



DeLaRue

Notice of Annual General Meeting to be held on 20 July 2017

This document is important and requires your IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are advised to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your ordinary shares in De La Rue you should pass this document together with the accompanying documents (but not the personalised proxy form) as soon as possible to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



DeLaRue

DE LA RUE plc
De La Rue House
Jays Close
Viables
Basingstoke
Hampshire
RG22 4BS
England

Letter from the Chairman

16 June 2017

Dear Shareholder

Annual General Meeting

I have pleasure enclosing this year's Notice of our Annual General Meeting (AGM) which will be held at The Hampshire Court Hotel, Centre Drive, Great Binfields Road, Chineham, Basingstoke, RG24 8FY on Thursday 20 July 2017 at 10:30am. This letter sets out the details of the items of business to be transacted at the meeting, including the approval of the final dividend for the year ended 25 March 2017.

The purpose of this document is to provide details of the resolutions and to explain why the Board believes that the resolutions are in the best interests of the Company and its shareholders as a whole.

Resolutions 1 to 16 are ordinary resolutions and deal with: the strategic report, the directors' report and the audited financial statements for the period ended 25 March 2017 (resolution 1); the approval of the directors' remuneration policy (resolution 2); the approval of the directors' remuneration report for the period ended 25 March 2017 (resolution 3); the approval of the final dividend for the period ended 25 March 2017 (resolution 4); the election and re-election of Directors (resolutions 5 to 11); the appointment of the Company's auditor and the authority to agree the auditors' remuneration (resolutions 12 and 13); authority to allot shares (resolution 14); political donations (resolution 15); and consent to increase the Group's borrowing (resolution 16). Special resolutions 17 to 20 deal with: waiver of shareholders' pre-emption rights (resolutions 17 and 18); authority for the Company to purchase its own shares (resolution 19); and the length of notice of general meetings (resolution 20).

Full details of the business to be proposed at the AGM can be found in the explanatory notes incorporated in the Notice of AGM attached to this letter.

Recommendations

The Board believes that all the resolutions to be considered at our AGM and as set out in the Notice of AGM will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends shareholders to vote in favour of them. Individual members of the Board intend to vote their own beneficial and non-beneficial holdings currently amounting to 0.074% of the issued ordinary share capital of De La Rue plc in favour of all resolutions.

What to do next

You will find a proxy form for the AGM with this letter. This allows someone else to attend the AGM and vote on your behalf. That person need not be a shareholder. Alternatively, you can use the form to allow me to vote for you. Please fill in the proxy form and return it to the Company's registrar by 10:30am on Tuesday 18 July 2017. Shareholders may, if they wish, submit proxy votes electronically via the registrar's website, www.investorcentre.co.uk/eproxy. CREST members who wish to appoint a proxy or give an instruction through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. More details are set out in the notes on the form of proxy. CREST members wishing to appoint multiple proxies for a holding should contact the Company's registrar. If you vote electronically your vote must also be registered by 10:30am on Tuesday 18 July 2017. You may still attend the AGM whether you reply by post or electronically.

Electronic shareholder communication

If you would like to receive email notifications each time we publish new shareholder documents, you should register online at www.investorcentre.co.uk/ecomms. You will need to have your shareholder reference number (SRN) available to register. This 11 character number (which starts with the letter C or G) may be found on either your share certificate or form of proxy. When you reach the website you should select De La Rue plc from the list and follow the on screen instructions to register your e-mail address and choose the way in which you receive your documents.

If you choose this option you will receive notification by email each time the Company publishes shareholder documents on its website and you will be able to download and read them at your convenience. You may, however, vary your instruction or request a paper copy of any shareholder document at any time in the future by contacting the registrar at www.investorcentre.co.uk/contactus or by writing to them at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

The use of electronic communication is entirely voluntary.

Yours sincerely,

Philip Rogerson
Chairman

Notice of Annual General Meeting

Notice is hereby given that the eighteenth Annual General Meeting of De La Rue plc (the Company) will be held at The Hampshire Court Hotel, Centre Drive, Great Binfields Road, Chineham, Basingstoke, RG24 8FY on Thursday 20 July 2017 at 10:30am to consider and, if thought fit, to pass resolutions 1 to 16 inclusive as ordinary resolutions (each requiring more than half of the votes cast to be in favour in order to be passed) and resolutions 17 to 20 as special resolutions (each requiring at least three-quarters of the votes cast to be in favour in order to be passed):

1. To receive the strategic report, the directors' report and the financial statements of the Company for the period ended 25 March 2017 together with the report of the auditor.
2. To approve the directors' remuneration policy, set out on pages 76 to 83 in the directors' remuneration report, to take effect from the conclusion of the Annual General Meeting.
3. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy set out on pages 76 to 83) set out on pages 84 to 92 of the annual report for the period ended 25 March 2017.
4. To declare a final dividend on the Company's ordinary shares in respect of the period ended 25 March 2017.

