THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in any doubt about the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Hyve Group plc, you should forward this Notice of General Meeting, together with the accompanying documents, to the purchaser or transferee or to the person who arranged the sale or transfer so that they can be passed to the person who now holds the shares.

Hyve Group plc
Notice of General Meeting 2021

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

Notice of General Meeting

to consider the introduction of the Hyve Group plc Value Creation Plan and a new Directors' Remuneration Policy for Hyve Group plc
To be held on:

25 October 2021 at 9.00 a.m. at the registered offices of Hyve Group plc at 2 Kingdom Street, London W2 6JG

8 October 2021

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Part I – Letters from the Group Chairman and the Chair of the Remuneration Committee

Letter from the Group Chairman

Dear Shareholders,

General Meeting to consider a new Value Creation Plan and approve the 2021 Remuneration Policy
I hope this letter finds everyone safe and well in what has continued to be an extraordinary and challenging year for all. The reach, scale and impact of the COVID-19 pandemic has been truly unique, going beyond anything any of us have faced before, either as individuals or in businesses like Hyve.

As I hope was clear in Hyve's 2021 Half-Year Results, the Group has moved with pace and purpose on all matters from the outset of the pandemic in January 2020, including the rescheduling of our physical events portfolio, cost management, cash controls, financing flexibility and Colleague support, with the consequence that, despite current circumstances, the Group is well positioned for the future and in a hugely positive step, has recently been able to commence its first events across the globe, which we are delighted to see.

Growth and Equity Revitalisation

The Executive Directors and Board are clear that having stabilised the balance sheet, the focus is now on returning the business to growth and driving value back into the Group's equity. This will require the focus and energy of all Hyve colleagues across the world, as well as the continued strong commitment of the Executive Directors and broader Management Team. To support this ambition, the Board believes appropriate management incentive structures, relevant to the current situation, need to be put in place, providing a strong tool to retain and motivate Executive Directors and members of the Executive Leadership Team as the Group progressively emerges from the practical consequences of COVID-19.

Prior to 2020, in the period leading up to COVID-19, the Remuneration Committee was already in the process of re-setting and re-framing the existing incentive structures which, for Executive Directors, were due to be renewed this year as part of the standard triennial policy review cycle. The implications of COVID-19, and our ambitions for the future have led to a fresh approach by the Remuneration Committee and Board.

The Board strongly believes that over the next three to five years it is important to align the interests of Executive Directors and the Executive Leadership Team with those of shareholders in order to produce the best results and to focus on the delivery of value creation over the period and for the future.

It is imperative we retain and motivate our highly regarded Executive Leadership Team through the next phase of the Company's recovery and beyond, and a key part of this is ensuring that the right remuneration structures are in place. We are therefore proposing a new Value Creation Plan, the Hyve Group plc Value Creation Plan, to ensure the remuneration of our executives appropriately reflects our strategic priorities and long-term value creation as well as being closely aligned to shareholder outcomes.

The Value Creation Plan provides a strong framework to support this, balancing the need to retain and motivate a proven Executive Director and Executive Leadership Team, with appropriate remuneration, risk and returns, closely aligning Hyve Group with shareholders in driving future equity value.

Shareholder Consultation

Over the last month, we have been actively consulting with 12 of our largest shareholders on a set of proposals designed to align Executive Directors and members of the Executive Leadership Team towards growth and equity revitalisation over the next three to five years. Unfortunately, for practical reasons, we were not able to meet with all our shareholders but we did have discussions with a range of institutions representing c.60% of our issued share capital. This provided valuable insight and feedback on our approach and on behalf of the Board I would like to publicly thank everyone for their time and input. For those investors we did not spend time with, we are still very happy to discuss the proposals within this letter or any other matter. Encouragingly, there was strong support in the consultation for the overall rationale and approach of our proposals, including the key founding principle of moving from multi-metric equity grants to a new Value Creation Plan. As ever in relation to remuneration, there were many different and sometimes conflicting views on the detail of the proposals, which makes it difficult to create a framework that meets everyone's institutional and individual preferences. However, there were some consistent themes that helped to evolve our thinking and enabled us to formulate the final set of proposals set out in the Chair of the Remuneration Committee's letter.

Value Creation Plan

On behalf of the Board, I am therefore writing to ask for your support for the introduction of a new Value Creation Plan (the VCP) to directly align the interests of Executive Directors and members of the Executive Leadership Team with shareholders over the following five years, with the focus on driving growth.

The Chair of the Remuneration Committee, Sharon Baylay, summarises the details of the VCP in her letter which follows, and I would strongly encourage all shareholders to read this in detail, as well as the Plan overview in Appendix 2 of this Notice and the Policy in Appendix 1.

The Remuneration Committee believes that the VCP is in the best interests of shareholders, and the Company, and unanimously recommends that shareholders support the Resolutions.

General Meeting Proposals

A General Meeting (the GM) of the Company is to be held on Monday 25 October 2021 at 9.00 a.m. at the Hyve Group plc offices, 2 Kingdom Street, London W2 6JG. The formal notice of the GM follows this letter (the Notice). As you will see from the Notice, there are two items of business to be considered and I am writing to you to explain their purpose.

Ordinary Resolutions

The following resolutions will be proposed as Ordinary Resolutions at the GM. 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 (New Directors' Remuneration Policy)

Section 439A of the Companies Act 2006 requires that the Directors' future Remuneration Policy is put to a binding shareholder vote at least once every three years. Following a review of the current Remuneration Policy by the Remuneration Committee, shareholder approval is being sought for a new Remuneration Policy which will

Part I – Letters from the Group Chairman and the Chair of the Remuneration Committee continued

result in awards being made under a new Value Creation Plan in the year ending 30 September 2022 (see Resolution 2 below). The Value Creation Plan is described in detail in the explanatory notes in Appendix 2. This change is considered appropriate to better align the Executive Team with delivering against the Board's growth strategy.

If Resolution 1 is passed, the Directors' Remuneration Policy will take effect immediately after the end of the GM.

Resolution 2 (Value Creation Plan)

The Company seeks approval for a new Value Creation Plan and for awards to be made under this plan in the year ending 30 September 2022. Further information relating to the Value Creation Plan can be found in the notes to Resolution 2 as set out in this Notice.

A formal notice

Meeting arrangements, voting and questions

The Board understands and respects the importance of shareholders being able to attend, speak and vote at general meetings. With restrictions easing in the UK, whilst the Board extends an open invitation for all shareholders to join us in person, there is concern that the ever-changing regulations may limit the Group's ability to host the GM as it normally would, including attendance by all Board Directors. Given the degree of uncertainty, shareholders are strongly encouraged to submit a proxy vote in advance of the meeting and to appoint the Chairman of the meeting as their proxy, rather than a named person, in order to ensure the safety and wellbeing of all those in physical attendance at the meeting. As in previous meetings, the Group will be conducting a poll vote on all Resolutions rather than a vote on a show of hands. To register a proxy vote, please complete the Form of Proxy that was sent to shareholders along with this Notice and return it to the Registrar, Equiniti, to arrive no later than 9.00 a.m. on Thursday 21 October 2021.

