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If you have sold or otherwise transferred all of your shares in PageGroup plc, please send this document, together with the accompanying documents (but not the personalised Form of Proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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# PageGroup

## **PAGEGROUP PLC**

(Registered in England and Wales No:  
3310225)

Registered Address:  
200 Dashwood Lang Road  
Bourne Business Park  
Addlestone  
Surrey  
KT15 2NX

6 April 2023

Dear Shareholder,

### **Annual General Meeting 2023**

I am pleased to enclose the Notice convening the forthcoming Annual General Meeting (the 'AGM' or the 'Meeting') for shareholders of PageGroup plc (the 'Company'), which will be held on Thursday 1 June 2023. The AGM will take place at 200 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2NX and will commence at 9.30am. You will have been provided with a hard copy of the Company's Annual Report and Accounts for 2022 or been notified that the Company's Annual Report and Accounts are available at [www.page.com](http://www.page.com).

The business to be considered at the AGM is set out in the Notice at Section A on pages 4 to 6 of this document. Explanatory notes on each resolution to be considered at the AGM appear in Section B on pages 7 to 9 of this document. However, I would like to draw your attention to the items of business referred to below.

### **Board of Directors (Resolutions 5 to 12)**

The Company complies with the requirements of the UK Corporate Governance Code ('the Code') which requires all Directors to stand for election, in their first year of appointment, and re-election for each year thereafter. The Board contains a broad range of complementary skills and experience from different industries and from international markets which support the strategic aims of the Company.

Nicholas Kirk succeeded Steve Ingham as Chief Executive Officer of the Company on 1 January 2023. Nick has 28 years' experience with the Group, leading key markets such as the UK and US. Nick's full biography can be found at [www.page.com](http://www.page.com). The Board is confident he has the requisite skills and experience to lead the Group in the execution of its strategy.

As previously announced, Babak Fouladi will be appointed to the Board. His appointment will commence from 10 April 2023. Babak has extensive international technology experience. His appointment ensures that the Board is well equipped to make informed decisions on all aspects of its technology and innovation programmes. His full biography can be found on [www.page.com](http://www.page.com).

Biographical details for all the Directors seeking election or re-election, together with their key strengths and experience, including details of their contribution and how it is, and continues to be, important for the Company's long-term sustainable success are set out on pages 78 to 82 of the Annual Report and Accounts 2022. Each of the Directors being proposed for re-election has been subject to a performance evaluation and all Directors are considered to be effective in their role and to be committed to making available the appropriate time for Board, and where applicable, Board Committee meetings and other duties.

### **Remuneration Policy and Remuneration Report (Resolutions 2 and 3)**

The Company reviewed its Remuneration Policy in 2022 and engaged extensively with our shareholder base to seek their views on Executive reward. We received strong support for the Executive Single Incentive Plan ('ESIP'). The ESIP was introduced in 2017 to align with our business model and has been tested through a range of market conditions over recent years. It is designed to reduce volatility, recognises the cyclical nature of the recruitment industry, drives alignment of pay outcomes to Company performance and ensures Executive Directors build up significant shareholding in the business. For these reasons, no material changes to the ESIP structure are being proposed, other than levelling the Chief Financial Officer's ('CFO') maximum incentive opportunity to 375% of base salary, this being the same level as the Chief Executive Officer's maximum opportunity. This is to ensure that reward levels remain competitive for our CFO. Full details of the Policy can be found on pages 104 to 109 of the Annual Report and Accounts and is covered by resolution 2.

Resolution 3 is an advisory vote on the Directors' Remuneration Report contained in the 2022 Annual Report and Accounts.

### **Actions to be taken by shareholders**

Voting on Resolutions 1 to 19 will be conducted by way of a poll. Your Board believes this is more transparent and equitable as the voting intentions of all members are taken into account. The result of the poll will be announced via a Regulatory Information Service and made available at [www.page.com](http://www.page.com) as soon as practicable after the AGM.

You can appoint your proxy and advise us of your voting instructions by completing and submitting your proxy form online through the website of our Registrar, Link Group, at [www.signalshares.com](http://www.signalshares.com) by logging in with your username and password and following the instructions. If you have forgotten your username or password, you can request a reminder via [www.signalshares.com](http://www.signalshares.com). If you have not previously registered, you will need your Investor Code, which can be found on your share certificate.

Link Group, the Company's registrar, has also launched a shareholder app: LinkVote+. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. Further details can be found on page 10.

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io) and refer to page 10.

Enclosed with this letter is a pre-addressed Form of Proxy for use at the AGM. Shareholders should return the completed Form of Proxy to the Company's Registrars, Link Group as soon as possible, but in any event no later than 9.30am on Tuesday 30 May 2023. Please refer to Section C for further details as to how to appoint proxies and the deadline for submission.

