

**ANDREWS SYKES GROUP PLC**  
(the "Company")  
**NOTICE OF 2021 ANNUAL GENERAL MEETING**

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If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant or other authorised professional adviser.

If you have sold or otherwise transferred all of your ordinary shares of 1p each in the Company, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

**In light of the current COVID-19 restrictions, shareholders will not be permitted to attend the AGM in person, but can be represented by the Chairman of the meeting acting as their proxy. Please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 3.30 p.m. on Sunday 13 June 2021. You may submit any questions you may have about the business of the Annual General Meeting by sending an email to [info@andrews-sykes.com](mailto:info@andrews-sykes.com).**

# Chairman's Letter

4 May 2021

To the shareholders of Andrews Sykes Group plc

Dear Shareholder,

## ***Notice of Annual General Meeting***

The 2021 Annual General Meeting (the "AGM") will be held at 3.30 p.m. on Tuesday 15 June 2021 at Unit 5, Peninsular Park Road, London, SE7 7TZ, and the notice of the AGM (the "Notice") can be found on pages 3 to 5 of this document.

Our preference had been to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the pandemic. However, at the time of publication of this document, UK Government legislation imposes restrictions on public gatherings, limits the number of people that can meet indoors and requires social distancing measures to be in place. We are, therefore, proposing to hold the AGM at the above address with the minimum attendance required to form a quorum. The safety and wellbeing of our employees and shareholders is of paramount importance; therefore, shareholders will not be permitted to attend the AGM in person, but can be represented by the Chairman of the meeting acting as their proxy. Whilst ordinarily, shareholders can appoint someone other than the Chairman to be their proxy, shareholders are encouraged to appoint the Chairman of the meeting as their proxy as the appointment of any other person as their proxy would, as things currently stand, result in the vote not being cast (in the light of the current COVID-19 restrictions).

Given the constantly evolving nature of the situation, should circumstances change before the time of the AGM, we want to ensure that we are able to adapt arrangements and to welcome shareholders to the AGM, within safety constraints and in accordance with UK Government guidelines. We will notify shareholders of any change to the location, time or date of the AGM by way of London Stock Exchange announcement, as early as possible before the date of the AGM.

I will be exercising my right under the Company's articles of association that all resolutions at the AGM will be voted by way of a poll rather than a show of hands. The Board and I consider that a poll is in accordance with good corporate governance since it allows the votes of all shareholders who have submitted a proxy form to be counted. The outcome of the vote at the AGM will be announced by way of a London Stock Exchange announcement after the close of the AGM and will be published on our website.

Although shareholders will not be permitted to attend the AGM in person, shareholders will still have the opportunity to ask questions relating to the business of the AGM. Registered shareholders may submit their questions to the Board in advance of the meeting by sending an email to [info@andrews-sykes.com](mailto:info@andrews-sykes.com) and the Company will respond to these promptly.

We strongly recommend that all shareholders appoint the Chairman of the meeting as proxy. This will ensure that your vote will be counted even if attendance at the meeting is restricted or you are unable to attend in person. Please complete the enclosed proxy form and return it to our registrars, Equiniti Limited. They must receive it no later than 3.30 p.m. on Sunday 13 June 2021 (or, if the AGM is adjourned, no later than 48 hours before the time of any adjourned AGM). The return of the proxy form will not prevent you from attending and voting at the AGM should you wish to do so, but only if this be permitted under applicable COVID-19 restrictions at that time.

Yours sincerely

**JG Murray**

Chairman

4 May 2021

# Notice of 2021 Annual General Meeting

Notice is hereby given that the ninety-eighth Annual General Meeting of Andrews Sykes Group plc will be held at Unit 5, Peninsular Park Road, London, SE7 7TZ on 15 June 2021 at 3.30 p.m. to consider and, if thought fit, to pass resolutions numbered 1 to 8 (inclusive) as ordinary resolutions and resolution numbered 9 as a special resolution:

## As ordinary business:

### Ordinary resolutions

1. That the financial statements for the 12 months ended 31 December 2020, together with the strategic report, directors' report and auditor's report, be and they are hereby received and adopted.
2. That Mr CD Webb, who having been appointed as a director by the Board on 5 March 2021 and offers himself for re-election, be and is hereby re-elected as a director.
3. That Mr JG Murray, who retires by rotation and offers himself for re-election, be and is hereby re-elected as a director.
4. That Mr JP Murray, who retires by rotation and offers himself for re-election, be and is hereby re-elected as a director.
5. That a final dividend of 11.5 pence per share for the 12 months ended 31 December 2020 be paid to shareholders on the register of members as at 28 May 2021 on 18 June 2021.
6. 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

7. 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 2022 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.
8. 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 1p each in its capital, subject as follows:
  - a. the maximum number of shares which may be so purchased is 5,271,794 ordinary shares of 1p each;
  - b. the minimum price which may be paid for such shares is the nominal value of such shares;
  - c. 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 London Stock Exchange on the five business days immediately preceding the date of purchase;
  - d. the authority conferred by this resolution shall expire at the end of the Annual General Meeting of the company to be held in 2022 or, if sooner, the date being 15 months after the passing of this resolution.

### Special resolution

9. That, subject to the passing of resolution numbered 7 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 7 above as if Section 561(1) of the said Act did not apply to any such allotment of equity securities (and so that references to allotment in this resolution shall be construed in accordance with Section 561(3) of the said Act), 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 power to expire at the end of the Annual General Meeting of the company to be held in 2022 or, if sooner, the date being 15 months after the passing of this resolution save to the extent that the directors exercise such power pursuant to an offer or agreement made prior to such expiry.

By order of the Board

**MJ Calderbank ACA**  
Company Secretary  
4 May 2021

St David's Court  
Union Street  
Wolverhampton  
WV1 3JE

# Notice of 2021 Annual General Meeting

## Notes:

1. 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 to the London Stock Exchange 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 restrictions 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 the London Stock Exchange and it will be made available 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 attend and, on a poll, to vote on his or her behalf. A proxy need not be a member of the company.
  - b. The appointment of the proxy does not preclude a member from attending the meeting and voting in person if he or she so wishes and if so permitted under applicable COVID-19 restrictions at that time.
  - c. 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.
  - d. To be entitled to attend (if so permitted under applicable COVID-19 restrictions at that time) and vote at the meeting (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 13 June 2021. Changes to entries on the register of members after 6.30 p.m. on 13 June 2021 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. As at 4 May 2021, 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 4 May 2021 are 42,174,359. As at 4 May 2021, the company held no shares in treasury.

5. **Appointment of a proxy through CREST**

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to: [www.euroclear.com](http://www.euroclear.com). 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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) no later than 48 hours before the time of the Annual General Meeting or any adjournment of that meeting. 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 Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his/her 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 regard, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

6. 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 and/or other resolutions at the Annual General Meeting itself. The results of the voting on any resolutions proposed at the Annual General Meeting will be announced to the London Stock Exchange as soon as possible after the conclusion of the meeting.

# Andrews Sykes Group plc

## Form of Proxy

### For use at the 2021 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 Ordinary 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 15 June 2021 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 2020			
2	To re-elect Mr C D Webb as a director			
3	To re-elect Mr J G Murray as a director			
4	To re-elect Mr J P Murray as a director			
5	To declare a final dividend of 11.5 pence per ordinary share			
6	To appoint Grant Thornton UK LLP as auditor and authorise the directors to fix their remuneration			
7	To authorise the directors to allot or grant options over relevant securities up to a maximum nominal value of £63,261			
8	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>			
9	To empower the directors to allot equity securities for cash disapplying pre-emption rights (in limited circumstances)			

Dated.....2021

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. However, shareholders are encouraged to appoint the Chairman of the meeting as their proxy, as the appointment of any other person as their proxy would, as things currently stand, result in their vote not being cast (in the light of the current COVID-19 restrictions). 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** other than the Chairman, in respect of all your shares 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 their 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 13 June 2021.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's Registrar (Equiniti, CREST ID: RA19) by 3.30 p.m. on 13 June 2021; See the notes to the Notice of the 2021 Annual General Meeting for further information on proxy appointments through CREST.  
**Note: attendance at the Annual General Meeting**
- In the light of the current COVID-19 restrictions, 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.