

This document is important and requires your immediate attention.

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

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a Proxy Form in accordance with the instructions printed on the enclosed form. The Proxy Form must be received not less than 48 hours before the time of the holding of the Annual General Meeting (i.e. by 12 pm on Tuesday 9 May 2023).



Notice of Annual General Meeting

Notice of the Annual General Meeting of Funding Circle Holdings plc
to be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY,
on Thursday 11 May 2023 at 12 pm.

Funding Circle Holdings plc

(incorporated and registered in England and Wales under number 07123934)

Letter from the Chair

30 March 2023

Dear Shareholder

The Annual General Meeting ("AGM") of Funding Circle Holdings plc (the "Company") will be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Thursday 11 May 2023 at 12 pm.

The formal Notice of AGM is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM.

AGM arrangements

Shareholders who would like to attend the AGM in person are asked to register their intention as soon as practicable by email to ir@fundingcircle.com. We have also arranged for shareholders to be able to raise questions in advance and, should they be unable to attend in person, invite them to listen to the meeting via video conference if they wish.

We do not anticipate any restrictions to be in place that would prevent shareholders from attending the meeting in person. However, should there be any reason to do so, we will provide an update on our website at <https://corporate.fundingcircle.com/investors/shareholder-meetings> and, where appropriate, via a Regulatory Information Service, if any changes are required to the AGM arrangements.

The Board remains committed to shareholder engagement and has made the arrangements set out below to help facilitate this.

Your vote

Whether or not you propose to attend the AGM, I would encourage you to appoint the Chair of the meeting as proxy to vote as you direct at the AGM. Please complete and submit a form of proxy ("Proxy Form") to enable you to vote at the AGM, even if you are unable to attend. This will not prevent you from attending and voting at the AGM in person if you so wish. A Proxy Form is enclosed with this Notice of AGM for you to complete and return or you can submit your Proxy Form electronically at www.sharevote.co.uk, through the CREST service or via the Proxymity platform. Alternatively, if you have already registered with our registrar's online portfolio service, Shareview, you can submit your proxy, by logging on to your portfolio at www.shareview.co.uk, using your usual user ID and password. For further details on appointing a proxy please see the notes to the Notice of the AGM starting on page 4.

Please note that all Proxy Forms and appointments must be received by 12 pm on Tuesday 9 May 2023.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the resolutions will be announced via a regulatory announcement and posted on the Company's website as soon as practicable after the AGM.

Listening to the meeting remotely

Shareholders are invited to listen to the formal proceedings of the meeting via video conference although you will not be able to use this facility to vote, ask questions or table resolutions. If you wish to access this facility, please email ir@fundingcircle.com at least 24 hours before the meeting (specifying your name and shareholder reference number (as shown on your Proxy Form) to obtain the required link and access code.

Your questions

The Board appreciates that the AGM is an important forum for shareholders to engage with us and shareholders are, therefore, invited to submit questions on the business of the AGM in advance by emailing ir@fundingcircle.com. Questions must be received by no later than 5.30 pm on 2 May 2023. Please ensure you include your name and shareholder reference number (as shown on your Proxy Form) with your question. Responses to frequently asked questions across key themes relevant to the business of the meeting will be posted on our website prior to the last day for receipt of Proxy Forms as specified above.

Recommendation

The Board considers that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. The Directors, therefore, recommend that shareholders vote in favour of each of the resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully



Andrew Learoyd
Chair

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING ("AGM") of Funding Circle Holdings plc (the "Company") will be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Thursday 11 May 2023 at 12 pm to consider and, if thought appropriate, pass the following resolutions. Resolutions 1 to 15 and 20 will be proposed as ordinary resolutions and Resolutions 16 to 19 will be proposed as special resolutions.

Ordinary resolutions

Reports and accounts

1. To receive the Annual Report and the Accounts for the Company for the year ended 31 December 2022 (the "Annual Report").

Directors' remuneration

2. To approve the Directors' Remuneration Report set out on pages 100 to 115 of the Annual Report for the year ended 31 December 2022.

