

# GBG

## GB Group plc

Incorporated and registered in England under number 2415211

# Notice of 2021 Annual General Meeting

To be held at and broadcast via live audiocast from GB Group Plc,  
The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB  
on Thursday 29 July 2021 at 10.00 a.m.

---

**This document is important and requires your immediate attention.**

If you are in doubt of its contents or the action you should take, you should consult your stockbroker, solicitor, accountant or other professional advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in GB Group Plc (the 'Company' or 'GBG'), please pass this document together with the accompanying documents to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass the documents on to the person who now holds the shares.

As a result of the ongoing Covid-19 pandemic, the Company's Board of Directors (the 'Board') strongly recommends that shareholders do not attend the Annual General Meeting ('AGM') in person, but instead make use of the electronic facilities available to participate in the meeting remotely. To the extent that you wish to attend in person and are able to do so safely, in accordance with Government guidance and restrictions, the Board kindly requests that you pre-register your intentions to attend by emailing [governance@gbgplc.com](mailto:governance@gbgplc.com) no later than 5:00 p.m. on Friday 23 July 2021. We will have to limit numbers in order to maintain social distancing and if you do attend in person you will be required to wear a mask. The Company is closely monitoring developments relating to Covid-19, if it becomes necessary to alter the arrangements of the AGM shareholders will be notified. Please do not attend the AGM in person if you have symptoms that may be caused by Covid-19, or if you are waiting for a test, if you have received a positive Covid-19 test result, or live with someone with Covid-19 symptoms, or with someone who has tested positive for Covid-19.

---

GB Group plc, The Foundation, Herons Way, Chester Business Park, Chester, Cheshire CH4 9GB

T +44 (0)1244 657333 | F +44 (0)1244 680808 |  @GBGplc | E [enquiries@gbgplc.com](mailto:enquiries@gbgplc.com) | [www.gbgplc.com](http://www.gbgplc.com)

Registered office as above. Registered in England and Wales number 2415211. VAT number 539 7162 18.



# GBG

7 July 2021

Dear Shareholder

I am pleased to invite you to the 2021 Annual General Meeting ('AGM') of GBG which will be held and broadcast at 10.00 a.m. on Thursday 29 July 2021 from our registered office at The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB.

I am also pleased to advise you that GBG's Annual Report & Accounts 2021 ('the Annual Report') has now been published and is available on our website.

#### **Covid-19 and the AGM**

As a result of the Covid-19 pandemic it has been necessary to make some changes to the way we conduct the AGM. Shareholders are still entitled to attend and vote at the AGM physically but are reminded however that, in view of the ongoing Covid-19 pandemic and the UK Government's current guidance, which at the time of publication of this document includes restrictions on public gatherings, the Board strongly recommends that shareholders do not attend the AGM in person but instead make use of the electronic facilities available to participate remotely. On the day it is intended that, from the Company, only the Chairman and Company Secretary will be present, no other directors will be attending in person. Refreshments will not be provided and the usual product demonstrations will not take place. This is to protect the health and well-being of our shareholders, Directors, team members and other key stakeholders. The Company is closely monitoring developments relating to Covid-19, including potential further measures from the UK Government. As a result, it might be necessary to alter the arrangements of the AGM, in which case shareholders will be notified promptly via a Regulatory News Service (RNS) announcement and on the Company's website.

Shareholders and their duly appointed representatives and/or proxies are invited to participate remotely via live audiocast which you can access by logging on to [web.lumiagm.com](http://web.lumiagm.com). You will be able to submit your questions in advance by email to [governance@gbgplc.com](mailto:governance@gbgplc.com) and vote in a number of ways, both in advance of and during the AGM.

A user guide can be found on page 10 in respect of the electronic elements of the AGM, including instructions on how to join the meeting and submit your votes on the day along with the relevant contact details if you encounter any issues.

The Company strongly encourages shareholders to submit any questions they would like to have answered at the AGM by emailing them to [governance@gbgplc.com](mailto:governance@gbgplc.com) in advance, so as to be received no later than 10:00 a.m. on Tuesday 27 July 2021.

