



# Belvoir Group

## Notice of Annual General Meeting

### Belvoir Group PLC

Notice is hereby given that the Annual General Meeting of Belvoir Group PLC (the "Company") will be held at Belvoir's Central Office, The Old Courthouse, 60A London Road, Grantham, Lincolnshire NG31 6HR, at 10 am on 18 May 2023 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1–6 will be proposed as ordinary resolutions and resolutions 7–9 will be proposed as special resolutions.

#### Ordinary resolutions

**1. Report and accounts**

To receive the Company's financial statements for the financial year ended 31 December 2022, together with the Directors' and the auditor's reports thereon.

**2. Declaration of dividend**

To declare a final dividend for the financial year ended 31 December 2022 of 5p per ordinary share payable on 22 May 2023.

**3. Re-appointment of auditor**

To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which the Company's accounts are laid.

**4. Auditor's remuneration**

To authorise the Directors of the Company (the "Directors") to determine the auditor's remuneration.

**5. Re-appointment of Dorian Gonsalves**

To re-appoint Dorian Gonsalves, who retires by rotation and offers himself for re-election under Article 71 of the Company's Articles of Association, as Director.

**6. Re-appointment of Mark Newton**

To re-appoint Mark Newton, who retires by rotation and offers himself for re-election under Article 71 of the Company's Articles of Association, as Director.

#### Special resolutions

**7. Directors' authority to allot shares**

That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (as amended) (the "Act") to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company (such shares and such rights to subscribe for or to convert any security into shares in the Company being "equity securities") being on such terms and in such manner as they shall think fit, provided that this authority shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £124,348, being one-third of the nominal value of the Company's share capital, at any time (unless and to the extent previously renewed, revoked or varied by the Company in general meeting) during the period from the date hereof until the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (whichever is earlier), provided that the Directors of the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted, offered or otherwise dealt with or disposed of after the expiry of such authority and the Directors of the Company may allot any equity securities after the expiry of such authority in pursuance of any such offer or agreement as if this authority had not expired.

**8. Directors' powers to issue shares for cash**

That the Directors of the Company be given power pursuant to Sections 570 and 573 of the Act to allot equity securities (as defined by Section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 7 as if Section 561 of the Act did not apply to any such allotment. This power is limited to the allotment of equity securities up to a maximum aggregate nominal amount of £37,304 (being equal to 10% of the Company's share capital) and otherwise to the allotment of equity securities for cash in connection with a rights issue or other pre-emptive offer to holders of ordinary shares where the equity securities respectively attributable to the interest of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory, in each case at any time (unless the authority conferred by resolution 8 is previously renewed, revoked or varied) until the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (whichever is earlier), provided that before



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any such expiry the Directors of the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors of the Company may allot equity securities after such expiry under this power in pursuance of any such offer or agreement as if this power had not expired.

The power granted by this resolution applies in relation to any sale or shares in an allotment of equity securities by virtue of Section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by paragraph 6 of this resolution" were omitted.

The authority granted by this resolution shall replace all existing authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company previously granted to the Directors pursuant to Sections 551, 570 and 573 of the Companies Act 2006, save for any existing authorities in respect of options granted to employees.

## **9. Authority to purchase shares (market purchases)**

That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1p each ("Ordinary Shares") provided that:

- (i) the maximum number of Ordinary Shares authorised to be purchased is 3,730,443;
- (ii) the minimum price which may be paid for any such Ordinary Share is 1p;
- (iii) the maximum price which may be paid for an Ordinary Share shall be the higher of:
  - a. an amount equal to 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
  - b. the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and
- (iv) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

The Directors have no present intention to make such market purchases but consider it desirable for the proposed general authority from shareholders to be available providing the flexibility to do so.

By order of the Board

**Louise George**  
**Company Secretary**

## **Notes:**

1. Please arrive 15 minutes prior to the start of the meeting.
2. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
3. Completion and return of a form of proxy does not preclude a member from attending and voting at the meeting in person should he or she wish.
4. A form of proxy is available on the Company's website, [www.belvoirgroup.com](http://www.belvoirgroup.com), or by request from the Company Secretary. To be valid for use at the Annual General Meeting, the form of proxy must be completed, signed and returned in accordance with the instructions printed on it, to Belvoir Group PLC's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to be received as soon as possible but in any event not later than 10 am on Tuesday 16 May 2023.
5. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, members who hold shares in uncertificated form must be entered on the Company's register of members by 6 pm on 16 May 2023 in order to be entitled to attend and/or vote at the meeting in respect of the number of shares registered in their name at such time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the meeting.
6. Copies of the Directors' service contracts will be available for inspection at the registered office of the Company during normal business hours.