Meeting other than any resolution to adjourn the meeting if, in accordance with the articles of association of the Company, the Chairman of the meeting determines such an adjournment to be necessary.

Consistent with the Stay at Home measures, two Directors or employees, each of whom is either a shareholder, or a proxy or corporate representative appointed by a shareholder, will attend the meeting in person. One of them will be appointed as Chairman of the meeting in accordance with the Company's articles of association. Again, you are strongly advised to submit your votes by proxy. **Persons seeking to attend the Annual General Meeting in person will be refused entry.**

The company is taking these precautionary measures to safeguard its shareholders' and employees' health and make the Annual General Meeting as safe and efficient as possible in accordance with current Government requirements. We all hope that normality will return next year and we will be able to hold the Annual General Meeting as we have always done.

# Notice of 2020 Annual General Meeting

Notice is hereby given that the ninety-seventh Annual General Meeting of Andrews Sykes Group plc will be held at Unit 5, Peninsular Park Road, London, SE7 7TZ on 16 June 2020 at 3.30 p.m. to consider and, if thought fit, to pass resolutions numbered 1 to 7 (inclusive) as ordinary resolutions and resolution numbered 8 as a special resolution:

## As ordinary business:

### Ordinary resolutions

1. That the financial statements for the 12 months ended 31 December 2019, together with the strategic report, directors' report and auditor's report, be and they are hereby received and adopted.
2. That Mr X Mignolet, who retires by rotation and offers himself for re-election, be and is hereby re-elected.
3. That Ms M-C Leon, who retires by rotation and offers herself for re-election, be and is hereby re-elected.  
Details of directors are set out on page 24 of the financial statements.
4. That a final dividend of 10.5 pence per ordinary share for the 12 months ended 31 December 2019 be paid to shareholders on the register of members as at 29 May 2020 on 19 June 2020.
5. That Grant Thornton UK LLP be and is hereby reappointed as auditor of the company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the company, at a remuneration to be fixed by the directors.

## As special business:

### Ordinary resolutions

6. That the directors, in substitution for all authorities previously conferred upon them (save to the extent that such authorities shall have been exercised), be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 to allot, or grant options over, relevant securities (as therein defined) up to a maximum aggregate nominal amount of £63,261, such authority to expire at the end of the Annual General Meeting of the company to be held in 2021 or, if sooner, the date being 15 months after the passing of this resolution, save where the directors exercise such authority pursuant to an offer or agreement made prior to such expiry.
7. That the company be given the general authority to make market purchases (as defined by Section 693(4) of the Companies Act 2006) of ordinary shares of one pence each in its capital, subject as follows:
  - 7.1 the maximum number of shares which may be so purchased is 5,271,794 ordinary shares of one pence each;
  - 7.2 the minimum price which may be paid for such shares is the nominal value of such shares;
  - 7.3 the maximum price which may be paid per share is a sum equal to 105% of the average of the market values of the ordinary shares of the company in the Daily Official List of the Stock Exchange on the five business days immediately preceding the date of purchase;
  - 7.4 the authority conferred by this resolution shall expire at the end of the Annual General Meeting of the company to be held in 2021, or, if sooner, the date being 15 months after the passing of this resolution.

### Special resolution

8. That, subject to the passing of resolution numbered 6 above, the directors be and they are hereby generally empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the said Act for cash) pursuant to the authority conferred by the resolution numbered 6 above as if Section 561(1) of the said Act did not apply to any such allotment of equity securities provided that the authority hereby conferred shall be limited (a) to the allotment of equity securities in connection with a rights issue in favour of the holders of equity securities in proportion to their respective holdings of such securities or (as the case may be) in accordance with the rights attached hereto, but subject to such exclusions or arrangements as the directors shall deem necessary in relation to fractional entitlements or pursuant to the laws of any territory or requirements of any regulatory body or any stock exchange in any territory, and (b) the allotment (otherwise than pursuant to (a) of this resolution) of equity securities up to an aggregate nominal amount of £63,261; this authority to expire at the end of the Annual General Meeting of the company to be held in 2021 or, if sooner, the date being 15 months after the passing of this resolution, save to the extent that the directors exercise such authority pursuant to an offer or agreement made prior to such expiry.

By order of the Board

**MJ Calderbank ACA**  
Company Secretary  
11 May 2020

St David's Court  
Union Street  
Wolverhampton  
WV1 3JE

# Notice of 2020 Annual General Meeting

## Notes:

1. On 23 March 2020 and as a result of the ongoing COVID-19 pandemic, the UK Government issued the 'Stay at Home' measures restricting, amongst other things, all non-essential travel and public gatherings of more than two people. Given the uncertainty as to when such measures will be lifted or relaxed, the company requests shareholders vote at the Annual General Meeting by way of proxy as **they will not be allowed to attend in person and any person seeking to attend the Annual General Meeting will be refused entry**. Consistent with the 'Stay at Home' measures, one of the Directors and another employee of the company, each of whom is a shareholder will attend the Annual General Meeting in person. The Director concerned will be appointed as Chairman of the Annual General Meeting in accordance with the company's articles of association. In light of these restrictions, shareholders are advised to appoint the Chairman of the Annual General Meeting as their proxy, in order to ensure their proxy is able to attend and vote.

