

# ANDREWS SYKES GROUP PLC

## (the "Company")

### NOTICE OF 2022 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 14 June 2022 at 3.00 p.m. to consider and, if thought fit, to pass resolutions numbered 1 to 8 (inclusive) as ordinary resolutions and resolutions numbered 9 to 10 (inclusive) as special resolutions:

#### As ordinary business:

##### Ordinary resolutions

1. That the financial statements for the 12 months ended 31 December 2021, together with the strategic report, directors' report and auditor's report, be and they are hereby received and adopted.
2. That Mr JJ Murray, who retires by rotation and offers himself for re-election, be and is hereby re-elected.
3. That Mr AJ Kitchingman, who retires by rotation and offers himself for re-election, be and is hereby re-elected.
4. That Mr EDOA Sebag, who retires by rotation and offers himself for re-election, be and is hereby re-elected.  
Details of directors are set out on page 22 of the financial statements.
5. That a final dividend of 12.5 pence per share for the 12 months ended 31 December 2021 be paid to shareholders on the register as at 27 May 2022 on 17 June 2022.
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 2023 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 one pence 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 one pence 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 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 2023 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 6 above, the directors be and they are hereby generally and unconditionally authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) 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 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 authority to expire at the end of the Annual General Meeting of the company to be held in 2023 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 such expiry.
10. To resolve as a special resolution that the Articles of Association produced to the meeting and initialled by the Secretary of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

## **Recommendation**

Your directors unanimously recommend the ordinary shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting of the company, as they intend to do in respect of their own beneficial holdings amounting to 1,691,435 ordinary shares representing approximately 4.01% of the current issued ordinary shares. You are referred to the directors' report on page 20 for an explanation for each resolution to be considered as special business.

In respect of resolution numbered 8 it is intended that any share purchases by the company will only be made on the London Stock Exchange. This should not be taken to imply that shares will be purchased. The directors believe it is in the best interests of all the shareholders that the company should have the flexibility to make market purchases of its own shares. The effect of such purchases will be to reduce the number of shares in issue and the directors would accordingly only make such purchases after considering the effect on earnings per share and the benefit for shareholders.

By order of the Board

**IS Poole FCA**

Company Secretary  
4 May 2022

St David's Court  
Union Street  
Wolverhampton  
WV1 3JE

Notes:

1. 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 between the company and its directors.
  - c. A copy of the articles of association of the Company proposed to be adopted pursuant to Resolution 10 together with a table describing all the material changes proposed to be made to the Company's current articles of association.
2.
  - 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.
  - 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 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 12 June 2021. Changes to entries on the register of members after 6.30 p.m. on 12 June 2021 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
  - e. For security reasons, the company will refuse admission to any individual who is not an invited guest and is unable to prove that they are a registered shareholder in the company by reference to either the current register of members or a letter of authority from their nominee account holder.
3. As at 4 May 2022, 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 2022 are 42,174,359. As at 4 May 2022 the company held no shares in treasury.

### **Explanatory note regarding the proposed adoption of new Articles of Association**

The current Articles of Association of Andrews Sykes Group plc ("the Company") are a combination of the Model Articles of Association for Public Companies as contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) and Articles of Association adopted at the Annual General Meeting on 8 June 2010 which either supplement or amend the provisions of the Model Articles.

Having to work between two documents can make it difficult for shareholders to ascertain what the Articles of Association of the Company state. Accordingly, the Directors are recommending that new bespoke Articles of Association are adopted at the 2022 Annual General Meeting ("AGM"). The proposed new Articles of Association remove those provisions which are no longer permitted following the introduction of amending legislation to the Companies Act 2006 and to update certain other provisions to reflect current best practice.

A copy of the New Articles will be available for inspection during normal working hours at the Company's registered office (St David's Court, Union Street, Wolverhampton, West Midlands, England, WV1 3JE), from the date of this notice up until the AGM. A copy may also be downloaded from the Company's website (<https://www.andrews-sykes.com>) under the "About Us" tab and then "Investor Information" and "Corporate Publications". A copy of the proposed new Articles will also be available 15 minutes prior to, and during the AGM.

This note explains the major changes which are being proposed in the new Articles of Association.

### **Articles which duplicate and/or were required by statutory provisions**

Provisions in the Current Articles, which replicate provisions in the Companies Act 2006 ("the Act") have, in the main, been omitted in the New Articles.

The principal deletions from the current Articles are:

Share warrants to bearer: Companies can no longer issue share warrants to bearer and therefore the provisions relating to this have been removed from the new Articles.

Closure of the Register of Members: It is no longer possible under the Act to suspend the registration of share transfers for up to 30 days in any year. Therefore, this provision has been omitted in the New Articles.

Removal of upper age limit for directors: The current Articles provide that there is no requirement for special notice to be given of any resolution to re-appoint a director who has attained the age of 70. The upper age limit for directors no longer applies and this requirement has been deleted.