You can also submit questions immediately before and during the meeting via [web.lumiagm.com](http://web.lumiagm.com). Where it is not possible to answer any of the questions submitted prior to and during the AGM (for example, due to time constraints), the Directors will endeavour, where appropriate, to answer such questions by publishing responses on the Company's website at <https://www.gbgplc.com/investors/annual-general-meeting> as soon as practicable following the AGM. In addition, a transcript of any question and answers undertaken during the AGM itself will be available on the Company's website.

**Your vote is important to us.** In light of the above, we strongly encourage you to vote on all resolutions electronically in advance of the meeting, appointing the Chairman as your proxy, whether or not you are ultimately able to attend in person.

The ways to vote, in advance of or at the AGM, are as follows:

1. Register your vote electronically by logging into Equiniti's website [sharevote.co.uk](http://sharevote.co.uk). If you have already registered with the Registrar's online portfolio service; Shareview, you can submit your proxy by logging on to your portfolio at [shareview.co.uk](http://shareview.co.uk) and following the instructions. Please note that votes submitted electronically in this manner should be submitted by no later than 10:00 a.m. on Tuesday 27 July 2021.
2. Join the AGM online and vote electronically. A user guide can be found on page 10. Voting on all resolutions on the day will be by way of a poll and [web.lumiagm.com](http://web.lumiagm.com) will open for this purpose from 10:00 a.m. on Thursday 29 July 2021. Votes can be cast via [web.lumiagm.com](http://web.lumiagm.com) once the Chairman has declared the poll open.
3. You can appoint a proxy online by visiting the Company's registrar, Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) or via the 'Crest' electronic proxy service. Alternatively, you can appoint a proxy by post, by completing the "proxy form" enclosed with this AGM notice and returning it in the pre-paid envelope provided. We must receive your proxy form by 10:00 a.m. on Tuesday 27 July 2021. Further details relating to voting by proxy are set out in notes 1 to 4 on page 8 of this document.

Shareholders who wish to appoint a proxy are recommended to appoint the Chair of the meeting as their proxy. As a result of the changing Government restrictions, if a shareholder appoints someone else as their proxy, that proxy may not be able to attend the meeting in order to cast the shareholder's vote. Please note that the deadline for the receipt by our Registrars of all proxy appointments is 10.00 a.m. on Tuesday 27 July 2021.

4. Attend the AGM in person. Although this is not recommended by the Board, if your intention is to attend, the Board kindly requests that you pre-register your intention to attend by emailing [governance@gbgplc.com](mailto:governance@gbgplc.com) no later than 5:00 p.m. on Friday 23 July 2021. We will have to limit numbers in order to maintain social distancing, if you do attend the AGM in person you will be required to wear a mask and practice social distancing. Please do not attend the AGM in person if you have symptoms that may be caused by Covid-19, or if you are waiting for a test, if you have received a positive Covid-19 test result, or live with someone with Covid-19 symptoms, or with someone who has tested positive for Covid-19.

**We will continue to monitor the evolving impact of the Covid-19 pandemic including the latest Government guidance and how this may affect the arrangements for the AGM. Consequently, the AGM is subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, this will be announced through the RNS on the London Stock Exchange website and further information will be made available on our website at <https://www.gbgplc.com/investors/annual-general-meeting>. The health and well-being of our shareholders, Directors, team members and other key stakeholders is our priority and the steps set out above are necessary and appropriate given the current situation.**

The results of the voting will be announced through a Regulatory News Service on the London Stock Exchange website and will be published on our website <https://www.gbgplc.com/investors/annual-general-meeting> as soon as practicable after the AGM.

#### **Board Changes**

There have been a number of changes to the Board during the year. Charmaine Carmichael stepped down from her role as Non-Executive Director in August 2020 as she took up a new full-time executive role, which required her to relinquish her external non-executive board commitments. David Ward succeeded Dave Wilson in June 2021 as Chief Financial Officer and as such, he will be put forward for election by shareholders at the AGM.

The formal notice of AGM is set out on pages 5, 6 and 7 of this document and contains the proposed resolutions. Further details about these matters are set out below. Should you need any further clarification on the resolutions proposed please contact [governance@gbgplc.com](mailto:governance@gbgplc.com).

