

**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 document or as to the action you should take, you should seek your own personal financial advice from a stockbroker, solicitor, accountant, or other independent appropriate financial advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Hyve Group plc, please forward this document, together with the accompanying form of proxy, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

# **Hyve Group plc**

## **Notice of Annual General Meeting 2021**

**(Incorporated and registered in England and Wales under number 01927339)**



**Registered Office:**

2 Kingdom Street  
London  
W2 6JG

17 December 2020

To the holders of ordinary shares in Hyve Group plc (the **Company**)

**Notice of Annual General Meeting**

Dear Shareholder,

The Annual General Meeting of the Company is to be held on Thursday 21 January 2021 at 9.00 a.m. at the Hyve Group plc offices, 2 Kingdom Street, London, W2 6JG. The formal notice of the Annual General Meeting follows this letter (the **Notice**). As you will see from the Notice, there are a number of items of business to be considered and I am writing to you to explain their purpose. As previously announced, the Board has taken the decision not to declare any dividends for FY20 and the decision to make dividend declarations in future periods will remain under review; therefore there is no resolution seeking approval of a final dividend payment.

In the interests of protecting the health and safety of our shareholders, employees and the general public, and in light of the continuing situation in relation to COVID-19 and related governmental restrictions, it is currently expected that the Annual General Meeting will be held as a closed meeting. As such, it is expected that no shareholders will be able to join the Annual General Meeting other than members of the Board and the Company Secretary, all of whom are shareholders and will be following social distancing requirements. Should the Government measures be relaxed by the time of the meeting, the Company will still impose entry restrictions pursuant to its Articles of Association. The Company will ensure the necessary quorum is present at the meeting through the attendance of a minimum number of Directors or employee shareholders, either in person or by electronic means, in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. We will continue to monitor developments closely, and if circumstances change, we will communicate any changes to the Annual General Meeting (including any change to the location of the Annual General Meeting) through public announcement and publication on our website. Shareholders are strongly encouraged to complete a Form of Proxy appointing the Chairman of the Annual General Meeting as their proxy.

**Ordinary Resolutions**

The following resolutions will be proposed as ordinary resolutions at the Annual General Meeting. This means that for each of those resolutions to be passed, more than half the votes cast must be in favour of the resolution.

**Resolution 1 (Annual Report and Accounts)**

This resolution is to receive and adopt the Company's annual accounts, together with the Strategic Report and the Reports of the Directors of the Company (the **Directors**) and the auditor of the Company (the **Auditor**) for the financial year ended 30 September 2020 (the **2020 Annual Report and Accounts**). The 2020 Annual Report and Accounts are available on the Company's website (hyve.group). If you have elected to receive correspondence in hard copy, then a copy of the 2020 Annual Report and Accounts will accompany this document.

**Resolutions 2-7 (retirement and appointment/re-appointment of Directors)**

The Company's Articles of Association provide that one-third of the Board of Directors (the **Board**) are required to retire by rotation each year and that the Directors who are to retire are those who have been Directors for the longest period of time since they were last elected or re-elected by shareholders.

However, the Board has decided that, in accordance with the UK Corporate Governance Code, all Directors will retire at the 2021 Annual General Meeting and offer themselves for re-election or election if the appointment has taken place during the year.

A formal evaluation of the Board's performance and that of each individual Director was carried out during the year, following which the Nomination Committee confirmed that all the Directors seeking re-election and election continue to make positive and effective contributions to the Board and the committees they sit on and that they demonstrate commitment to their roles.

Biographical details of the Directors can be found on pages 58 and 59 of the 2020 Annual Report and Accounts and in Appendix 1 to the Notice.

**Resolutions 8 and 9 (appointment and remuneration of Auditor)**

The Audit Committee, which has evaluated the effectiveness and independence of the external auditor, has recommended to the Board that BDO LLP be proposed for reappointment. Resolution 8 seeks shareholder approval to reappoint BDO LLP as the Auditor. In accordance with normal practice, Resolution 9 seeks authority for the Directors' to fix the Auditor's remuneration.

**Resolution 10 (Remuneration Report)**

The purpose of Resolution 10 is to seek the approval of the Directors' Remuneration Report for the financial year ended 30 September 2020. The report is set out on pages 77 to 89 of the 2020 Annual Report and Accounts. This resolution is advisory in nature.

**Resolution 11 (authority to allot shares)**

The purpose of Resolution 11 is to renew the Directors' power to allot shares.