## **Shareholder questions**

The Board considers it important that shareholders have the opportunity to raise questions with the Board and appreciate not all our shareholders will wish to attend in person. Shareholders can send any questions that they have in connection with the matters arising at the AGM by emailing [Investorrelations@pagegroup.co.uk](mailto:Investorrelations@pagegroup.co.uk). The Board will seek to respond to questions received by close of business on Friday 19 May 2023 on or before Wednesday 24 May 2023. Responses to questions received after Friday 19 May 2023 will be published as soon as practicable following the AGM. Questions received and the Company's responses will be published on the Company's website.

## **Recommendation**

The Board consider that all the proposals to be considered at the AGM are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount to 509,550 shares representing 0.16% of the existing issued share capital of the Company.

Yours sincerely

**Angela Seymour-Jackson**  
Chair of the Board

## Section A: Notice of Meeting

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 200 Dashwood Lang Road, Bourne Business Park, Addlestone, Surrey KT15 2NX on Thursday 1 June 2023 at 9.30am to consider, and if thought fit, pass Resolutions 1 to 16 inclusive as ordinary resolutions and Resolutions 17 to 19 inclusive as special resolutions:

1. To receive and consider the Directors' and Auditor's Reports and the Statement of Accounts for the year ended 31 December 2022.
2. To approve the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration Report for the financial year ended 31 December 2022, as set out in pages 104 to 109 of the Company's Annual Report and Accounts.
3. To approve the Directors' Remuneration Report, other than the Directors' Remuneration Policy in the form set out in the Company's Annual Report and Accounts, for the year ended 31 December 2022.
4. To declare a final dividend on the Ordinary share capital of the Company for the year ended 31 December 2022 of 10.76p per share.
5. To elect Nicholas Kirk as a Director of the Company.
6. To elect Babak Fouladi as a Director of the Company.
7. To re-elect Karen Geary as a Director of the Company
8. To re-elect Michelle Healy as a Director of the Company
9. To re-elect Sylvia Metayer as a Director of the Company.
10. To re-elect Angela Seymour-Jackson as a Director of the Company.
11. To re-elect Kelvin Stagg as a Director of the Company.
12. To re-elect Ben Stevens as a Director of the Company.
13. To reappoint Ernst & Young LLP as the External Auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
14. To authorise the Audit Committee to determine the remuneration of the External Auditor.
15. Authority to allot shares

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £1,095,395.91 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 1 September 2024 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant rights be and are hereby revoked.

### 16. Donations to political organisations and political expenditure

THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company, and all companies that are subsidiaries of the Company at the date on which this Resolution 16 is passed or during the period when this Resolution 16 has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties (or independent election candidates) as defined in the Act, not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties, as defined in the Act, not exceeding £25,000 in total; and
- (c) incur political expenditure, as defined in the Act, not exceeding £25,000 in total;

during the period commencing on the date of passing this Resolution 16 and shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 1 September 2024 provided that the authorised sum referred to in paragraphs (a), (b) and (c)

above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Pounds Sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, 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 16 shall not exceed £75,000.

#### 17. Disapplication of pre-emption rights

THAT the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons up to an aggregate nominal amount of £328,618.77,

and shall expire upon the expiry of the general authority conferred by Resolution 15 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

#### 18. Authority to purchase own shares

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the 'Act')) of ordinary shares of 1p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 32,861,877, representing 10% of the issued ordinary share capital of the Company as at 5 April 2023;
- (b) the minimum price which may be paid for each ordinary share is 1p;
- (c) the maximum price which may be paid for any such Ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 18 will be carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or 1 September 2024, whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority

hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

19. General meetings

THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

**Kaye Maguire**

General Counsel & Company Secretary

6 April 2023

Registered Office:

PageGroup plc,

200 Dashwood Lang Road, Bourne Business Park, Addlestone,

Surrey KT15 2NX

Registered in England No: 3310225

## **Section B: Explanatory Notes to the Resolutions**

### **1. Resolution 1 – To receive the Annual Report and Accounts**

The Chair will present the Accounts and Reports of the Directors and auditor for the year ended 31 December 2022 to the AGM.

### **2. Resolution 2 – Approval of the Directors' Remuneration Policy**

Resolution 2 is to approve the Directors' Remuneration Policy (the Policy) which is set out in full in the Directors' Remuneration Report on pages 104 to 109 of the Annual Report and Accounts. Section 439A of the Companies Act 2006 requires that the Policy is subject to a separate resolution for shareholder approval. The vote is binding and once the Policy is approved the Company will not be able to make a remuneration payment to a current or past director, unless that payment is consistent with the Policy. If the Policy is approved and remains unchanged, it will be valid for up to three financial years without a new shareholder approval. If the Company wishes to change the Directors' Remuneration Policy, it will need to put the revised policy to a vote again before it can implement the new policy.