#### **EXPLANATORY NOTES**

An explanation is provided below of certain resolutions which are to be proposed at this year's AGM.

#### **RESOLUTION 2: DECLARATION OF FINAL DIVIDEND AND DIVIDEND REINVESTMENT PLAN**

Subject to the final dividend, set out in Resolution 2 of the Notice, being approved by the Company's shareholders, the final dividend will be paid on 3 August 2021 to ordinary shareholders whose names appear on the register of members at the close of business on 25 June 2021. As in previous years, the Company will make a Dividend Reinvestment Plan ('DRIP') available. Under the DRIP, shareholders can elect to receive shares at market value on the dividend payment date as opposed to receiving their cash dividend. The DRIP is administered by the Company's Registrar. Shareholders wishing to participate in the DRIP (who have not already elected to do so) should contact the Company's registrar, Equiniti Limited ('Registrar') on 0371 384 2367 (+44 (0)121 415 7047) by 6:30 p.m. on Tuesday 27 July 2021.

#### **RESOLUTIONS 3, 4 AND 5: APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**

Since the last AGM, the Board has appointed David Mathew Ward as a Director of the Company. In accordance with the Articles of Association, any Director that has been appointed since the last AGM shall only hold office until the next AGM and shall then be eligible for election by the shareholders of the Company. David Mathew Ward is therefore seeking appointment as a Director.

Any Non-Executive Director who has served on the Board for at least nine years or more will be subject to annual re-election. In 2021 this applies to David Anthony Rasche and he will be seeking re-election at this year's AGM.

In accordance with the Articles of Association a Director is required to stand for re-election at least once every three years, Elizabeth Margaret Catchpole having been elected in 2018 will stand for re-election at this AGM. All, being eligible are seeking re-election by the shareholders.

Information in relation to the Directors is shown on pages 58 to 61 of the Annual Report.

#### **RESOLUTION 7: RE -APPOINTMENT OF AUDITOR**

The Audit and Risk Committee (the "Committee") has recommended the re-appointment of Ernst & Young LLP as the Company's external auditor. An ordinary resolution will be put to shareholders to approve their re-appointment.

Ernst & Young LLP ('EY') has audited the Group's accounts since 1993 and were reappointed in 2019 following a rigorous tender process. Although the Board and the Committee have been satisfied with EY's quality of service, independence and objectivity, the Committee is closely monitoring the reforms being proposed in the recent Business, Energy & Industrial Strategy ("BEIS") White Paper on Audit Reform with particular focus on the potential impact and timing that these reforms will have on the appointment of a new external auditor. GBG intends to put the audit out to tender in 2022 with a replacement auditor being appointed to take over the audit from EY for the year beginning 1 April 2023.

#### **RESOLUTION 9: RENEWAL OF AUTHORITY TO ALLOT SHARES**

An ordinary resolution will be put to shareholders pursuant to Section 551 of the Companies Act 2006 (the 'Act'), to authorise the Directors to allot relevant securities in the Company and to grant rights to subscribe for or to convert any security into shares in the Company.

Paragraph (a)(i) of Resolution 9, if passed, would give the Directors the authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,634,777 which represents approximately one third (33.3 per cent) of the existing issued share capital of the Company as at 18 June 2021, the latest practicable date prior to publication of this Notice, which is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016 (the "Guidelines").

Paragraph (a)(ii) of Resolution 9, if passed, would give the Directors authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company in connection with a rights issue, to existing shareholders in proportion (as nearly as may be practicable) to their existing shareholdings, up to an aggregate nominal amount of £3,269,555 representing approximately two thirds (66.6 per cent) of the Company's existing issued share capital and calculated as at 18 June 2021 (the latest practicable date prior to publication of this Notice) as reduced by the nominal amount of any shares issued under paragraph (a)(i) of Resolution 9. This is also in line with the Guidelines.