The authority in paragraph (a) of Resolution 11 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £8,837,603. This represents approximately one-third of the ordinary share capital of the Company in issue (excluding treasury shares) at 16 December 2020 (being the latest practicable date prior to publication of this Notice).

In addition, in line with guidance issued by the Investment Association on the expectations of institutional investors paragraph (b) of Resolution 11 would give the Directors the authority to allot shares in the Company in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal value of £8,837,603 as reduced by the nominal amount of any shares issued under paragraph (a) of Resolution 11. This amount (before any reduction) represents approximately one-third (in aggregate two-thirds) of the ordinary share capital of the Company in issue (excluding treasury shares) at 16 December 2020 (being the latest practicable date prior to publication of this Notice).

The authority under this resolution will expire on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022.

As at the date of this Notice the Company does not hold any Ordinary Shares in treasury.

**Special Resolutions**

The following resolutions will be proposed as special resolutions at the Annual General Meeting. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

**Resolutions 12 and 13 (statutory pre-emption rights)**

If the Directors wish to allot new shares or other equity securities or sell treasury shares for cash (other than in connection with an executive or employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. The statutory pre-emption rights may be disapplied by shareholders.

The purpose of Resolution 12 is to authorise the Directors to allot new shares and other equity securities of the Company or sell shares held in treasury for cash: (a) in connection with a rights issue or other pre-emptive offer; and (b) otherwise up to an aggregate nominal value of £1,325,640 in each case without first making an offer under company law to existing shareholders in proportion to their existing holdings. The limit of £1,325,640 is equivalent to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 16 December 2020, being the latest practicable date prior to publication of this Notice.

Resolution 13 is being proposed as a separate resolution to authorise the Directors to allot additional shares and other equity securities or sell shares held in treasury for cash up to a maximum nominal value of £1,325,640 (representing a further 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 16 December 2020, being the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders. This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-emption Group's Statement of Principles (the **Pre-Emption Group Principles**) or refinancing any such acquisition or investment within six months after the original transaction. The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

These disapplication authorities are in line with the authorities sought at the 2020 Annual General Meeting and with institutional shareholder guidance, in particular the Pre-Emption Group Principles. The Directors believe that it is appropriate to seek the additional 5% authority in Resolution 13 to give the Company the flexibility that this resolution affords to raise further equity funding and to pursue acquisition opportunities as and when they arise.

In line with best practice, the Directors do not intend to issue more than 7.5% of the Company's issued ordinary share capital for cash on a non-pre-emptive basis in any rolling three-year period other than in connection with an acquisition or specified capital investment referred to above or with prior consultation with shareholders.

The authorities pursuant to Resolutions 12 and 13 will expire on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022.

**Resolution 14 (authority for market purchases of own shares)**

This resolution renews the Directors' current authority to make limited market purchases of the Company's ordinary shares. The authority is limited to a maximum aggregate number of 26,512,811 ordinary shares, representing 10% of the issued share capital as at 16 December 2020 (being the latest practicable date prior to publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses.

Pursuant to the Companies Act 2006, companies are allowed to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time.

Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally. The Board has previously indicated its intention to continue to return surplus cash to shareholders via on-market purchase of its own shares where it is not required to finance the organic expansion of the business, acquisitions and dividend payments.

On 16 December 2020 (being the latest practicable date prior to publication of this Notice), the Company had no options and share awards outstanding under its various share schemes that could potentially need to be satisfied by the issue of new shares.

The authority conferred by this resolution will expire on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

**Resolution 15 (notice period for general meetings)**

The Company must pass a special resolution at each Annual General Meeting to allow it to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. Resolution 15 seeks the necessary shareholder approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

**Resolution 16 (Adoption of new Articles of Association)**

Resolution 16, which will be proposed as a special resolution, approves the adoption of new Articles of Association (the **New Articles**) in order to update the Company's current articles of association (the **Existing Articles**) to take account of changes to law and practice since the Existing Articles were last updated in 2013. The principal changes introduced in the New Articles are summarised in Appendix 2 to the Notice. Generally, the proposed amendments are to update them to reflect revised circumstances since they were last amended, to reflect recent developments in market practice and to bring clarity to the language in the Existing Articles. A copy of the proposed New Articles is available on the Company's website hyve.group, and a copy will be made available for inspection at the Company's registered office at 2 Kingdom Street, London W2 6JG during normal business hours until the conclusion of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to the Annual General Meeting until its conclusion.