Alternatively, shareholders can register proxy appointments electronically through the website of our Registrar, Equiniti, which is sharevote.co.uk. Proxy appointments and instructions should reach Equiniti not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the GM or any adjournment thereof. Further information on appointing a proxy is given on pages 7 to 8. The Board highly values the opportunity to meet shareholders in person but this may not be possible for this GM. Shareholders should therefore send any questions that they would like to raise by email to ir@hyve.group. We will endeavour to provide answers as soon as possible and, where appropriate, will publish these on our website as soon as practicable prior to the GM. Shareholders should bear in mind that it is possible that any shareholder who does travel to attend the GM in person could be denied access to it, if the Chairman of the meeting considers this necessary, given the circumstances at the time.

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 whether or not you intend to be present at the GM as soon as possible and, in any event, so as to reach the Company's Registrar by 9.00 a.m. on 21 October 2021. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the GM should you subsequently decide to do so.

Recommendation

The Directors unanimously consider the above proposals to be in the best interests of the Company and its shareholders and recommend shareholders to vote in favour of the Resolutions to be proposed at the GM. The Directors along with our major shareholders intend to vote in favour of the Resolutions in respect of their own beneficial holdings.

Yours faithfully

Richard Last
Chairman

8 October 2021

Letter from the Chair of the Remuneration Committee

Dear Shareholders,

This letter sets out the background and context for our proposed new VCP and Remuneration Policy which we are submitting for shareholder approval. We believe our proposed approach to remuneration will support our strategy and growth ambitions. I have set out below an overview of our proposals along with our rationale. We undertook an extensive shareholder consultation exercise and were delighted that a significant majority of shareholders we consulted with agreed that the principles of the VCP were well suited to align reward with Hyve's ambitions. Our final proposals directly reflect feedback from shareholders during the consultation process.

Background and context

Our existing Directors' Remuneration Policy was approved in January 2019 and was focused on motivating management to successfully deliver Hyve's Transformation and Growth (TAG) strategy. Management successfully executed the TAG strategy, by optimising the portfolio to focus on market-leading events and delivering industry-leading growth after years of decline. The COVID-19 pandemic had a significant impact as widespread restrictions on travel and social interactions forced us to cancel a large number of events.

Last year I informed shareholders that, notwithstanding the significant change to the environment resulting from the pandemic, it was not the appropriate time to review the policy given the significant uncertainty at that time, and that we would undertake a comprehensive review during the course of this year.

Hyve is now focused on emerging a stronger business, with a robust financial platform and strategy in place to meet pent-up event demand, while accelerating the omnichannel offering. Management are focused on building capability, enhancing our market-leading offerings, strengthening our brands and monetising virtual events.

Taking into account our ambitions for the future we have considered executive remuneration from first principles. We have decided to take a fresh approach to our long-term remuneration. Our key objectives are to align executive remuneration to shareholders' interests and to retain and motivate our well-regarded leadership team.

Introduction of a VCP

We considered a broad range of potential approaches for our new Policy. After much consideration, we determined that a VCP would be the most effective vehicle for the following reasons:

- A VCP aligns with Hyve's bold ambitions for growth and value creation for our shareholders;
- It supports the retention of our well-regarded management team over the next three to five years – the critical period for our recovery and growth;
- A VCP is simple in concept, as management share in a portion of the value created above a hurdle growth rate; and
- It allows a focus on making the right decisions for long-term value creation, without the constraints of linking reward to medium-term cash flow and EBITDA targets.

Shareholder engagement

In developing our proposals, the Committee sought the views of our largest shareholders during two rounds of consultation. I held conversations with 12 of Hyve's largest shareholders covering c.60% of our shareholder base and I am grateful to them for making the time to share their feedback, which was incredibly helpful to us as we finalised the design.

The first round of consultation was to outline the principles of the VCP as an overall structure. We were delighted that all of the largest shareholders I spoke with were supportive of the principle of a VCP for our new Policy, and understood the rationale for the plan design in the context of Hyve's ambitious growth strategy. We also used those conversations to test our early thinking on the key design parameters for the VCP such as the hurdle rate and size of the VCP pool. We listened to shareholders' views and modified the design to reflect their feedback.

We then wrote to shareholders again advising them of the proposed design, including the modifications to the parameters to reflect feedback from initial conversations. This included detailed modelling to illustrate potential payouts for a range of return outcomes, as we were keen to ensure maximum transparency as part of the consultation. Shareholders we consulted with welcomed the changes we introduced after our first round of consultation, with many confirming their intention to support the proposals at the GM.

Following this second round of consultation, the Committee finalised the VCP design and this is set out below.

Overview of VCP design

Key VCP parameters

Element	Description
Hurdle rate and management pool size	**Two-tier approach:** • A 'base hurdle' of 10% p.a. growth (CAGR) in market capitalisation, with a VCP pool of 10% above this level • An 'upper hurdle' of 15% p.a. growth (CAGR) in market capitalisation, with a VCP pool of 20% above this level While this approach creates additional complexity, it addresses feedback from shareholders on the shape of the curve they would be looking for, with higher payouts focused on higher levels of shareholder returns. This two-tier approach was therefore in direct response to shareholder feedback during the initial consultation stage. As the table on page 6 shows, significant payouts under the VCP are only realised if the growth in company value significantly exceeds the 10% base hurdle rate – if the growth simply matches the hurdle rate, the payout will be nil. It is important to emphasise that the Board and management's aspirations for Hyve's growth significantly exceed this base hurdle rate. However, as discussed with many of our shareholders, a key consideration was also retention during a near-term uncertain environment. For this reason, the Committee determined that a base hurdle of 10% was appropriate.
Pool allocation	**The CEO will be allocated 35% of the pool and the CFOO will be allocated 19%** The remaining portion will be distributed among a select group from the Executive Leadership Team, with a portion staying unallocated, to allow for awards to be made for new joiners.

Part I – Letters from the Group Chairman and the Chair of the Remuneration Committee continued

Element	Description
Vesting profile	The VCP has a five-year performance period, with early performance testing carried out at years 3 and 4 with the potential for some vesting at these points: • 50% of the award will be tested and may vest after three years • 50% of the award will be tested allowing for further vesting after four years • 100% of the award will be tested after five years and will vest (any portion that vests early in year 3 and/or year 4 will be deducted from the total vesting in year 5)
Holding period	**All tranches that vest to the Executive Directors will be subject to a two-year holding period** (i.e. awards will be released in years 5, 6 and 7). An important factor in the VCP design was that it should support the long-term stewardship of the business and therefore vested awards will be subject to a further two-year holding period. This means that awards will be released at the end of years 5, 6 and 7, which will ensure participants' focus on driving long-term sustainable share price performance.
Starting base price	This will be based on the three-month average share price to the end of our financial year (30 September 2021). However, reflecting shareholder feedback, this will be subject to a minimum starting share price of £1.30.
Cap	The number of shares released under the plan will be capped, and will not exceed 7% of the share capital at grant. A cap on the number of shares will apply for participant awards.
Governance features	The Committee has incorporated good governance features into the plan design including: • A discretionary over-ride to allow vesting outcomes to be adjusted where appropriate in the context of financial or non-financial performance. • Malus and clawback triggers.

Further details of the terms of the new Plan are set out in Appendix 2.

Timing of implementation of new Policy

Our Remuneration Policy was due for renewal at the January 2022 AGM under the normal triennial cycle. Given the strong alignment of the VCP to the delivery of Hyve's strategy for the next three to five years, the Committee was keen to accelerate this timetable in order to be able to grant awards at the start of the new financial year. This GM is therefore being held prior to Hyve entering any closed periods following year-end. Subject to shareholder approval, the intention is that awards would be granted shortly thereafter. Shareholders we consulted with were supportive of this accelerated timetable, and recognised that this approach would support the motivation of management from the beginning of the financial year.