Except for the allotment of relevant securities pursuant to the exercise of share options, the Directors have no present intention of issuing any shares. However, it is considered prudent to maintain the flexibility that this authority provides. This authority shall expire at the end of the next annual general meeting or, if earlier, 15 months from the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

#### **RESOLUTIONS 10 AND 11: DISAPPLICATION OF PRE-EMPTION RIGHTS**

In light of the Company's acquisition strategy, this special resolution is sought in order to give the Directors the authority to allot equity securities without first offering them to existing shareholders. The special resolution would be limited to:

- (i) An aggregate nominal amount of £245,462 which represents five per cent of the issued ordinary share capital of the Company as at 18 June 2021 (the latest practicable date prior to publication of this Notice) and could be used for any purpose and;
- (ii) An additional aggregate nominal amount of £245,462 which represents a further five per cent of the issued ordinary share capital of the Company as at 18 June 2021 (the latest practicable date prior to publication of this Notice) and could only be used for an acquisition or specified capital investment.

This authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, 15 months from the passing of this resolution) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

The Board will have due regard to the Guidelines and the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in relation to any exercise of this power. The figure of five per cent of the issued ordinary share capital of the Company detailed in Resolutions 10 and 11 reflects the Guidelines.

#### **RESOLUTION 12: PURCHASE OF THE COMPANY'S OWN SHARES**

Pursuant to Section 701 of the Act, this special resolution seeks authority from shareholders for the Company to make market purchases (within the meaning of Section 693(4) of the Act) of its own ordinary shares of 2.5 pence provided that:

- (i) The maximum number of ordinary shares to be purchased is 19,636,964 ordinary shares, an aggregate nominal amount of £490,924 which is equivalent to 10 per cent of the Company's issued ordinary share capital at 18 June 2021;
- (ii) The minimum price which may be paid for each ordinary shares is 2.5 pence; and
- (iii) The maximum price which may be paid for each ordinary share shall be the higher of (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) the higher of the price quoted for (a) the last independent trade of; and (b) the highest current independent bid for; any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority will expire at the end of next year's annual general meeting or 15 months from the passing of this resolution, whichever is the sooner.

The Directors have no immediate intention of exercising the proposed authority when it becomes effective, but believe that the ability of the Company to buy its own shares if, in the Directors' opinion market prices do not reflect the Company's worth, will be in the best interests of the Company and its shareholders. The Directors intend to exercise this power only if they believe the effect of such purchases will increase earnings per share. Appropriate gearing levels and the overall financial position of the Company will be taken into account before deciding on this course of action. Any shares purchased pursuant to this power will be cancelled and the number of shares in issue will be reduced accordingly.

#### **VOTING RECOMMENDATIONS**

The Directors consider that the resolutions being proposed at the AGM are in the best interests of both the Company and the shareholders as a whole and unanimously recommend that you vote in favour of them as the Directors intend to do in respect of their own beneficial holding (save in respect of those resolutions in which they are interested).



**David Rasche**  
Chairman  
GB Group Plc

# Notice of Annual General Meeting

Notice is hereby given that the AGM of the Company will be held and broadcast at 10.00 a.m. on Thursday 29 July 2021 from our registered office at The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 13 will be proposed as special resolutions.

#### **Ordinary Resolutions**

**Resolution 1** - To receive the Company's annual accounts for the year ended 31 March 2021 together with the directors' report and auditor's report on those accounts.

**Resolution 2** - To declare a final dividend in the sum of 3.40 pence per ordinary share for the year ended 31 March 2021.

**Resolution 3** - To re-appoint David Anthony Rasche as a Director of the Company.

**Resolution 4** - To re-appoint Elizabeth Margaret Catchpole as a Director of the Company.

**Resolution 5** - To appoint David Mathew Ward as a Director of the Company.

**Resolution 6** - To receive and approve the Report on Directors' Remuneration as set out in the Company's annual report and accounts for the year ended 31 March 2021.

**Resolution 7** - To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

**Resolution 8** - To authorise the Directors to determine the auditor's remuneration.

**Resolution 9** - That:

- (a) in accordance with Section 551 of the Act the Directors be generally and unconditionally authorised to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £1,634,777; and
- (ii) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £3,269,555 (including within such limit any shares allotted or rights granted under paragraph (i) above in connection with an offer by way of a rights issue as follows:
  - (A) to holders of ordinary shares of 2.5 pence each in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
  - (B) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider it necessary;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (b) this authority shall expire on the earlier of the date 15 months from the passing of this resolution or the conclusion of the next annual general meeting of the Company after the passing of this resolution (whichever is the earlier) save that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares or rights to subscribe for or to convert any security into shares in the Company to be allotted after the authority ends and the Board may allot shares or rights to subscribe for or to convert any security into shares in the Company under any such offer or agreement as if the authority had not expired; and

all previous authorities granted under Section 551 of the Act be revoked.