## VOTING AT THE ANNUAL GENERAL MEETING

Voting on each of the resolutions to be put to the forthcoming Annual General Meeting will be taken by a poll as the Board believes that this is more representative of shareholder voting intentions. The results of the poll will be announced through a regulatory information service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

## ACTION REQUIRED

Following this letter is the Notice which includes the resolutions referred to and discussed above (the **Resolutions**), together with a form of proxy (**Form of Proxy**). You are requested to complete, sign and return the Form of Proxy as soon as possible and, in any event, so as to reach the Company's Registrar by 9.00 a.m. on Tuesday 19 January 2021. Further details on voting by proxy are set out in the notes to the Notice on pages 7 and 8 of this document and in the Form of Proxy.

## RECOMMENDATION

The Directors consider the above proposals to be in the best interests of the Company and its shareholders as a whole and recommend shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings.

Yours faithfully

**Richard Last**  
Chairman

17 December 2020

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hyve Group plc (the Company) will be held at the Hyve Group plc offices, 2 Kingdom Street, London, W2 6JG on Thursday 21 January 2021 at 9.00 a.m. (GMT) for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as Ordinary Resolutions and Special Resolutions as specified below:**

## Ordinary Resolutions

1. THAT the Company's accounts, the Strategic Report and the reports of the Directors of the Company and the Auditors of the Company for the financial year ended 30 September 2020 be received and adopted.
2. THAT Richard Last be re-elected as a Director of the Company.
3. THAT Nicholas Backhouse be re-elected as a Director of the Company.
4. THAT Sharon Baylay be re-elected as a Director of the Company.
5. THAT John Gulliver be elected as a Director of the Company.
6. THAT Stephen Puckett be re-elected as a Director of the Company.
7. THAT Mark Shashoua be re-elected as a Director of the Company.
8. THAT BDO LLP be re-appointed 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 annual reports and accounts are laid before the meeting.
9. THAT the Directors be authorised to agree the remuneration of the Company's Auditor.
10. THAT the Directors' Remuneration Report for the financial year ended 30 September 2020 be approved.
11. THAT in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **2006 Act**) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company (**Rights**):
  - a. up to an aggregate nominal amount of £8,837,603 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the 2006 Act) allotted or granted under paragraph (b) of this Resolution in excess of £8,837,603); and

- b. comprising equity securities (as defined in section 560(1) of the 2006 Act), up to a further aggregate nominal amount of £8,837,603 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) of this Resolution) in connection with an offer by way of a rights issue to: (i) ordinary shareholders in proportion (as nearly as may be) 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, but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter.

The authorities conferred on the Directors under paragraphs (a) and (b) above shall expire (unless previously revoked by the Company) after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

## Special Resolutions

12. THAT if Resolution 11 is passed and in substitution for all subsisting authorities to the extent unused, the Directors be authorised to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to:
  - a. the allotment of equity securities and/or sale of treasury shares in connection with an offer or issue of or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 11 above by way of rights issue only) to or in favour of: (i) ordinary shareholders in proportion (as nearly as may be) 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, but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

b. in the case of an allotment of equity securities for cash pursuant to the authority granted under paragraph (a) of Resolution 11, the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution) up to an aggregate nominal amount of £1,325,640; and

this authority shall expire after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022 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/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. THAT if Resolution 11 is passed and in substitution for all subsisting authorities to the extent unused, the Directors be authorised in addition to any authority granted under Resolution 12 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be:

a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,325,640; 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 of the Company 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,

and shall expire after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022 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/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 1p each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:

a. the maximum aggregate number of ordinary shares authorised to be purchased is 26,512,811;

b. the minimum price which may be paid for such ordinary shares is 10p per share (exclusive of expenses);

c. the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:

i. 105% of the average of the closing middle market price for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; 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 on the trading venues where the purchase is carried out;

d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022; and

e. the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

15. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

16. THAT, the New Articles produced to the Meeting and initialed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Existing Articles.

By order of the Board

**Jared Cranney**  
Company Secretary  
Hyve Group plc

**Registered Office**  
2 Kingdom Street  
London  
W2 6JG

17 December 2020

Registered in England and Wales under number 01927339

## Notes to the Notice of Annual General Meeting

### 1. Copies of 2020 Annual Report and Directors' Remuneration Report

The statutory accounts and the reports of the Directors and the Auditors of the Company for the financial year ended 30 September 2020 are called the 2020 Annual Report and Accounts. The 2020 Directors' Remuneration Report is contained in the 2020 Annual Report and Accounts. Shareholders who have not elected to receive the 2020 Annual Report and Accounts may obtain copies by writing to the Company Secretary, Hyve Group plc, 2 Kingdom Street, London W2 6JG, United Kingdom. Shareholders who wish to receive the printed statutory reports and accounts (free of charge) in future years should write to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, quoting reference 3475.