Auditors

3. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting of the Company at which accounts are laid.
4. To authorise the Audit Committee to fix the remuneration of the auditors.

Election of Directors

5. To re-elect Andrew Learoyd as a Director.
6. To re-elect Lisa Jacobs as a Director.
7. To re-elect Oliver White as a Director.
8. To re-elect Geeta Gopalan as a Director.
9. To re-elect Eric Daniels as a Director.
10. To re-elect Helen Beck as a Director.
11. To re-elect Matthew King as a Director.
12. To re-elect Samir Desai as a Director.
13. To re-elect Hendrik Nelis as a Director.
14. To re-elect Neil Rimer as a Director.

Special business

Directors' authority to allot shares

15. To generally and unconditionally authorise the Directors, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £120,434; and
 - (b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £240,868 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue,

such authorities to apply in place of all existing authorities pursuant to section 551 of the Companies Act 2006 and to expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on 31 July 2024,

but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires, and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

For the purposes of this resolution, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities, subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special resolutions

Disapplication of pre-emption rights

16. That if Resolution 15 is passed, the Board be generally empowered, in place of all existing powers, pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 15 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, and such authority:
 - (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 15, by way of a rights issue only):
 1. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of Resolution 15, shall be limited to the allotment of equity securities (otherwise than pursuant to paragraph (a) above) up to a nominal amount of £18,065,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on 31 July 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

The authority in this Resolution 16 applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "under the authority given by Resolution 15" were omitted.

17. That if Resolution 15 is passed, the Board be generally empowered, in addition to any authority granted under Resolution 16, pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 15 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

- (a) in the case of the authority granted under paragraph (a) of Resolution 15, limited to the allotment of equity securities for cash up to a nominal amount of £18,065; 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 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 Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on 31 July 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

The authority in this Resolution 17 applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "under the authority given by Resolution 15" were omitted.

Authority to purchase own ordinary shares

18. To unconditionally and generally authorise the Company, for the purpose of section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 36,130,314;
- (b) the minimum price (exclusive of expenses) which may be paid for each share is £0.001;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

- (d) this authority shall expire at the conclusion of the Company's next annual general meeting or, if earlier, the close of business on 31 July 2024 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

Notice of general meeting

19. To authorise the Directors to call a general meeting, other than an annual general meeting, on not less than 14 clear days' notice.

Ordinary resolution

Political donations

20. That, in accordance with Part 14 of the Companies Act 2006, the Company and each company which is or becomes a subsidiary of the Company at any time during the period for which his resolution has effect, be and are hereby authorised:

- (a) to make political donations to political parties and/or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

in each case during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting, or the close of business on 31 July 2024, whichever is earlier. In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £100,000. For the purposes of this resolution, the terms "political donations," "independent election candidates," "political organisations," "political expenditure" and "political parties" have the meanings set out in sections 363 to 365 of the Companies Act 2006.

By order of the Board



Lucy Vernall
Company Secretary
30 March 2023

Funding Circle Holdings plc

Registered in England and Wales

No. 07123934

Registered office:
71 Queen Victoria Street
London
EC4V 4AY

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members as at 6.30 pm on Tuesday 9 May 2023, or, if this meeting is adjourned, at 6.30 pm on the day which is two business days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.
2. Shareholders who wish to attend the AGM in person are asked to register their attendance as soon as practicable by email to ir@fundingcircle.com.
3. We will provide an update on our website at <https://corporate.fundingcircle.com/investors/shareholder-meetings> and, where appropriate, by an announcement via a Regulatory Information Service, if any changes are required to the AGM arrangements. If shareholders are unable to attend the AGM in person, they are strongly advised to submit their proxy vote in advance of the AGM by appointing the Chair of the meeting as proxy. In addition, the arrangements in place to enable shareholders to submit questions on the business of the AGM prior to the meeting and to view and listen to the formal proceedings of the meeting are set out in the Chair's letter.