#### **Special Resolutions**

**Resolution 10** - That subject to the passing of Resolution 9 above, the Board be authorised to allot equity securities (as defined in Section 560 of the Act) for cash under the authority given by that Resolution 9 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 9 (a) (ii), by way of a rights issue only):
  - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 10) to any person up to an aggregate nominal amount of £245,462.

The authority granted by this Resolution 10 shall expire on the earlier of the date 15 months from the passing of this resolution or the conclusion of the next annual general meeting of the Company after the passing of this resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

The authority granted by this Resolution 10 shall revoke and replace all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if Section 561 of the Act did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

**Resolution 11** - That subject to the passing of Resolutions 9 and 10 above, the Directors be authorised in addition to any authority granted under Resolution 10 to allot equity securities (as defined in Section 560 of the Act) for cash under the authority given by that Resolution 10 and/or to sell ordinary shares held by the Company as treasury shares as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £245,462; and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the Directors determine 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.

The authority granted by this Resolution 11 shall expire on the earlier of the date 15 months from the passing of this resolution or the conclusion of the next annual general meeting of the Company after the passing of this resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

The authority granted by this Resolution 11 shall revoke and replace all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if Section 561 of the Act did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

**Resolution 12** - That pursuant to Section 701 of the Act the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2.5 pence each in the capital of the Company, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 19,636,964 (representing 10% of the Company's issued ordinary share capital at 18 June 2021);
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 2.5 pence (equivalent to the nominal value of the Company's ordinary shares);
- (c) the maximum price, exclusive of any expenses, which may be paid for any ordinary share is the higher of:
  - (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade of; and the highest current independent bid for any number of the Company's ordinary shares on the trading venue where the purchase is carried out.
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of the date 15 months from the passing of this Resolution 12 or the conclusion of the next annual general meeting of the Company after the passing of this Resolution 12; and

- (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

**Resolution 13** – That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By Order of the Board



**Annabelle Burton**  
Company Secretary  
Dated: 7 July 2021

Registered Office: GB Group plc,  
The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB  
(Registered in England, Number 2415211)

## Notes

### 1. Appointment of proxies

A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and (on a poll) vote in their place. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti, on 0371 384 2367 (overseas callers should call +44 (0)121 415 7047). Lines are open 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

**Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy even if they intend to attend the AGM electronically. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend.**

### 2. Online proxy voting

You may, if you wish, register the appointment of a proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). To use this service you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on your proxy form (which will be sent to you). Full details of the procedure are given on the website.

### 3. CREST proxy voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's Registrars, (ID RA19) by 10.00 a.m. on Tuesday 27 July 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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 message. 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(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system 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.

### 4. Return date for proxies

To be effective a proxy form must be deposited with the Registrar to the Company not less than 48 hours before the time fixed for the AGM (excluding non-working days) i.e. by 10.00 a.m. on Tuesday 27 July 2021.

### 5. Documents available for inspection

Copies of service contracts of the Directors of the Company and a copy of the New Articles will be available to members for inspection on request. Requests should be sent by email to [governance@gbgplc.com](mailto:governance@gbgplc.com).

### 6. Information about shares and voting

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 18 June 2021, which is the latest practicable date before the publication of this AGM notice is 196,369,648 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 18 June 2021 is 196,369,648.

### 7. Record date for voting

Only members whose names appear on the register of members of the Company at the close of business on Tuesday 27 July 2021 at 6:30 p.m. or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding non-working days) shall be entitled to attend the AGM either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the AGM. Changes to the register after the close of business on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the AGM or any adjourned meeting.

### 8. Voting by 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.

### 9. Information rights

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

### 10. Shareholders rights & proxies

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

### 11. Shareholder's right to ask questions

A member attending the AGM has the right, as if section 319A of the Act applied to the Company, to ask questions in relation to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (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 AGM that the question be answered.