### 2. Entitlement to attend and vote and to appoint proxies

Registered holders of fully paid shares or their duly appointed representatives are entitled to attend, speak and vote at the Annual General Meeting. To be entitled to attend, speak and vote in respect of the number of shares registered in their name, shareholders must be entered on the Register of Members of the Company as at 6.30 p.m. on Tuesday 19 January 2021, or, if this Annual General Meeting is adjourned, on the Register of Members at 6.30 p.m. two days prior to the date of any adjourned Annual General Meeting. Changes to entries on the Register of Members after 6.30 p.m. on Tuesday 19 January 2021, or, if this Annual General Meeting is adjourned, changes to entries on the Register of Members after 6.30 p.m. two days prior to the date of any adjourned Annual General Meeting, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. In light of the spread of COVID-19 in the UK and the temporary arrangements put in place by the Government, no shareholders will be able to attend the meeting other than members of the Board and the Company Secretary, all of whom are shareholders. Instead, shareholders are encouraged to complete a Form of Proxy appointing the Chairman of the Annual General Meeting as their proxy, and shareholders are advised that, if they attempt to attend the meeting, they may be denied entry to the venue.

A registered shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Annual General Meeting in person.

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 (the **2006 Act**) (**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.

If you are such a Nominated Person, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf.

Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the 2006 Act, writes to you directly for a response.

A proxy may be appointed by any of the following methods:

a. completing and returning the enclosed Form of Proxy; or

b. electronic proxy appointment by logging onto the Registrars', Equiniti, website [www.sharevote.co.uk](http://www.sharevote.co.uk). Shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website.

Alternatively, if you have already registered with the Registrars' on-line portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote. Instructions are given on the website; or if you are a member of CREST, by using the CREST electronic appointment service.

**IMPORTANT:** In any case your instructions or Form of Proxy must be received by the Company's Registrars no later than 9.00 a.m. on Tuesday 19 January 2021.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 9.00 a.m. on Tuesday 19 January 2021. 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 instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited 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 his 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 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.

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 (as amended).

Voting on each of the resolutions to be put to the forthcoming Annual General Meeting will be conducted by way of a poll, rather than on a show of hands. The results of the poll will be announced through the Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

### 3. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### 4. Issued share capital

As at 16 December 2020, the Company's issued share capital consisted of 265,128,107 ordinary shares, carrying one vote each. Therefore, the total number of exercisable voting rights in the Company is 265,128,107.

### 5. Requests under section 527 of the 2006 Act

Shareholders should note that it is possible that, pursuant to requests made under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to the audit of the Company's 2020 Annual Report and Accounts (including the Auditor's Report and the conduct of the audit).

The Company may not require the shareholders requesting such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement under section 527 of the 2006 Act, 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 Annual General Meeting includes any statement that the Company has been required under section 527 of 2006 Act to publish on a website.

### 6. Shareholders' right to ask questions

Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Annual General 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 Annual General Meeting that the question be answered.

### 7. Electronic communications

A copy of this Notice and other information required by section 311A of the 2006 Act, can be found at [hyve.group](http://hyve.group). You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

### 8. Documents available for inspection

Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours, Monday to Friday (public holidays excepted), from the date of this Notice, and at the place of the Annual General Meeting for 15 minutes prior to and during the Annual General Meeting until its conclusion:

- copies of the service contracts between the Company and the Executive Directors;
- copies of letters of appointment between the Company and the Non-Executive Directors;
- the Existing Articles; and
- the New Articles.

## Appendix 1: Biographies of Directors Seeking Election or Re-election

### Richard Last

#### Non-Executive Chairman

Richard joined Hyve Group plc as Chairman and Non-Executive Director in February 2018. He is also the chairman of Gamma Communications plc, which has a market capitalisation of over £1.5 billion, revenues of over £300 million and provides cloud, voice and data communications solutions to UK businesses, and the chairman of Tribal Group Plc, an international technology solutions provider for the higher and further education sectors which is listed on AIM. Richard, who is a fellow of the Institute of Chartered Accountants in England and Wales, is an experienced chairman with over 30 years of public company board experience. Richard is keen to promote the use of technology to improve customer experience, efficiency and profitability. He is also very passionate about the promotion and development of young talent and promoting wider diversity in organisations.