Illustrations of the VCP operation and outcomes

The table below illustrates potential outcomes for the CEO and CFOO based on a range of share price growth scenarios.

Payouts are modelled using a starting market capitalisation of c.£345m, a starting share price of £1.30 and a total number of shares in issue of 265.13m. As set out above, the base measurement of Hyve's market capitalisation will be based on a starting share price no lower than £1.30. The following numbers are indicative only.

Growth p.a.	Indicative year five share price/ market cap	Indicative total VCP pool	Indicative CEO payout (35%)	Indicative CFOO share (19%)
10%	£2.09/£555m	£0.0m	£0.0m	£0.0m
12%	£2.29/£607m	£5.2m	£1.8m	£1.0m
16%	£2.73/£724m	£19.9m	£7.0m	£3.8m
20%	£3.23/£858m	£46.7m	£16.3m	£8.9m
24%	£3.81/£1,010m	£70.7m	£24.7m	£13.4m

N.B. 7% of share capital cap applies at c.23% growth. Therefore, at this level of growth the number of shares subject to a participant award is capped.

VCP vehicle

It is proposed that the VCP awards will be structured in the form of a new class of 'growth shares' issued by the Group holding company (which is a 100% subsidiary of the Company). Under this approach participants make an upfront investment in the VCP growth shares which, on vesting, will deliver the VCP value in Hyve Group plc shares. It is proposed that participants will be able to fund this upfront investment from the element of the bonus which is normally deferred into Hyve Group plc shares.

Other elements of the Policy

No other significant changes are proposed to the Remuneration Policy. The annual bonus opportunity will remain at 150% of salary for the CEO and 120% of salary for the CFOO, while base pay increases will typically not increase above the average workforce rate.

The policy also includes the introduction of a post-employment shareholding guideline.

Summary

As outlined above, and in the Chairman's letter, the Board and the Committee believe it is important to align the interests of Executive Directors and the senior leadership team with those of shareholders, and to retain and motivate our highly regarded Executive team through the next phase of the Company's recovery and growth. The Committee considers that the proposed VCP and new Policy are aligned to these objectives.

Following our shareholder consultation process we received indications of support from a majority of the Company's shareholders. I would like to sincerely thank all shareholders who engaged in the shareholder consultation process.

The Committee and the Board consider that the proposed VCP and new Policy are aligned to the Company's interests, and we hope you will support our resolutions at the forthcoming GM.

Yours faithfully

Sharon Baylay
Chair of the Remuneration Committee

8 October 2021

Part II – Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Hyve Group plc (the Company) will be held at the Hyve Group plc Offices, 2 Kingdom Street, London W2 6JG on 25 October 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 as specified below:

Ordinary Resolutions

1. That the Directors' Remuneration Policy as attached to this Notice, as set out be approved to take effect immediately after the end of the General Meeting.
2. (A) That the Hyve Group plc Value Creation Plan (the VCP), summarised in Appendix 2 to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chairman, be approved by shareholders and the Board be authorised to do all such things necessary or desirable to establish and implement the VCP; and

   (B) That the Board be authorised to adopt further plans based on the VCP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation of the VCP.

Jared Cranney
Company Secretary
Hyve Group plc

Registered Office
2 Kingdom Street
London
W2 6JG

8 October 2021

Registered in England and Wales under number 01927339

Explanatory notes to the proposed resolutions

Resolution 1 – Approval of the Directors' Remuneration Policy
The 2021 Directors' Remuneration Policy is set out in full and attached in Appendix 1 to this Notice. The Directors' Remuneration Policy will take effect immediately following the General Meeting (GM), subject to the shareholder vote. Payments will continue to be made to Directors and former directors in line with existing arrangements until this date.

The 2021 Directors' Remuneration Policy sets out the Company's proposal to introduce the new Hyve Group plc Value Creation Plan. Full details of this can be found in the notes to Resolution 2 to this Notice.

The only other material change to our existing Directors' Remuneration Policy is to introduce a post-employment shareholding requirement for Executive Directors to reflect the 2018 UK Corporate Governance Code.

Once the 2021 Directors' Remuneration Policy commences, all payments by the Company to the Directors and former directors must be made in accordance with the policy (unless a payment has been separately approved by a shareholder resolution).

If the 2021 Directors' Remuneration Policy is approved and remains unchanged, it will remain in place for three years without further shareholder approval. If the Company wishes to change the 2021 Directors' Remuneration Policy, it will need to put the revised policy to a shareholder vote again before it can implement a new policy. The Directors expect that the Company will next propose a resolution to approve a new Directors' Remuneration Policy at the annual general meeting to be held in approximately January 2024.

If the 2021 Directors' Remuneration Policy is not approved, the Company will, if and to the extent permitted by the Companies Act 2006 (the Act), continue to make payments to Directors in accordance with the existing arrangements and will seek shareholder approval for a revised policy as soon as is practicable.

Resolution 2 – Approval of the Hyve Group VCP
Approval of a new long-term incentive plan (Resolution 2)

The Board is seeking shareholders' approval for the Hyve Group plc Value Creation Plan 2021 (the VCP) in Resolution 2, which will be proposed as an Ordinary Resolution.

The Remuneration Committee has reviewed its approach to remuneration for the Chief Executive Officer, other Executive Directors and members of the Executive Leadership Team. The Remuneration Committee has concluded that it would be appropriate to introduce the VCP with the aim of incentivising and rewarding exceptional levels of performance over a five-year period.

The VCP will provide the potential for greater rewards for Executive Directors and other participants only if shareholders benefit from sustained market capitalisation growth over a five-year period.

In developing the VCP, the Remuneration Committee has consulted with and taken into account views expressed by the Company's shareholders. In a letter from the Chair of the Remuneration Committee, set out in Part 1 to this Notice, the background and rationale for the VCP is explained in more detail.

If Resolution 2 set out in this Notice is approved, the Remuneration Committee intends to operate the VCP in October 2021 in line with the start of the new financial year of the Company.

Notes to the Notice of General Meeting

1. Registered holders of fully paid shares or their duly appointed representatives are entitled to attend, speak and vote at the GM. 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 21 October 2021, or, if this GM is adjourned, on the Register of Members at 6.30 p.m. two days prior to the date of any adjourned GM. Changes to entries on the Register of Members after 6.30 p.m. on 21 October 2021, or, if this GM is adjourned, changes to entries on the Register of Members after 6.30 p.m. two days prior to the date of any adjourned GM, will be disregarded in determining the rights of any person to attend or vote at the GM. A registered shareholder entitled to vote at the GM 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 GM. A shareholder may appoint more than one proxy in relation to the GM 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 GM in person. The right to appoint a proxy does not apply to

Part II – Notice of General Meeting continued

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.

2. To be valid any proxy form must be submitted 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 at 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 shareview.co.uk. Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote.

IMPORTANT: In any case, your instructions or the Form of Proxy must be received by the Company's Registrars no later than 9.00 a.m. on 21 October 2021.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at 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 instructions given to a previously appointed proxy must, in order to be valid, be transmitted by the issuer's agent (ID: RA19) by 9.00 a.m. on 21 October 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).

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 8 October 2021, 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. Shareholders' right to ask questions
Any member attending the GM 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 GM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the GM 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 GM that the question be answered.

6. Electronic communications
A copy of this Notice and other information required by section 311A of the 2006 Act, can be found at 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.