### **3. Resolution 3 – Approval of the Directors' Remuneration Report**

Resolution 3 is the ordinary resolution to approve the Directors' Remuneration Report which is set out on pages 99 to 126 of the Annual Report and Accounts and contains:-

- (a) a statement by Karen Geary, the Remuneration Committee Chair; and
- (b) the Annual Report on Remuneration, which sets out payments made in or relating to the financial year ending 31 December 2022.

Resolution 3 is an advisory resolution and does not affect the future remuneration paid to any Director.

### **4. Resolution 4 – Final Dividend**

A final dividend of 10.76p per ordinary share for the year ended 31 December 2022 is recommended for payment by the Directors. If approved, this will be paid on 19 June 2023 to all ordinary shareholders who were on the Register of Members at the close of business on 19 May 2023.

### **5. Resolutions 5 to 12 – Election and re-election of Directors**

In keeping with the Board's aim of following best corporate governance practice, each member of the Board, except Patrick De Smedt who as previously announced is stepping down from the Board at the conclusion of the Meeting, is standing for election or re-election by shareholders at this year's Meeting.

Biographical information for all Directors standing for re-election including details of their contribution and how it is, and continues to be, important for the Company's long-term sustainable success is contained at pages 78 to 82 of the Company's Annual Report and Accounts for 2022. All Directors standing for re-election have been subject to performance evaluation and continue to perform effectively and demonstrate commitment to the role.

Nicholas Kirk and Babak Fouladi are standing for election for the first time at the Meeting. Both individuals' full biography can be found on [www.page.com](http://www.page.com). The Board is confident that these appointments will add value to its decision making. Nick has worked for the Group for 28 years, leading key markets such as the US and UK. Babak has extensive international technology experience, a key strategic priority for the Group.

### **6. Resolutions 13 and 14 – Appointment of auditor and auditor's remuneration**

Resolution 13 relates to the appointment of Ernst & Young LLP as the Company's auditor to hold office until the next general meeting of the Company at which accounts are laid. Resolution 14 authorises the Audit Committee of the Board to set the auditor's remuneration.

### **7. Resolution 15 – Directors' authority to allot shares**

If passed, Resolution 15 will give the Directors authority to allot Ordinary shares in the capital of the Company up to a maximum nominal amount of £1,095,395.91, representing approximately one-third of the Company's issued Ordinary share capital as at 5 April 2023 (the

latest practicable date before publication of this Notice). This authority is within the Investment Association guidelines on Directors' authority to allot shares. This authority will lapse 15 months from the passing of the resolution or at the next Annual General Meeting, whichever shall first occur. The Directors have no present intention of allotting new shares, however they consider it appropriate to maintain the flexibility that this authority provides. As at the date of this Notice the Company does not hold any Ordinary shares in the capital of the Company in treasury.

#### 8. Resolution 16 - Donations to political organisations and political expenditure

For the purpose of this resolution, 'political donations', 'political organisations' and 'political expenditure' have the meanings given to them in sections 363 to 365 of the Companies Act 2006 (the 'Act'). In accordance with its business principles, it is the Company's policy not to make contributions to political parties. There is no intention to change it. However, what constitutes a 'political party', a 'political organisation', 'political donations' or 'political expenditure' under the Act is not easy to decide as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform, among other things, may fall within these terms. Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention of, either now or in the future, making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 16 to renew the authority granted by shareholders at the last Annual General Meeting of the Company. This will allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the Act, Resolution 16 also covers any of these activities by the Company's subsidiaries.

#### 9. Resolution 17 – Disapplication of pre-emption rights

Resolution 17 will give the Directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 15 for cash without complying with the pre-emption rights in the Act in certain circumstances.

The Pre-Emption Group's Statement of Principles were revised in November 2022 (the 'Pre-Emption Group Principles') to allow companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Having considered the revised Pre-Emption Group Principles, the Directors consider it appropriate to seek a disapplication authority over 10% of the Company's issued share capital for use on an unrestricted basis. This is in line with institutional shareholder guidance and within the limits set out the Pre-Emption Group's Principles. This is also in line with the Company's previous approach where it sought the maximum disapplication authority then available for use on an unrestricted basis under the previous Pre-Emption Group Principles. The Board considers that Resolution 17 is in the best interests of the Company and its shareholders generally that the Company have the flexibility conferred by it to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. The Directors confirm their intention to follow the shareholder protections contained in Part 2B of the Pre-emption Group Principles.