Voting at the Annual General Meeting will be carried out by way of a poll so that the votes cast in advance and the votes of all shareholders appointing the Chairman of the Annual General Meeting as their proxy to vote on their behalf can be taken into account. The results of the Annual General Meeting will be announced as soon as practical after it has taken place and will be made available on the company's website at <https://www.andrews-sykes.com/info/investor-information/>

Should the 'Stay at Home' measures be relaxed in advance of the date of the Annual General Meeting such that attendance by shareholders at the Annual General Meeting is no longer restricted, the company will make an appropriate announcement on its website at <https://www.andrews-sykes.com/info/investor-information/>. **In the absence of any announcement to the contrary, shareholders will not be allowed to attend in person and any person seeking to attend the Annual General Meeting will be refused entry.**

2. The following documents will be available at the registered office of the company on any weekday during normal business hours and at the Annual General Meeting:
  - a. the register of directors' share interests.
  - b. copies of the contracts of service and letters of appointment between the company and its directors.
3.
  - a. A member is entitled to appoint a proxy to vote on his or her behalf on a poll. A proxy need not be a member of the company.
  - b. A form of proxy is enclosed for use by ordinary shareholders in relation to the meeting, which, to be effective, must be completed and deposited with the company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA at least 48 hours before the time appointed for holding the meeting.
  - c. To be entitled to vote (and for the purposes of the determination by the company of the votes they may cast), members must be entered on the register of members of the company by 6.30 p.m. on 14 June 2020. Changes to entries on the register of members after 6.30 p.m. on 14 June 2020 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. As at 11 May 2020, the company's issued share capital comprised 42,174,359 ordinary shares of 1p each. Each ordinary share carries the right to one vote on a poll at a General Meeting of the company and therefore the total voting rights in the company as at 11 May 2020 are 42,174,359. As at 11 May 2020 the company held no shares in treasury.
5. Given the continued uncertainty of the impact of the COVID-19 pandemic, the Chairman may, in accordance with the company's articles of association, deem it necessary to adjourn the Annual General Meeting until a later date and therefore propose a resolution to adjourn the Annual General Meeting itself. The results of the voting on each resolution proposed at the Annual General Meeting will be announced to the London Stock Exchange as soon as possible after the conclusion of the Annual General Meeting.

# Andrews Sykes Group plc

## Form of Proxy

### For use at the 2020 Annual General Meeting

I/We the undersigned, being member(s) of the company, hereby appoint the Chairman of the Meeting or (see note 2)

..... (Please use block letters)

Tick box (if one of multiple proxy appointments)  Number of shares (if not full voting entitlement) (See note 2)

as my/our proxy to vote on my/our behalf as indicated below (or at his/her discretion in respect of any other matters arising) at the Annual General Meeting of the company to be held at Unit 5, Peninsular Park Road, London, SE7 7TZ on 16 June 2020 at 3.30 p.m.

	Ordinary Resolutions	For	Against	Withheld
1	To receive and adopt the financial statements for the 12 months ended 31 December 2019			
2	To re-elect Mr X Mignolet as a director			
3	To re-elect Ms M-C Leon as a director			
4	To declare a final dividend of 10.5 pence per ordinary share			
5	To appoint Grant Thornton UK LLP as auditor and authorise the directors to fix their remuneration			
6	To authorise the directors to allot or grant options over relevant securities up to a maximum nominal value of £63,261			
7	To authorise the directors to make market purchases of up to a maximum of 5,271,794 of the company's ordinary shares of one pence each			
	<b>Special Resolution</b>			
8	To authorise the directors to allot equity securities for cash disapplying pre-emption rights (in limited circumstances)			

Dated.....2020

Signatures(s) or common seal.....

Full name(s).....(Please use block letters)

Address .....

.....

#### Notes

- Only holders of ordinary shares, or their duly appointed representatives, are entitled to vote at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her rights to vote on his/her behalf.
- You can appoint the Chairman of the meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint more than one proxy**, you should photocopy the Form of Proxy. Please indicate, in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please also indicate, by marking the box on the Form of Proxy, if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together to the company's Registrar, Equiniti, in the envelope provided.
  - To appoint the Chairman as your sole proxy** in respect of all your shares, fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank.
  - To appoint a single proxy** in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the Meeting or' and insert the name of your proxy (who need not be a member of the company). Then complete the rest of the Form of Proxy.
- Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business) which may come before the meeting.
- The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
- If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy may be executed under its common seal or by the signature of a duly authorised officer or attorney.
- In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid the Form of Proxy must reach the company's Registrar, Equiniti, by no later than 3.30 p.m. on 14 June 2020.  
**Note: attendance at the Annual General Meeting**
- Due to the current COVID-19 pandemic, shareholders will not be permitted to attend this Annual General Meeting and persons seeking to attend will be refused entry.** Please see note 1 of the Notice of Annual General Meeting for further details.