7. 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 GM for 15 minutes prior to and during the GM until its conclusion:

a. a copy of the 2021 Directors' Remuneration Policy; and

b. a copy of the Hyve Group plc Value Creation Plan Rules.

Appendix 1: Directors' Remuneration Policy

Proposed new Remuneration Policy

The 2021 Directors' Remuneration Policy (the Policy) will be subject to shareholder approval at the 25 October 2021 General Meeting and, if approved, will take effect from that date. If approved, the new Remuneration Policy will apply to payments made after that date.

The letters from the Chairman and Chair of the Remuneration Committee on pages 3 to 6 set out the rationale and decision-making process for the proposal of a new Policy. The Policy fundamentally continues our existing policy principles, which are to ensure that the compensation offered is competitive, aligns Executive Directors' interests with those of the shareholders and attracts, retains, and motivates Executive Directors with the ability and experience to deliver the Group's strategy and grow the business. The link between pay and performance under the new policy is intended to be simple and easy to understand.

The key changes under the proposed Policy relate to the introduction of the Value Creation Plan (the VCP).

The VCP is simple in concept, as it allows management to share in a portion of the value created for shareholders above a specified hurdle growth rate. Following the grant of VCP awards, it is intended that no further awards will be made to the current Executive Directors under the Performance Share Plan structure during the life of this Policy.

The other key change is that the Policy has been amended to introduce a post-employment shareholding policy, to reflect the 2018 UK Corporate Governance Code.

Process for developing the Policy

The Policy was developed over the course of 2021. In line with the commitment made in last year's Directors' Remuneration Report, the Committee gave extensive consideration to the appropriate long term incentive framework to cover the next three-year period, placing a particular focus on alignment to the new strategy and Hyve's bold ambitions for growth and value creation for our shareholders. This included a detailed review of alternative designs seen in the market and consideration of how each of these would align to Hyve's business and strategic objectives. Input was received from the Chairman, management, and the independent advisers to the Committee, whilst ensuring that conflicts of interest were suitably mitigated. As highlighted on page 5, during the policy review, the Chair of the Remuneration Committee engaged in extensive consultation with our largest shareholders, and changes were made to the proposals at multiple points during the design process, as a direct response to shareholder feedback.

Directors' Remuneration Policy table

The following table summarises the key features of each element of the Policy, their purpose and link to strategy.

Full details of the application of the Policy for FY22 will be disclosed in the FY21 Annual Report.

This table also applies to any other individual who is required to be treated as an Executive Director under the applicable regulations.

Element	Purpose and Link to Strategy	Operation	Opportunity	Performance Metrics
Base Salary	Set at competitive levels in the markets in which the Group operates, to attract and retain executives capable of delivering the Group strategy.	Typically reviewed annually with changes normally effective from 1 October of each year. Salaries will be set by the Committee, considering: – scope of the role and the markets in which the Group operates; – performance and experience of the individual; – pay levels at organisations of a similar size and complexity; and – pay and conditions elsewhere in the Group.	There is no overall maximum opportunity or increase. Salaries may be increased each year (in percentage of salary terms) in line with increases granted to the wider workforce. Increases beyond those granted to the wider workforce (in percentage of salary terms) may be awarded in certain circumstances including but not limited to where there is a change in responsibility, experience, or a significant increase in the scale of the role and/or size, value, or complexity of the Group. The Committee retains the flexibility to set the salary of a new hire at a discount to the market level initially, and to implement a series of planned increases in subsequent years, to bring the salary to the desired positioning, subject to the individual's performance.	Not applicable, though individual performance will be considered when reviewing base salary levels.

Appendix 1: Directors' Remuneration Policy continued

Element	Purpose and Link to Strategy	Operation	Opportunity	Performance Metrics
Benefits	Designed to be competitive in the market in which the individual is employed and to support the wellbeing of employees.	Benefits include life insurance, private medical insurance, and income protection insurance. Where appropriate, other benefits may be offered including, but not limited to, allowances for car, accommodation, relocation, other expatriate benefits (including tax thereon) and participation in all-employee share schemes (in accordance with limits set by HMRC and/or the parameters of any other applicable legislation). Benefits vary by role and individual circumstance and eligibility is reviewed periodically.	There is no prescribed maximum. The value of benefits may vary from year to year depending on the cost to the Company from third-party providers.	Not applicable.
Retirement Benefits	To provide cost-effective retirement benefits as part of a competitive package, to aid attraction and retention of high calibre executives.	Participation in defined contribution plan or cash in lieu.	The current level of Group contribution is 10% of base salary, which is in line with the UK workforce rate. The maximum percentage may not exceed the workforce rate. The Committee has discretion to consider the relevant workforce rate, including consideration of the relevant global jurisdiction.	Not applicable.
Annual Performance Bonus	Designed to reinforce individual performance and incentivise year-on-year delivery of sustainable financial performance and strategic objectives.	Awards are based on performance measured over the financial year. Executives are normally required to defer one-third of any bonus paid into shares for three years, with the balance paid in cash. Deferred shares typically vest subject to continued employment. Under the VCP structure management will make a significant upfront investment in the growth shares. For FY22 only, participants will be able to fund this investment from the element of the FY21 bonus which is normally deferred into Hyve Group plc shares. Dividend equivalent payments may be made on deferred shares at the time of vesting and may assume the reinvestment of dividends. Payments made under the annual bonus are subject to recovery and withholding provisions. Further detail is provided in the notes below.	Maximum potential opportunity of up to 150% base salary. For the current Executive Directors maximum bonus opportunity levels are: 150% of salary (CEO) 120% of Salary (CFOO)	Bonus will be predominantly based on a range of financial targets (for example, revenue growth, cash conversion and profit). For a minority of the bonus, targets may relate to the Group's other operational and strategic priorities (which may include individual targets). The Committee sets the weightings of the respective metrics on an annual basis. Performance is measured over the financial year. For financial targets, and where practicable strategic targets, bonus starts to accrue once the threshold target is met rising on a graduated scale to 100% for out-performance. The payment for threshold performance may be adjusted to reflect the nature of the target set. The Committee has discretion to adjust formulaic outcomes, if it believes it better reflects overall Company or individual performance (either financial or non-financial) in the year. While this can be both upwards and downwards (including to zero), the bonus may not exceed the maximum levels detailed in the policy table.