Entry to the AGM, security and health and safety arrangements and conduct of proceedings

4. If attending in person, shareholders are requested to bring with them suitable evidence of their identity to facilitate entry to the meeting. Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the AGM unless prior arrangements have been made with the Company. For security reasons, all hand luggage may be subject to examination prior to entry to the AGM. We ask all those present at the AGM to facilitate the orderly conduct of the meeting and comply with all reasonable health and safety requirements. If a shareholder is unable to meet such reasonable health and safety requirements or threatens the orderly conduct of the meeting due to their behaviour, we reserve the right to require that person to leave. In addition, if the meeting is already at capacity, we reserve the right to refuse entry to the meeting.

Website giving information regarding the meeting

5. A copy of this Notice and other information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://corporate.fundingcircle.com/investors/shareholder-meetings>. Shareholders may not use any electronic address provided in either this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies

6. A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. As noted above, shareholders are strongly advised to appoint the Chair of the meeting as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you appoint are unable to attend in person.
7. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the AGM.
8. A Proxy Form is enclosed with this Notice. In the case of joint holders, any one holder may vote. If more than one holder votes on the shares, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the Proxy Form to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Proxy Form duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's registrars, Equiniti (EQ), on +44 (0)371 384 2030 – please use the country code when calling from outside the UK. Lines are open from 08.30 am to 5.30 pm, Monday to Friday (excluding public holidays in England and Wales). For additional Proxy Forms, you may photocopy the Proxy Form provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All Proxy Forms should be returned together in the same envelope.
9. To appoint a proxy: either (a) the Proxy Forms, 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 deposited with the Company's registrar, (EQ), by sending them to FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 14 below or the Proxymity platform in accordance with note 18 below; or (c) online proxies must be lodged in accordance with note 12 below, in each case so as to be received no later than 48 hours (excluding non-working days) before the time of the holding of the AGM or any adjournment thereof. Please note that all Proxy Forms and appointments, whether postal or electronic, must be received by 12 pm on Tuesday 9 May 2023.

Corporate representatives

10. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder. However, should more than one corporate representative purport to exercise powers over the same share or shares, the power is treated as not exercised if they do not purport to exercise the power in the same way as each other. As noted above, all shareholders (including those that are corporations) are strongly advised to appoint the Chair of the meeting as their proxy to ensure their vote is counted, even if they, their corporate representative or any other proxy are unable to attend in person.

Nominated persons

11. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Online appointment of proxies

12. The website address to appoint a proxy online is www.sharevote.co.uk. Shareholders will need to enter the Voting ID, Task ID and Shareholder Reference Number as printed on the Proxy Form, and to agree to certain terms and conditions. Alternatively, if you have already registered with our registrars' (EQ) online portfolio service, Shareview, you can submit your Proxy Form by logging on to your portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Please note that all online proxy appointments and instructions must be received by EQ by 12 pm on Tuesday 9 May 2023.

Total voting rights

13. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. Each ordinary share confers one vote on a poll. The total number of issued ordinary shares in the Company on 17 March 2023, which is the latest practicable date before the publication of this document, is 361,303,143. Therefore, the total number of votes exercisable as at 17 March 2023 is 361,303,143.

CREST proxy instructions

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or 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 (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 9 above. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
16. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear 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, to procure that their CREST sponsor or voting service provider takes) 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 service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
17. 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.

Proximity voting instructions

18. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12 pm on 9 May 2023 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Notes to the Notice of Annual General Meeting continued

Changing proxy instructions

19. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments 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 EQ at FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. 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.

Termination of proxy appointment

20. Shareholders may revoke a proxy instruction delivered to the registrars, but to do so must inform the Company in writing by sending a signed hard-copy notice clearly stating their intention to revoke the proxy appointment to EQ at FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6LU. In the case of a shareholder 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. The revocation notice must be received by the Company no later than 12 pm on 10 May 2023. If a shareholder attempts to revoke their proxy appointment but the revocation is received after this time, the original proxy appointment will remain valid unless the shareholder attends the AGM and votes in person, should this be possible.