### **Suspension of rights for non-disclosure of interests**

Under the provisions of the Current Articles following the failure to respond to a section 793 notice relating to interest in shares can result in the shareholder who fails to respond being disenfranchised. Under the proposed new Articles suspension of voting rights can apply if no response is received to the notice within 14 days and additional restrictions can be imposed where the notice relates to shareholding of 0.25% of the issued share capital.

### **Untraced members**

The process of selling shares belonging to shareholders who remain untraced for over 12 years has been modernised in the New Articles to bring them more in line with current market practice. The New Articles give the directors greater flexibility to sell the shares of untraced shareholders in such manner and on such terms as they may decide and the power to treat the proceeds of such a sale as forfeited immediately, rather than treating the shareholder as a creditor indefinitely. The current Articles require notice to be given by way of an advertisement in a national and a local newspaper, and do not require tracing efforts to be made. The New Articles instead require the Company to send notice of the Company's intention to sell the shares to the last registered address of the untraced shareholder and use reasonable steps to trace the shareholder.

### **Proceedings at general meetings**

The New Articles permit the Company to convene and hold hybrid shareholder meetings, whereby facilities are provided for attendance both in person and electronically. The New Articles do not provide for purely electronic meetings to be convened. The provisions relating to meetings in multiple physical locations or 'satellite meetings' have also been included to reflect current practice and technology, in particular that such attendees count towards the quorum and may exercise voting rights and include the ability for the chairman to adjourn the meeting if the facilities provided become inadequate. The new Articles also provide that at a hybrid meeting all business of the meeting will be conducted by means of a poll. The directors' powers relating to health and safety and security at general meetings have also been incorporated in the New Articles, in particular to ensure the directors have the power to take measures they deem necessary to secure the health and safety of persons physically present at a meeting.

### **Proxy appointments**

The New Articles provide that where two or more valid appointments of proxy are received in respect of the same share(s), the last to be received by the Company will revoke the first to be received and, in the event the order of receipt cannot be determined, neither proxy appointment will be valid.

The New Articles provide that the place specified for delivery of appointment of proxy forms must be in the United Kingdom only and, in the case of a proxy form in relation to a poll taken subsequently to the date of the relevant meeting, that it should be received in all circumstances not less than 24 hours (or such shorter time as the directors may determine) before the time appointed for the taking of the poll (rather than 48 hours, in certain circumstances, under the current Articles). The New Articles contain new provisions providing for forms of proxy to be sent to members by post or by electronic means at the expense of the Company.

### **Remuneration of directors**

The Current Articles state that the annual remuneration for each of the directors (other than received in an executive capacity) shall not exceed £100,000. The New Articles have increased this amount to an aggregate not exceeding £400,000 in order to provide sufficient headroom for inflationary increases.

### **Executive Directors and Retirement by Rotation**

Under the provisions of the current Articles of Association any director appointed to the position of managing director is exempt from the requirement to retire by rotation. The new Articles update the terminology to Executive Directors which includes the Managing Director and all other directors appointed to executive office. To ensure adherence with corporate governance practices all directors who are appointed to an executive office are now subject to the retirement by rotation provisions for directors. Directors must submit themselves for re-appointment at the third AGM after they were appointed or re-appointed or earlier depending on which corporate governance code applies to the Company. The Company currently reports against the Quoted Companies Alliance Corporate Governance Code which does not recommend that directors stand for re-election on an annual basis.

### **Change of name**

The Act permits companies to have in their articles of association an alternative method to effect a name change. The New Articles enable the directors to change the Company's name by passing a Board resolution. Whilst it is recognised that the New Articles enable the directors to change the Company's name without seeking shareholder approval, there are currently no plans to rebrand the Company or change its name. Any decision to do so would only be taken upon the completion of a full assessment of the Company's brand and its strategy. This Article has been included to give a degree of flexibility.

### **Scrip Dividends**

Although the Board has no current plans to introduce scrip dividends this provision has been included to give future flexibility in this area.

### **Dividends**

The New Articles provide more flexibility in relation to circumstances where the Company is unable to make a payment of a dividend to a shareholder, including the ability to cease to make further payments if, in respect of one dividend payable, the cheque or warrant has been returned undelivered or remains uncashed (or another method of payment has failed), provided reasonable enquiries have failed to establish any new address or account and also give the Company the express power to invest any unclaimed funds until payment can be made.

### **Notices and other communications**

The New Articles provide that the Company may cease to send communications to a shareholder when communications have been returned on two consecutive occasions. The provisions regarding service of notices where the Company is unable effectively to give notice of a general meeting (for example because of a postal strike) require the Company to advertise the general meeting in at least two UK national daily newspapers rather than one, as well as giving notice to those members where notice can validly be given by electronic means.

### **Winding-up**

This is a new provision to permit the liquidator in the event of the Company being wound up to distribute the assets of the Company with the sanction of a special resolution.