Element	Purpose and Link to Strategy	Operation	Opportunity	Performance Metrics
Value Creation Plan	To attract, retain and incentivise Executive Directors. This is a new plan designed to align the interests of Executive Directors and shareholders, by incentivising the delivery of substantial and sustained shareholder return over the long term.	Grant of one-off awards to cover a five-year performance period. The award gives Executive Directors the opportunity to share in the total value created for shareholders above a two-tier hurdle measured at years 3, 4 and 5. The hurdle levels are: • 10% growth per annum: 10% VCP pool • 15% growth per annum: 20% VCP pool Executive Directors may choose to receive their share awards by acquiring subsidiary growth shares at the time that they are invited to join the VCP. Fifty percent of cumulative VCP value will vest in year 3 and year 4 (less anything paid in year 3), with 100% of cumulative VCP value vesting following year 5 (less anything paid in years 3 and 4). Any VCP value will be delivered in Company shares that will be subject to a two-year holding period. If the minimum growth hurdle of 10% p.a. has not been achieved in years 3 or 4, no value will be paid at that time, but value may be delivered in year 5 provided the hurdle has been met. No dividends or dividend equivalents will be paid prior to vesting, but adjustments may be made in the event of a special dividend or similar capital return.	The maximum number of Company shares that may be delivered under the VCP is subject to a limit of 7% of the issued share capital on the date of the Plan's adoption. For the Executive Directors, the following maximum VCP value limits apply: – CEO: 35% of the VCP pool; and – Other current Executive Directors: 19% of VCP pool. For the Executive Directors, the maximum number of shares which may vest under the VCP is as follows: – CEO: 6,495,638 shares – Other current Executive Directors: 3,526,203 shares. In the event of a new Executive Director hire, the level of VCP award will be considered at that time but will in no event exceed the maximum limit in respect of the CEO. It is not intended that any further long term incentive awards outside of the VCP will be made to existing Executive Directors under this Policy.	Minimum growth hurdle of 10% per annum. Upper growth hurdle of 15% per annum. The starting share price for the beginning of the VCP performance period will be the higher of the three-month average up to 30 September 2021 and £1.30. The share price used on each vesting date in years 3, 4 and 5 will normally be based on a three-month average to the end of the relevant financial year. The Remuneration Committee may reduce the level of value delivered under the VCP if it determines that the formulaic vesting level would not reflect the underlying financial or non-financial performance of the Company or the participant or such other factors as it may consider appropriate.
Performance Share Plan	To ensure that the Executive Directors' interests are aligned with those of shareholders through providing share-based awards linked to sustained improvements in long-term targeted performance metrics.	Subject to shareholder approval of the Value Creation Plan and awards subsequently being made under the VCP to existing Executive Directors, no further PSP awards will be made to existing Executive Directors over the life of the Policy. PSP awards granted under a previous remuneration policy will continue to operate under the terms of that policy and relevant plan rules.	As set out in our previous remuneration policy.	As set out in our previous remuneration policy.

Appendix 1: Directors' Remuneration Policy continued

Element	Purpose and Link to Strategy	Operation	Opportunity	Performance Metrics
Non-Executive Directors' fees	To reflect the time commitment in preparing for and attending meetings, the duties and responsibilities of the role, and the contribution expected from the Non-Executive Directors.	Annual fee for Non-Executive Chairman. Annual base fee for Non-Executive Directors. Additional fees are paid to the Senior Independent Director and Chair of the Audit, Remuneration, Risk and ESG Committees to reflect additional responsibilities. Additional fees may be payable for other additional responsibilities. Fees are reviewed annually, taking into account: • Time commitment • Responsibilities • Fees paid by comparable companies. All Non-Executive Directors are reimbursed for travel and expenses reasonably incurred in performing their duties such that they are no worse off on a post-tax basis.	There is no prescribed maximum. Non-Executive Director fee increases are applied in line with the outcome of periodic reviews and considering wider factors, for example, inflation.	Not applicable.

Notes to the policy table

Performance measure selection and approach to target setting
Performance targets are set at such a level as to be stretching and achievable, with regard to the particular strategic priorities and economic environment.

The following sets out the performance measures for annual bonus and Value Creation Plan awards in FY22 as well as the business performance and the behaviours that they drive:

Component	Performance Measure	Link to Strategy
Annual Bonus	A mixture of financial and strategic measures determined each year by the Committee.	Set in line with the Group's KPIs and key financial and strategic priorities for the Company. The use of financial metrics (which could include revenue, profitability and/or cash) ensures executives are focused on maintaining the ongoing financial health of the business. Strategic objectives may be included where appropriate to ensure delivery of key business milestones.
VCP	Market capitalisation growth.	Provides alignment with shareholders on the achievement of the Group's long term growth ambition. Management will only succeed in significantly increasing the share price if strong financial performance and key strategic milestones are delivered.

The Committee may vary or rebalance the weighting of the performance metrics for future incentive awards to ensure that they remain aligned with the Company's strategic objectives. The Committee may also adjust the targets for awards or the calculation of performance measures and vesting outcomes for events not foreseen at the time the targets were set (e.g., material M&A activity) to ensure they remain a fair reflection of performance over the relevant period. When making such judgements, the Committee may consider all such factors deemed relevant.

Clawback, malus and discretion

Clawback is the recovery of payments made under the annual bonus or vested deferred bonus, PSP and VCP awards. The Committee may decide to apply clawback for up to one year from the payment of bonus awards (or the completion of the next audit of Group accounts, if later), and up to two years from the vesting of PSP awards. For the VCP awards, clawback may apply up to the end of the holding period for each tranche of the award.

Clawback may apply to all or part of a participant's payment or award and may be invoked, among other means, by reducing outstanding awards or requiring the return of the net value of vested awards to the Group.

Malus is the adjustment of unpaid annual bonus, unvested deferred bonus awards, unvested PSP awards or unvested VCP Shares. The Committee may apply malus to reduce an award or determine that it will not vest or that it will only vest in part.

In respect of the VCP, malus and clawback may be invoked by the Committee in the event of the following circumstances:

- a material misstatement of results;
- error in assessing the VCP pool and/or the Performance Condition;
- material failure of risk management, fraud or material financial irregularity;
- serious reputational damage;
- serious misconduct or material error on the part of the Participant;
- material corporate failure; or
- any other circumstances which the Directors, in their discretion, consider to be similar in their nature or effect to those set out above.

In respect of all other incentive plans, malus and clawback may be invoked by the Committee in the event of a fraud or material misstatement of results being identified in relation to the year in which the bonus or incentive was earned.

In line with the 2018 UK Corporate Governance Code, the Committee retains the ability to adjust incentive outcomes to ensure that they remain reflective of underlying financial and non-financial performance of participants or the Group or where the formulaic outcome is not appropriate in the context of circumstances that were unexpected or unforeseen when the targets were set.

Subject to shareholder approval of the VCP, the Committee will have the ability to reduce the level of value delivered under the VCP in the event that business performance is not deemed to be aligned to the outcome of the VCP. The Committee may use its discretion to reduce the VCP vesting level if it considers that this does not reflect the underlying financial or non-financial performance of the Group or the participant over the performance period, if the vesting level is inappropriate in the context of circumstances that were unexpected or unforeseen at the grant date, or there exists any other reason why an adjustment is appropriate.

Detailed provisions

All share awards are subject to the terms of the relevant plan rules, and, where relevant, Articles of Association, under which the award has been granted. The Committee may adjust or amend awards only in accordance with the provisions of the relevant plan rules or Articles. This includes adjusting awards to reflect one-off corporate events, such as a change in the Company's capital structure (e.g., a rights issue or a demerger). In accordance with the plan rules, awards may be settled in cash rather than shares, where the Committee considers this appropriate (e.g., exchange control impact on overseas participants).

The Remuneration Committee reserves the right to make any remuneration payments and/or payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the Policy set out above, where the terms of the payment was agreed either: (i) before the 2019 AGM (the date the Company's previous shareholder-approved directors remuneration policy came into effect); (ii) during the term of, and was consistent with, any previous policy; or (iii) at a time when the relevant individual was not a director of the Company and, in the opinion of the Remuneration Committee, the payment was not in consideration for the individual becoming a director of the Company. For these purposes 'payments' includes the Remuneration Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are 'agreed' at the time the award is granted.

The Committee may make minor amendments to the Remuneration Policy to aid its operation or implementation without seeking shareholder approvals (e.g., for regulatory, exchange control, tax, or administrative purposes or to take account of a change in legislation).