Automatic poll voting and results

21. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Should shareholders or their proxies or corporate representatives be able to attend the meeting in person, members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and announced through a Regulatory Information Service once the votes have been counted and verified.

Publication of audit concerns

22. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Questions

23. Any shareholder attending the AGM has the right to ask questions. Shareholders are invited to submit questions relating to the business of the AGM in advance by emailing ir@fundingcircle.com. Questions must be received by no later than 5.30 pm on 2 May 2023. Please ensure you include your name and shareholder reference number (as shown on your Proxy Form) with your question. Responses to frequently asked questions across key themes relevant to the business of the meeting will be posted on our website prior to the last day for receipt of Proxy Forms as specified above. The Company will not answer questions either at the AGM, if shareholders are able to attend in person, or those submitted in advance if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Documents on display

24. Copies of Directors' service contracts or letters of appointment with the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the AGM and also at the place of the AGM from 15 minutes prior to the commencement of the meeting until the conclusion thereof.

Explanatory notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 and 20 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. For each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and accounts

The first item of business is the receipt by the shareholders of the Annual Report and the Accounts of the Company for the year ended 31 December 2022. The Directors' Report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report.

Resolution 2: Directors' Remuneration Report

The Directors' Remuneration Report, which may be found on pages 100 to 115 of the Annual Report, gives details of the remuneration paid to the Directors for the year ended 31 December 2022.

This resolution is advisory in nature, meaning that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

The Companies Act 2006 requires the Director's Remuneration Policy to be put to shareholders for a binding vote at least every three years unless there is a change in the approved policy within the three-year period. The Company is not proposing any changes to the Directors' Remuneration Policy which was approved at the AGM in 2021.

Resolution 3: Reappointment of auditors

The auditors of a company must be appointed or reappointed at each general meeting at which the accounts are laid. Resolution 3 proposes, on the recommendation of the Board, the appointment of PricewaterhouseCoopers LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 4: Remuneration of auditors

This resolution seeks shareholder consent for the Audit Committee to fix the remuneration of the auditors.

Resolutions 5 to 14: Election of Directors

In accordance with the Company's Articles of Association and the UK Corporate Governance Code (the "Code"), each of the Directors is standing for election or re-election at the AGM. All Directors will be standing for re-election this year.

Following a formal performance evaluation of the Directors during 2022 in relation to the fulfilment of their duties to act in the long-term interests of the Company, on behalf of its members, while also having due regard for other stakeholders, the re-election of each of the relevant Directors is recommended by the Board, each having demonstrated continued competence, commitment and effectiveness. Further details can be found in the Nomination Committee Report on pages 88 to 90 of the Annual Report.

The Board confirms that the Directors each make a valuable contribution and together bring a depth and wide range of experience from a diverse range of backgrounds and countries. The biographical details of the Directors provided on pages 74 to 75 of the Annual Report illustrate this. Their balance of skills combined with their knowledge, diversity, industry expertise and business experience ensure the continued effective and successful functioning of the Board and its Committees.

The Board has carefully considered the guidance criteria on the independence of Directors given in the Code and believes that each of the independent Directors seeking re-election remains independent in character and judgement, and that there are no relationships or circumstances that are likely to affect, or appear to affect, their judgement. Further details can be found in the Nomination Committee Report on pages 88 to 90 of the Annual Report.

Separate resolutions are proposed for each of the re-elections.

Resolution 15: Directors' authority to allot shares

Under the Companies Act 2006, the Directors of a company may only allot new shares (or grant rights over shares) if authorised to do so by the shareholders in a general meeting (other than in connection with an employee share scheme). The authority which is sought in respect of this is dealt with in Resolution 15. The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third (33.3%) of the total issued ordinary share capital of the Company which as at 17 March 2023, being the latest practicable date prior to publication of this Notice of meeting, is equivalent to a nominal value of £120,434.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a nominal value of £240,868, which is equivalent to approximately two thirds (66.6%) of the total issued ordinary share capital of the Company as at 17 March 2023. The Company currently holds no shares in treasury.