The Board recognises that a minority of shareholders voted against the election of Richard Last at the Annual General Meeting held on 23 January 2020 as they were of the view that Richard served on too many company boards. The Board remains of the unanimous view that Richard is able to devote the necessary time to Hyve notwithstanding his other commitments, as has been demonstrated by Richard (and by all of the Non-Executive Directors) since the COVID-19 pandemic began to have an impact on the Group. As announced earlier this year, Richard stepped down as Non-Executive Chairman of Arcontech Group plc in September 2020. Richard continues to review and manage his commitments to ensure that he is able to continue to make the appropriate level of commitment to his role as Chairman of Hyve Group plc.

### Nicholas Backhouse

#### Non-Executive Director

Nicholas was appointed a Non-Executive Director of the Group in May 2019 and Chair of the Audit Committee in January 2020. He is also a member of the Remuneration Committee. Nicholas has extensive experience at board level and is currently the Senior Independent Director of both Hollywood Bowl Group plc and Loungers plc and the Chairman of the Giggling Squid restaurant group. He has also held positions as Senior Independent Director of Guardian Media Group plc and Non-Executive Director of Marston's plc, All3media Limited, Eaton Gate Gaming Limited and Chichester Festival Theatre. Nicholas was previously the Deputy Chief Executive Officer of the David Lloyd Leisure Group, Group Finance Director of National Car Parks and Chief Financial Officer of both the Laurel Pub Company and Freeserve plc. He is a Fellow of the Institute of Chartered Accountants in England and Wales and has an MA in economics from Cambridge University. Nicholas has significant experience with companies undergoing operating model and cultural change.

### Sharon Baylay

#### Non-Executive Director

Sharon was appointed a Non-Executive Director of the Group in April 2014 and became Chair of the Remuneration Committee in October 2017. She is Senior Independent Director and Risk Chairman at Restore plc and Non-Executive Chairman at Unique X, a privately-owned company. Sharon joined Ted Baker plc as a Non-Executive Director in June 2018 and was acting Chair from December 2019 until she stepped down from the Board in July 2020. From 2009 to 2011 Sharon was Marketing Director and a Main Board Director of the BBC, responsible for all aspects of marketing, communications and audiences. She was also on the Board of BBC Worldwide, Freesat and Digital UK. Prior to the BBC, Sharon held a number of senior roles at Microsoft Corporation over a period of 15 years, including General Manager of the UK Online and Advertising business. She is an Advanced Coach and Mentor, accredited by the Chartered Institute of Personnel and Development and a Member of Women in Advertising and Communications, London. Sharon brings extensive digital experience to the Board in addition to recent corporate governance experience.

### John Gulliver

#### Chief Finance and Operations Officer

John was appointed as the Company's COO in October 2017. With effect from 1 October 2020 John took up the newly-formed combined role of CFO and COO. He oversaw the rollout of best practice as part of the TAG programme. John also has responsibility for implementing and maintaining our best practice operating model across our global network of exhibitions. Prior to joining, John held senior financial positions in the media sector, including Interim CFO at Emap/Top Right Group and also Divisional CFO at Ascential, and CFO of i2i Events Group from June 2012 to June 2017, where he worked alongside Mark Shashoua, CEO. Prior to that, John was Finance Director at Precise Media from 2008 to 2010. John's background in finance and operational transformation, as well as his experience in the events sector, underpins his passion for bringing about positive change and disruption within the industry. John enjoys working in a change-led environment and loves the passion, energy and sense of achievement that occur as the company, and the people working within it, realise their potential.

## Stephen Puckett

### Non-Executive Senior Independent Director

Stephen was appointed a Non-Executive Director of the Group in July 2013 and is a member of the Audit Committee, having been Chair until January 2020. He was appointed Chair of the Group's Risk Committee in January 2020. He has been the Group's Non-Executive Senior Independent Director since January 2019. From March 2015 to October 2020, Stephen was Chairman of Hydrogen Group plc, having joined the board in 2012. He is a Chartered Accountant who brings a wealth of financial and accounting experience amassed through his work with listed companies. In 2012 Stephen retired from the Board of Page Group plc (formerly Michael Page International plc) after more than eleven years as Group Finance Director, during which time he oversaw a period of significant overseas expansion and growth. Stephen is a strong advocate for ensuring that the views of a wide range of stakeholders, particularly employees, are considered by the Board and that it is important to have a culture where everyone enjoys coming into work.