Differences in Remuneration Policy operated for other employees

The approach to annual salary reviews is consistent across the Group. All employees are eligible to participate in an annual bonus scheme or a commission-based incentive package. Opportunities and specific performance conditions vary by organisational level within the Group, with business area specific and personal metrics incorporated where appropriate.

Members of senior management and other key employees are eligible for consideration of awards under either the VCP or the PSP to further support alignment with shareholder interests.

Executive Director shareholding guidelines

The importance of aligning the interests of Executive Directors and shareholders is hugely important and as such, Executive Directors are expected to build a significant shareholding in the Group over time. Executive Directors are normally required to retain shares of a value equal to at least 25% of any gain made after tax on the vesting of awards under the plans, until they have built up a minimum shareholding of a value equivalent to at least 200% of annual base salary.

On leaving employment, Executive Directors will be expected to maintain at least 100% of their minimum shareholding requirement, for 12 months from their termination date. If the leaver has not yet met their shareholding requirement on departure, they will be required to retain the shares they do own up to these limits. This requirement can be waived in certain exceptional personal circumstances (e.g., death, disability, ill health).

These post-employment shareholding guidelines will apply to any shares delivered through the vesting of share awards made after this Remuneration Policy comes into effect.

Remuneration Policy for new Executive Directors

When appointing a new Executive Director, including by way of internal promotion, the Company may make use of all the existing components of remuneration as follows:

Component	Approach
Base Salary	Determined in line with the stated policy and considering their previous salary. Initial salaries may be set below market and consideration given to phase any increases over two or three years subject to development in the role. Above market salaries may also be offered if the experience and calibre of the candidate is considered to justify such an approach being taken by the Committee.
Benefits and retirements benefits	In line with the stated policy. For some candidates, this may include relocation costs, if applicable.
Annual Bonus	In line with the stated policy, with the relevant maximum pro rata to reflect the proportion of the year served. Tailored bonus targets may apply in the year of appointment to a new Executive Director (e.g., if the appointment took place towards the end of a financial year).
Long-term share awards	Where individuals participate in the VCP, participation will be in line with the stated policy, subject to suitable performance criteria in line with the Rules and the principles of the VCP. In exceptional circumstances the Committee may elect to not grant an interest in the VCP to a new executive appointment, but instead grant an award under the PSP up to a maximum of 200% of salary (consistent with the limit under the previous policy). Individuals would not be expected to be granted awards under both the VCP and PSP during the life of this policy.

When determining appropriate levels of remuneration for a new Executive Director, the Committee will take into consideration all relevant factors (including quantum, nature of remuneration and the jurisdiction from which the candidate was recruited) to ensure that

Appendix 1: Directors' Remuneration Policy continued

arrangements are in the best interests of both the Group and its shareholders.

The Committee may consider it appropriate to grant an award under a structure not included in the policy, to 'buy out' remuneration arrangements forfeited on joining the Company. Existing plans (including the PSP) may be used in respect of 'buy out' awards on recruitment. The Committee may also exercise the discretion available under Listing Rule 9.4.2R where necessary.

Any such buy-out would be provided for considering the form (cash or shares), timing and performance conditions of the remuneration being forfeited, with vesting on a comparable basis to the likely vesting of the previous employer's award. Any 'buy out' award would be excluded from the maximum value of incentives referred to above. In cases of appointing a new Executive Director by way of internal promotion, the Group will honour any contractual commitments made prior to their promotion as Executive Director. Any incentive awards granted in respect of the prior role would be allowed to vest according to their original terms.

In cases of appointing a new Non-Executive Director, the approach will be consistent with the policy.

Relocation and Expatriate packages

There may be occasion when hiring a new Executive Director, that a relocation package is awarded, where the individual or the individual's immediate family relocate either on a temporary or permanent basis to fulfil their role in the best interests of the Group and its shareholders. In such instances, the Committee retains the right to compensate for reasonable and appropriate relocation expenses.

Service contracts and letters of appointment

In line with the Provision 18 of the 2018 UK Corporate Governance Code, all Directors are subject to re-election annually at the Company's AGM. The Chairman has a notice period of up to six months and the Non-Executive Directors have a one-month notice period. Each Non-Executive Director is engaged based on a letter of appointment, which are available to view at the Group's registered office and at the AGM.

Executive Director service contracts have no fixed term and have a notice period of up to 12 months. The current CEO has a notice period of 12 months, and the current CFOO has a notice period of six months (in respect of notice from either the Executive Director or the Group). The Executive Director service contracts are available to view at the Group's registered office and at the AGM.

Exit payment policy

The Committee's policy is to seek to limit severance payments on termination to pre-established contractual arrangements and the rules of the relevant incentive plans. In doing so, the Committee's objective is to avoid rewarding poor performance. Furthermore, the Committee will take account of the Executive Director's duty to mitigate their loss.

Termination payments are limited to base salary, benefits and pension during the notice period and the Company may elect to put Executive Directors on gardening leave during their notice period and/or make a payment in lieu of notice and contractual benefits. If an Executive Director's contract is terminated, they may be eligible for a pro-rata bonus over the period to the date of cessation of employment, subject to performance.

An Executive Director's service contract may be terminated with immediate effect for certain events such as gross misconduct. No payment or compensation beyond sums accrued up to the date of termination will be made if such an event occurs.

In addition to the contractual provisions regarding payment on termination set out above, the Group's incentive plans, and share schemes contain provisions for termination of employment, which are summarised in the table below.

Component	Bad Leaver	Good Leaver	Change of Control
Annual Bonus	No annual bonus payable.	Eligible for an award to the extent that performance conditions have been satisfied and pro rata for the proportion of the financial year served (or such lower period as the Committee determines), with Committee discretion to treat otherwise. Participants may be required to defer a portion of any bonus into shares in line with the normal policy.	Eligible for an award to the extent that performance conditions have been satisfied up to the change of control and pro rata for the proportion of the financial year served, with Committee discretion to treat otherwise.
Deferred Bonus Plan	Outstanding awards are forfeited.	Outstanding awards will normally vest on the original vesting date or such other earlier date as the Committee may determine.	Outstanding awards will normally vest in full.
PSP	Outstanding awards are forfeited.	Outstanding awards will normally continue and be tested for performance over the full period, and reduced pro rata for time based on the proportion of the period served, with Committee discretion to treat otherwise in respect of time pro-rating. Awards may vest early in certain circumstances (e.g., death, or at the Committee's discretion). Any applicable holding period would normally continue to apply.	Outstanding awards will normally vest and be tested for performance over the period to change of control, and reduced pro rata for time based on the proportion of the period served, with Committee discretion to treat otherwise.
VCP	Compulsory purchase of VCP shares by the Company. Where awards lapse the participant will be required to sell their growth shares at cost.	Good leaver status may normally only be awarded to participants from the second anniversary of grant. If a participant leaves within the first two years for any reason, all awards would normally lapse (except in exceptional compassionate circumstances). The participant's VCP Shares will continue to vest in the ordinary course, subject to the satisfaction of the Performance Condition and a reduction to reflect the period elapsed at the date of leaving as a proportion of the vesting period, unless the Remuneration Committee determines that they should vest on cessation, subject to the Performance Condition (in which case they will be subject to time pro-rating unless the Committee determines otherwise). Any applicable holding period would normally continue to apply.	Awards will vest early. The extent to which any unvested awards will vest will be determined at the discretion of the Committee, considering the relevant VCP value and any adjustments they consider appropriate. Alternatively, awards may be exchanged for equivalent awards of shares in the acquiring company.