Resolution 17 will therefore permit the directors to allot:

(a) equity securities for cash and sell treasury shares up to a nominal amount of £1,095,395.91, representing approximately one-third of the Company's issued share capital as at 5 April 2023 (the latest practicable date prior to publication of this document) subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit; and

(b) equity securities for cash and sell treasury shares up to a maximum nominal value of



£328,618.77, representing approximately 10% of the issued ordinary share capital of the Company as at 5 April 2023 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

As noted in relation to Resolution 15 above, the directors have no current intention of issuing ordinary shares other than in relation to the Company's employee share schemes.

The authority contained in Resolution 17 will expire upon the expiry of the authority to allot shares conferred in Resolution 15 (that is, 15 months from the passing of the resolution or at the next Annual General Meeting, whichever shall first occur).

#### 10. Resolution 18 – Authority to purchase own shares

Resolution 18 gives the Company authority to purchase its own Ordinary shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 32,861,877, (representing 10% of the Company's issued Ordinary share capital as at 5 April 2023, the latest practicable date prior to publication of this Notice) and sets minimum and maximum prices. This authority will expire 15 months from the passing of the resolution or at the next Annual General Meeting, whichever shall first occur.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary shares but consider it prudent to obtain the flexibility this resolution provides. In considering whether to use this authority, the Directors will take into account matters including the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of Ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares. If Resolution 18 is passed at the Meeting, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

#### 11. Resolution 19– Notice of general meetings

This resolution seeks authority to allow the Company to call general meetings, other than an Annual General Meeting, on 14 clear days' notice. The minimum notice period for general meetings of listed companies is 21 clear days, but companies may reduce this period to 14 clear days (for meetings other than for Annual General Meetings) provided that the requirements set out in the Act are complied with, and in particular, two conditions are met. The first condition is that a company offers a facility for shareholders to vote by electronic means. This condition is met if a company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days. If approved, the resolution will allow the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. This authority will be effective until the next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive and whether it is thought to be to the advantage of shareholders as a whole.

## Section C: Notes to the Notice

1. To be entitled to attend and vote, whether in person or by proxy, at the Annual General Meeting (the 'Meeting'), members must be registered in the Register of Members of the Company at 8.00pm on 30 May 2023 (or, if the Meeting is adjourned, at 8.00pm on the date which is two days prior to the adjourned Meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting. A member entitled to attend and vote at the Meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. Details of how to appoint the Chair or another person using the Form of Proxy are set out in the notes to the Form of Proxy. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated.

2. A Form of Proxy, which may be used to make this appointment and give proxy instructions, accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, please contact Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on 0371 664 0300 or + 44 (0) 371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate). Lines are open Monday to Friday 9.00am to 5.30pm, excluding public holidays in England and Wales. If you require additional copies of the Form of Proxy you may photocopy the Form of Proxy.

3. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified (or in some other way approved by the Directors)) by one of the following methods:

- (a) online at [www.signalshares.com](http://www.signalshares.com) by logging in with your username and password and following the instructions. If you have forgotten your username or password you can request a reminder via [www.signalshares.com](http://www.signalshares.com). If you have not previously registered, you will need your Investor Code, which can be found on your share certificate;
- (b) Link Group, the Company's registrar, has launched a shareholder app: LinkVote+. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

(c)



- (d) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform

instructing the removal of your proxy vote.

- (e) in hard copy form by post, by courier or by hand to the Company's Registrar at: Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you would prefer, the proxy form can be sent in an envelope addressed to FREEPOST PXS 1, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. No stamp is required;
- (f) the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Note 5 below; and

in each case must be received by 9.30am on 30 May 2023 (being 48 hours before the time of the Meeting excluding non-working days) or, if the Meeting is adjourned, by the time which is 48 hours before the time of the adjourned Meeting.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

4. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person, they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him/her and the member by whom they were nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([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 made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's ('EUI') 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 number – RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

6. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that EUI 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(s), to procure that their 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 connection, 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.

7. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated

corporate representative.

8. As at 5 April 2023, (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consisted of 328,618,774 Ordinary shares. No shares are held in treasury. Therefore, the total voting rights in the Company are 328,618,774.

9. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: [www.page.com/investors](http://www.page.com/investors).

10. Members satisfying the thresholds in section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that is to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes the statement that the Company has been required to publish on its website.

11. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting that is put by a member attending the Meeting, except (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) if the answer to a question has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

12. Copies of the contract of service for each of Mr N Kirk and Mr K Stagg and the letters of appointment for the Chair and each of the Non-Executive Directors of the Company are available for inspection on the day of the Meeting, at the place of the Meeting, from at least 30 minutes prior to the Meeting until its conclusion. The same documents are otherwise available for inspection at the registered office address of the Company during normal business hours Monday to Friday (bank holidays excepted).

13. You may not use any electronic address in this Notice to communicate with the Company for any purpose other than those expressly stated.