## Mark Shashoua

### Chief Executive Officer

Mark was appointed as Chief Executive Officer in September 2016. Mark was previously the CEO of i2i Events Group, the event arm of Ascential plc, where he spent five years leading the internationalisation and diversification of the business. Mark was one of the founding members of Hyve Group plc, then called ITE Group, in 1991, where he was a senior Director and Board member for eight years. He is also a prominent figure in the international events industry and was recently appointed to the Board of UFI, the Global Association of the Events Industry. Mark's focus is on evolving the business and working towards achieving its vision. He spends considerable time alongside regional leaders and event teams, discussing the strategy of each market-leading show and planning for sustainable growth. Mark is passionate about representing the evolution of customers' behaviours in the events industry and pioneering constant change, whilst delivering value to shareholders.

# Appendix 2: Summary of the principal changes to the Company's Articles of Association

Under Resolution 16, the Company is proposing to adopt New Articles in order to update the Company's Existing Articles. This Appendix 2 sets out below the proposed changes to be made to the Existing Articles.

## Operation of general meetings

The Existing Articles provide that the Company may hold 'hybrid' general meetings (including annual general meetings) in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility.

The New Articles allow the Company, where appropriate, to make changes to the arrangements for general meetings (including the introduction, change or cancellation of electronic facilities) after notice of the meeting has been issued. The New Articles also explicitly allow the chairman of the meeting to refuse physical or electronic entry to, or to physically or electronically eject, a person who refuses to comply with the Board's arrangements, requirements or restrictions in relation to a general meeting. The New Articles clarify that voting at hybrid meetings will, by default, be decided on a poll and that the chairman can adjourn hybrid meetings in the event of a technological failure, with or without the consent of the meeting, and before or after it has started. Unless a meeting is adjourned by the chairman, the inability of a person to attend or participate via an electronic platform will not affect the validity of, or business conducted at, a general meeting. Except where contrary to applicable legislation, general meetings need not be held at any particular place and may be held without any number of those participating in the meeting being together at the same place.

These changes were introduced to provide the Board with greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the COVID-19 outbreak. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held exclusively on an electronic basis, so a physical meeting will still be required. In deciding whether to hold a hybrid general meeting in future, the Company will have regard to the views of shareholders and institutional governance bodies at the relevant time.

## Untraced shareholders

The New Articles amend the position in relation to untraced shareholders. Rather than requiring the Company to take out two newspaper advertisements, the New Articles require the Company to take such steps as it considers reasonable in the circumstances to trace the shareholder. 'Reasonable steps' to trace a shareholder may include, if considered appropriate, the Company engaging a professional asset reunification company or other tracing agent to search for a shareholder who has not kept their shareholder details up to date. In addition, the New Articles provide that money from the sale of the shares of an untraced shareholder will be forfeited if not claimed after two years.

These changes reflect best practice and provide the Company with appropriate flexibility in connection with locating untraced shareholders. The amendments are designed to safeguard shareholder rights whilst not placing unduly onerous administrative obligations on the Company.

## Payments of dividends and other amounts

The New Articles give the Board greater flexibility to determine the appropriate method(s) it pays dividends (and other sums) to shareholders. This flexibility will help the Board take account of developments in market practice and keep down the administrative cost of making payments. The New Articles also provide that where a payment cannot be made because a shareholder has not provided valid account details to the Company, that amount will be treated as unclaimed until the shareholder provides those details.

## Strategic report and supplementary materials

The Companies Act 2006 and the Companies (Receipt of Accounts and Reports) Regulations 2013 allow the Company to send a copy of its strategic report with supplementary material instead of its full accounts to a member who has elected or tacitly agreed to receive these documents, provided that the Company is not prohibited from doing so in its articles. Article 142 is intended to make it clear there is no such prohibition. Shareholders should note that they can always view the full annual report on the Company's website or request a hard copy from the Company's registrar.

## General

As the Company is proposing to make the changes described above, the opportunity has been taken generally to incorporate amendments of a more minor, technical and/or clarifying nature to reflect changes in applicable law or current market best practice, to remove provisions in the Existing Articles which duplicate English company law, and to include some clearer language in other parts of the New Articles.

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