An individual would normally be considered a good leaver if they leave for reasons of death, ill-health, disability, redundancy, a cessation of part of the business in which the individual is employed or engaged, circumstances that are considered by the Committee to be retirement or any other reason the Committee determines.

The Committee reserves the right to make any other payments in connection with an Executive Director's cessation of office or employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement of any claim arising in connection with the cessation of a Director's office or employment. Any such payments may include but are not limited to paying any fees for outplacement assistance and/or the Director's legal and/or professional advice fees in connection with their cessation of office or employment.

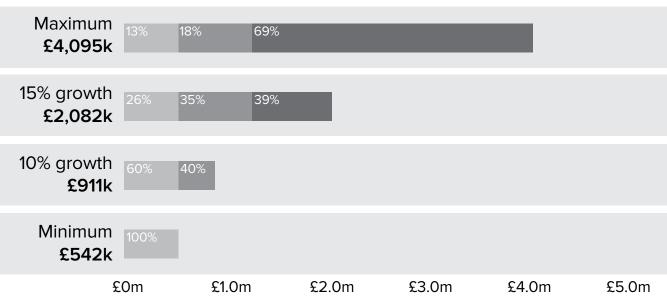
External appointments

The Board supports Executive Directors holding non-executive directorships of other Companies and believes that any such appointments are part of the continuing development of the Executive Directors from which the Group will ultimately benefit. Executive Directors may accept external appointments with the prior approval of the Board and fees from any such appointments may be retained by Executive Directors.

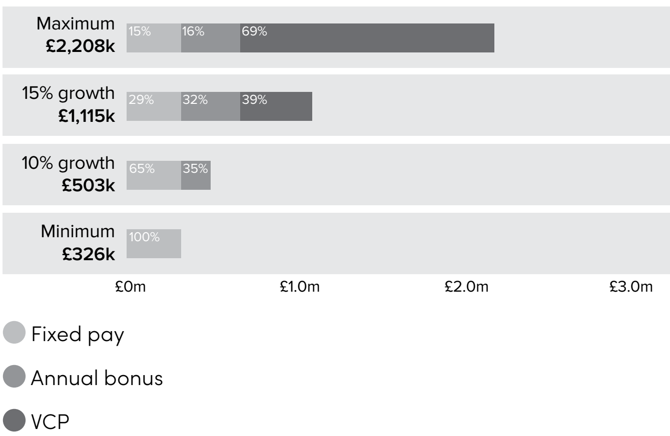
Illustration of the application of the Remuneration Policy

The charts below show how the remuneration of the Executive Directors varies in four different performance scenarios.

CEO



CFOO



Assumptions underlying each element of pay are provided in the tables below:

Component-Fixed	Basis
Base Pay	Current salary (as disclosed in the 2020 Directors' Remuneration Report)
Pension	Contribution rate applied to current salary
Other benefits	Estimated at a value of £1,000, in line with 2020 single figure

Component-Variable	Minimum	Scenario – 10% growth	Scenario – 15% growth	Maximum
Annual Bonus	No bonus payable	Target bonus 50% of Maximum	Maximum	Maximum
Long Term Share Awards	No VCP vesting	10% share price growth per annum. No VCP vesting.	15% share price growth per annum	c.23% share price growth per annum. This broadly equates to the return which results in the number of shares delivered by the VCP being capped.
		As the VCP is a block award covering the three-year term of the policy rather than an annual award, potential pay-outs have been annualised over a three-year period.		

In line with the disclosure regulations, the VCP shares vesting as a result of the VCP pool calculation have been valued using the share price at grant of £1.30, i.e. excluding the impact of share price growth on those shares. If the share price growth were 50% over the five-year period, the VCP value would be £0 and the annualised total remuneration package would be £1,280,000 for the CEO and £679,500 for the CFOO. For additional reference, modelling of indicative pay-outs is set out in the Remuneration Committee Chair's letter on page 6.

Consideration of employment conditions elsewhere in the Group and employee views

When reviewing and setting remuneration levels for Executive Directors, the Committee considers the pay and employment conditions of all employees of the Group. The Group-wide pay review budget is one of the key factors when reviewing the salaries of Executive Directors. Although the Group has not carried out a formal consultation regarding the Policy, it does comply with local regulations and practices regarding employee consultation more broadly. The Chief Talent Officer periodically feeds back employees' views on the Group's remuneration structure.

Consideration of shareholder views

It is the Committee's policy to consult with major shareholders prior to any changes to its Executive Director remuneration structure. During the summer and autumn of 2021, the Committee consulted extensively with major shareholders and engaged with the proxy bodies on the design of the VCP, this being the key change proposed for the new Remuneration Policy to operate from the 2021 General Meeting. This process was constructive and provided valuable input, and as a result, several changes were made to the Value Creation Plan design.

Appendix 2: Summary of the Principal Terms of the proposed Hyve Group plc Value Creation Plan

Set out below is a summary of the principal terms of the proposed Hyve Group plc Value Creation Plan (the Plan).

Introduction

The Plan has been designed to incentivise the executive management team to deliver exceptional growth for shareholders measured over a five-year period (the Performance Period).

The VCP is designed to enable participants to share in a proportion of the incremental increase in the market capitalisation of Hyve Group plc and its subsidiaries (the Group), in excess of an opening market capitalisation of Hyve Group plc (as determined by the Hyve Group Remuneration Committee) plus an annually compounded lower hurdle rate of 10% (the Base Hurdle) and an upper hurdle rate of 15% (the Upper Hurdle) (the Performance Condition). The opening valuation for the first operation of the Plan will be the higher of the actual market capitalisation of Hyve Group plc based on a three-month averaging period to 30 September 2021 or the market capitalisation of Hyve Group plc based on a share price of £1.30.

Under the Plan, participants will acquire a fixed number of a separate class of shares (the VCP Shares) issued by the Group holding company (which is a 100% subsidiary of the Company) (the Group Holdco). The terms of the VCP Shares, as set out in the Articles of Association of the Group Holdco (the Articles), entitle participants to a maximum aggregate of 10% of any increase in the market capitalisation over the opening market capitalisation plus the Base Hurdle and an additional 10% of any increase in the market capitalisation above the Upper Hurdle (the VCP Pool).

The VCP Shares will vest on the third, fourth and fifth anniversary of their acquisition, provided the Performance Condition has been satisfied at that time (i.e. the Group market capitalisation has exceeded the Base Hurdle and Upper Hurdle, as applicable, at the time of vesting) and subject to the participant's continued employment. The extent to which the VCP Shares vest on the third, fourth and fifth anniversary is explained further below. On vesting, the VCP Shares will be acquired by the Company and participants will be issued with ordinary shares in the Company equal in value to the value accrued in respect of the vested VCP Shares. The Company shares issued on vesting will be subject to a two-year post-vesting holding period.

The Hyve Group plc Remuneration Committee will be responsible for administering the VCP.

Eligibility

Under the Plan, any employee or Executive Director of the Group is eligible to participate in the Plan.

However, it is intended that only Executive Directors and members of the Executive Leadership Team will be invited to participate in the Plan.