In total, the resolution will allow the Directors to allot a maximum aggregate of two thirds of the issued share capital of the Company and is considered routine by the Investment Association (as set out in its share capital management guidelines).

The directors have no present intention to allot shares or grant rights to subscribe for or convert any security into shares pursuant to this authority. However, the Directors consider it desirable to have the flexibility to respond to market developments and to enable allotments to take place in appropriate circumstances.

If the resolution is passed, the authority will expire at the conclusion of the next annual general meeting, or close of business on 31 July 2024, whichever is earlier.

Explanatory notes to the Notice of Annual General Meeting continued

Resolutions 16 and 17: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis.

Resolution 16 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 15, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £18,065, being approximately 5% of the total issued ordinary share capital of the Company as at 17 March 2023. The Company currently holds no treasury shares.

The 2015 Pre-Emption Group's Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital, to be used only in connection with an acquisition or specified capital investment. The 2015 Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning 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 are made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in 2015, Resolution 17 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 15, or sell treasury shares, for cash up to a further nominal amount of £18,065, being approximately 5% of the total issued ordinary share capital of the Company as at 17 March 2023, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 17 is used, the Company will publish details of the placing in its next Annual Report.

If these resolutions are passed, the authorities will expire on the earlier of the next annual general meeting, or, if earlier, 31 July 2024.

The Board considers the authorities in Resolutions 16 and 17 to be appropriate in order to allow the Company to have the flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the statutory pre-emption provisions, which can be done if shareholders have first given this limited waiver of their pre-emption rights.

The Board intends to adhere to the provisions in the 2015 Pre-Emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period other than: (i) with prior consultation with shareholders; or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Directors are aware of the revised Pre-Emption Group's Statement of Principles and the new template resolutions that have been published by the Pre-emption Group in November 2022, which include an increase in the dis-application of pre-emption rights limit. The Directors have decided that they do not want to increase the dis-application threshold at the current time, but will keep it under review.

Resolution 18: Purchase of own shares

The effect of Resolution 18 is to grant authority to the Company to purchase its own ordinary shares, up to a maximum of 36,130,314 ordinary shares, until the annual general meeting in 2024, or 31 July 2024, whichever is earlier. This represents 10% of the ordinary shares in issue as at 17 March 2023, being the latest practicable date prior to the publication of this Notice. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, the upper limit being the price stipulated in Commission Delegated Regulation (EU) 2016/1052 as referred to in Article 5(6) of the EU Market Abuse Regulation and the Listing Rules.

Pursuant to the Companies Act 2006, the Company can hold any shares which are repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to resell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

The Directors consider it desirable and in the best interests of shareholders to grant this authority. The Directors will exercise the authority only when to do so would be in the best interests of the Company and of its shareholders generally.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the Listing Rules or Market Abuse Regulation or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the Listing Rules and the Market Abuse Regulation, at any other time when the Directors would be prohibited from dealing in shares.

As at 17 March 2023, being the latest practicable date prior to publication of this Notice, awards over to 23,752,647 ordinary shares were outstanding under the Company's share schemes, representing 6.1% of the Company's total issued ordinary share capital as at 17 March 2023, and 6.6% of the Company's total issued ordinary share capital if the full authority to purchase its own shares (as is being sought in Resolution 18) is used.

Resolution 19: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 clear days, though shareholders can approve a shorter notice period for general meetings that are not annual general meetings, which cannot, however, be less than 14 clear days. Resolution 19 seeks such approval. Annual general meetings will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held, and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Resolution 20: Political donations

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations in the EU totalling more than £5,000 in any 12-month period, and for any political expenditure in the EU, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. There are further restrictions on companies incurring political expenditure (as defined in the Companies Act 2006) without first obtaining shareholders' consent. The Company has not made any and does not envisage making any political donations; however, this resolution is proposed for approval as a precaution in order to avoid inadvertent breach of the legislation as a result of the wide meanings given to the terms "political donations" and "political expenditure". This resolution, if passed, will authorise the Directors until the annual general meeting in 2024 to make donations and incur expenditure which might otherwise be caught by the terms of the Companies Act 2006, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.



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