As noted above, the Company strongly encourages shareholders to submit any questions they would like to have answered at the AGM by emailing them at [governance@gbgplc.com](mailto:governance@gbgplc.com) in advance, so as to be received no later than 10:00 a.m. on Tuesday 27 July 2021.

You can also submit questions immediately before and during the meeting via [web.lumiagm.com](http://web.lumiagm.com). Where it is not possible to answer any of the questions submitted prior to and during the AGM (for example, due to time constraints), the Directors will endeavour, where appropriate, to answer such questions by publishing responses on the Company's website as soon as practicable following the AGM. In addition, a transcript of any question and answers undertaken during the AGM itself will be available <https://www.gbgplc.com/investors/annual-general-meeting>.

### 12. Copy of Notice available on website

A copy of this AGM Notice, and other information required by section 311A of the Act, can be found at <http://www.gbgplc.com/investors/financial-statements>.

Notwithstanding the information above and the rights of shareholders set out in the Companies Act 2006 and the Company's Articles of Association, the Directors strongly recommend that shareholders do not attend the meeting in person but instead make use of the electronic facilities on offer to participate remotely.

**The Board will continue to monitor the evolving impact of the Covid-19 pandemic including the latest Government guidance and how this may affect the arrangements for the AGM. Consequently, the AGM is subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, this will be announced through a Regulatory News Service on the London Stock Exchange website and further information will be made available on our website at <https://www.gbgplc.com/investors/annual-general-meeting>. The health and well-being of our shareholders, Directors, team members and other key stakeholders is our priority and the steps set out above are necessary and appropriate ones given the current situation.**

# Online User Guide

## Electronic Meeting

For the 2021 AGM, GBG will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com>

## Accessing the AGM Website

Lumi AGM can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

## Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is **188-095-877**

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the meeting via the website will be available from 10:00 a.m. on 29th July 2021; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

## Broadcast

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

## Voting

Once the Chair has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simple select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the meeting.

## Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – Select the messaging icon from within the navigation bar and type your question at the bottom of the screen, once finished, press the 'send' icon to the right of the message box the submit your question.

## Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

## Duly appointed proxies and corporate representatives

Please contact the Company's registrar before 1:00 p.m. on 28th July 2021 on 0371 384 2365 or +44 (0) 121 415 7161 if you are calling from outside the UK for your SRN and PIN. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England & Wales).

# User Guide to Joining GBG's 2021 Annual General Meeting Remotely

**Meeting ID: 188-095-877**

To login you must have your SRN and PIN

<p style="text-align: center;"><b>1</b></p>  <p>Open the Lumi AGM website and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.</p> <p><small>* 10:00 a.m. on 29th July 2021.</small></p>	<p style="text-align: center;"><b>2</b></p>  <p>After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.</p>	<p style="text-align: center;"><b>3</b></p>  <p>When successfully authenticated, you will be taken to the Home Screen.</p>	<p style="text-align: center;"><b>4</b></p>  <p>To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically.</p> <p>This can be minimised by pressing the same button.</p>
<p style="text-align: center;"><b>5</b></p>  <p>When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device.</p> <p>Scroll through the list to view all resolutions.</p>	<p style="text-align: center;"><b>6</b></p>  <p>For each resolution, press the choice corresponding with the way in which you wish to vote.</p> <p>When selected, a confirmation message will appear.</p> <p style="text-align: center;">For - Vote received</p>	<p style="text-align: center;"><b>7</b></p>  <p>To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.</p> <p>To return to the voting screen whilst the poll is open, select the voting icon.</p> 	<p style="text-align: center;"><b>8</b></p>  <p>If you would like to ask a question, select the messaging icon.</p> <p>Type your message within the chat box at the bottom of the messaging screen.</p> <p>Click the send button to submit.</p> 

The Foundation  
Herons Way  
Chester Business Park  
Chester  
CH4 9GB  
UK

+44 (0)1244 657333  
GBGplc.com

Registered office as above

Registered in England and  
Wales number 2415211

VAT number 539 7162 18.



**GBG**