Operation of the Plan

It is intended that VCP Shares will be acquired for the first time shortly after the General Meeting. At other times, VCP Shares may only be acquired within the period of 42 days following:

- the end of any closed period under the Market Abuse Regulation (EU) 596/2014, as implemented in the UK by the Market Abuse (Amendment) (EU Exit) Regulation 2019 (or any successor laws);
- the date of the Company's annual general meeting or any other general meeting;
- any day on which the Remuneration Committee determines that exceptional circumstances exist which justify the acquisition of VCP Shares;
- any day on which changes to the legislation or regulations affecting share plans are announced, effected or made; or
- the lifting of any dealing restrictions which prevented the operation of the Plan during any period specified above.

Acquisition of VCP Shares

The acquisition of VCP Shares under the Plan will be subject to the rules of the Plan and the terms of the Articles. The VCP Shares may generally not be transferred or sold prior to vesting.

The VCP Shares will carry no voting rights or rights to interim and annual dividends and their value will always be subject to the satisfaction of the Performance Condition.

Individual level of award

The level of award granted to each individual will be determined by the Remuneration Committee.

The maximum number of Company shares that may be delivered under the Plan is subject to a limit of 7% of the issued share capital on the date of the Plan's adoption. This limit may be adjusted in the event of a variation of the Company's share capital.

The individual limit under the Plan is 35% of the VCP Pool (with a corresponding number of shares cap of 6,495,638 shares).

Vesting of VCP Shares

The VCP Shares will vest, subject to satisfaction of the Performance Condition, on the third, fourth and fifth anniversary of the acquisition of the VCP Shares or such other date determined as follows:

On the third anniversary (the First Vesting Date), VCP Shares representing 50% of the VCP Pool may vest provided the Performance Condition has been satisfied at that time. On the fourth anniversary (the Second Vesting Date) VCP Shares representing 50% of the VCP Pool (calculated at that date and deducting any amount in respect of VCP shares vesting on the First Vesting Date) may vest subject to the satisfaction of the Performance Condition. On the fifth anniversary (the Third Vesting Date), VCP Shares representing 100% of the VCP Pool (calculated at that date and deducting any amount in respect of VCP shares vesting on the First and Second Vesting Dates) may vest subject to the satisfaction of the Performance Condition.

In each case, the Remuneration Committee will determine whether the Performance Condition has been satisfied and the value accruing to the VCP Shares at that time based on the extent to which the Base Hurdle and Upper Hurdle have been exceeded.

Performance underpin

In line with the rules of the Plan and the Articles, the Remuneration Committee may, in its discretion, adjust the level of vesting of the VCP Shares through the exercise of a call option pursuant to which the participant must transfer to the Company some or all of the VCP Shares at cost.

The Committee may exercise its discretion to adjust the vesting levels if it considers that:

- the level of vesting does not reflect the underlying financial or non-financial performance of the Group or the participant over the Performance Period;

- the level of vesting is inappropriate in the context of circumstances that were unexpected or unforeseen when the Plan was first operated; or
- there exists any other reason why an adjustment is appropriate.

Leaving employment
VCP Shares will generally be required to be sold back to the Company at cost if the participant ceases to be an employee of the Group prior to vesting. However, if a participant ceases to be employed more than two years after the acquisition of the VCP Shares by reason of death, ill-health, injury, disability, the participant's employing company ceasing to be a Group member or the transfer of an undertaking or part of an undertaking to a person who is not a Group member, or any other reason at the Remuneration Committee's discretion, then the participant's VCP Shares will not be forfeited. Instead, the participant's VCP Shares will continue to vest in the ordinary course, subject to the satisfaction of the Performance Condition and a reduction to reflect the period elapsed at the date of leaving as a proportion of the vesting period, unless the Remuneration Committee determines that they should vest on cessation, subject to the Performance Condition (in which case they will be subject to time pro-rating unless the Committee determines otherwise). The Committee may also allow early vesting prior to the two-year minimum period in exceptional compassionate circumstances.

Post-vesting holding period
Any Company shares received on the vesting of the VCP Shares will be subject to a two-year post-vesting holding period during which the participant cannot sell or otherwise dispose of the shares (save, where permitted by the Company, to satisfy any tax arising on vesting).

The shares will remain subject to the holding period in the event the participant leaves employment except if they are dismissed for cause or gross misconduct in which case the shares are forfeited. Malus and clawback provisions (see below) apply during the holding period.

Change of control
In the event of a change of control of the Company, awards will vest early. The extent to which awards will vest will be determined by the Committee, taking into account the relevant VCP value and any adjustment that they consider to be appropriate. Alternatively, the Company and the acquiring company may determine that the VCP Shares will be exchanged for equivalent shares or securities in respect of the acquiring company or another company in its group.

Any adjustment on change of control would be effected through the exercise of a call option pursuant to which the participant must transfer to the Company some or all of the VCP Shares at cost.

Plan limits
No Company shares may be issued under the Plan if it would cause the number of shares that may be issued or issuable under the Plan and in respect of any options and awards granted in the preceding 10 years under any share scheme established by Hyve Group, to exceed 10 per cent. of the issued ordinary share capital of the Company.

VCP Shares, options and (for so long as required by Investment Association guidelines) awards satisfied by the transfer of treasury shares will count towards the limit above whereas Company shares purchased in the market will not.

Cap on shares delivered under the Plan
The total number of Company shares that may be delivered to participants on the vesting of VCP Shares is subject to an overall limit of 7 per cent. of the Company's issued share capital calculated as at the date of the adoption of the Plan.

In the event that the number of Company shares to be delivered under the Plan exceeds 7 per cent, the relevant number of Company shares will be scaled down on a pro rata basis across the participants (and participants will not receive any further value under the Plan).

The 7 per cent. limit may be adjusted to take account of changes in the Company's share capital or special distributions as the Remuneration Committee determines.

Malus and clawback
The VCP Shares and any Company shares subject to the holding period may be subject to malus and clawback provisions at any time until the end of the applicable holding period. Malus and clawback may be applied by the Remuneration Committee where it determines that one or more of the following events or matters has occurred:

- a material misstatement of results;
- error in assessing the VCP Pool and/or the Performance Condition;
- material failure of risk management, fraud or material financial irregularity;
- serious reputational damage;
- serious misconduct or material error on the part of the Participant;
- material corporate failure; or
- any other circumstances which the Directors, in their discretion, consider to be similar in their nature or effect to those set out above.

Adjustments to VCP Shares
In the event of any rights issue or capitalisation, subdivision, consolidation, other variation of share capital of the Company or other exceptional event, the Remuneration Committee may make such adjustments to the number, class, rights or terms of the VCP Shares (including the opening market capitalisation and the Base Hurdle and Upper Hurdle) as it considers appropriate in its discretion to ensure that the original pool value is maintained and that the relevant transaction does not cause any unintended change to the participant's rights and/or the value of the VCP Shares.

Amendments to Plan
The Plan may be amended by the Directors in any way provided always that the provisions relating to:

- the participants (any persons to whom, or for whom, securities, cash or other benefits are provided under the Plan);
- limitations on the number or amount of the securities, cash or other benefits subject to the Plan;
- the maximum entitlement for any one participant;
- the basis for determining a participant's entitlement to, and the terms of, securities, cash or other benefit to be provided and for the adjustment thereof (if any) if there is a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital;

cannot be altered to the advantage of participants without the prior approval of shareholders at a general meeting (except for minor amendments to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or members of its Group).

General
Company shares issued under the Plan will rank equally alongside other Company shares in issue from time to time.

Any benefit received by the participants under the Plan will not be pensionable.

Hyve Group plc
2 Kingdom Street
London
W2 6JG

hyve.group