To elect the following retiring Director who, being eligible, offers himself for election:

5. Nick Bray.

To re-elect the following retiring Directors who, being eligible, offer themselves for re-election:

6. Sabri Challah.
7. Maria da Cunha.
8. Philip Rogerson.
9. Jitesh Sodha.
10. Andrew Stevens.
11. Martin Sutherland.

12. To appoint Ernst & Young LLP as auditor of the Company, having previously been appointed by the Board to fill the casual vacancy arising by reason of resignation of KPMG LLP, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. To authorise the Directors, through the Audit Committee, to determine the auditor's remuneration.
14. That the Board be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of £15,223,170 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £30,446,340 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under

the laws of, any territory or any other matter,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 20 October 2018, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

15. That in substitution for the existing authority and in accordance with section 366 and section 367 of the Companies Act 2006 (the "Act"), the Company, and each company which is or becomes its subsidiary during the period to which this resolution relates, be and are hereby authorised to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

during the period commencing on the date of the passing of this resolution and ending on the date of the Company's Annual General Meeting in 2018 or, if earlier, on 20 October 2018, provided that, in any event, the total aggregate amount of all political donations made or political expenditure incurred by the Company and its subsidiaries in such period shall not exceed £100,000. For the purposes of this resolution, 'political donations', 'political organisations', 'political parties', 'independent election candidates' and 'political expenditure' have the meanings given in sections 363 to 365 of the Act.

16. That, with effect from the conclusion of this Annual General Meeting, for the purposes of Article 94 of the Company's Articles of Association, money may be borrowed in excess of the amount specified in Article 94, provided that the Directors shall limit the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings so as to ensure (but as regards subsidiary undertakings only in so far as by the exercise of the rights or powers of control the Directors can ensure) that, save with the prior sanction of an ordinary resolution, no money shall be borrowed if the total amount of the Group's outstanding borrowings (exclusive of borrowings owed by one member of the Group to another member of the Group) then exceeds, or would as a result of such borrowing exceed, £325 million (where the "Group" means the Company and its subsidiary undertakings), and the provisions of Article 94(3) as regards what amounts are to be treated as borrowings shall apply.

17. That, if resolution 14 is passed, the Board be given the power to allot equity securities (as defined in the Companies Act 2006) (the "Act") for cash under the authority given by that resolution and/or 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, such authority to be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of securities by way of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates and any legal or regulatory or practical problems in, or under the laws of, any territory or any

other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under (a) above) up to a nominal amount of £2,283,475 being approximately 5% of the nominal value of the Company's issued share capital as at 23 May 2017,

such power to apply until the end of the next Annual General Meeting of the Company or, if earlier, until the close of business on 20 October 2018, but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may also allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

18. That if resolution 14 is passed, the Board be given power in addition to any power granted under resolution 17 to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) for cash under the authority given by paragraph (a) of resolution 14 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, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,283,475 in aggregate being approximately 5% of the Company's issued ordinary share capital as at 23 May 2017; and
- (b) used only for the purposes of financing 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 of Meeting or for the purposes of refinancing such a transaction within six months of its taking place,

such power to apply until the end of the next Annual General Meeting or, if earlier, until the close of business on 20 October 2018, but, in each case, during this period the Company may make any offers, and enter into any agreements, which would, or might, require any equity securities to be allotted (and any treasury shares to be sold) after the power ends and the Directors may allot any equity securities (and/or sell any treasury shares) under any such offer or agreement as if the power had not ended.

19. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of the Company's ordinary shares of 44¹⁵²/₁₇₅ pence, on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10,178,507 representing approximately 10% of the Company's issued ordinary share capital as at 23 May 2017;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 44¹⁵²/₁₇₅ pence;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (a) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out,

such authority to apply until the end of next year's Annual General Meeting or, if earlier, 20 October 2018 but during this period the Company may enter into a contract to purchase ordinary shares, which would, or might, be completed or executed wholly or partly

after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

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

By order of the Board

Edward Peppiatt, Company Secretary

16 June 2017

Registered Office:
De La Rue House
Jays Close
Viabes
Basingstoke
Hampshire
RG22 4BS

Registered in England, number 3834125

Explanatory notes

A shareholder entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote in his place. A member may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares. Where more than one valid appointment of proxy is received in respect of the same share, the one which is last sent will be treated as replacing and revoking the other(s). If the Company is unable to determine which is last sent, the one which is last received shall be so treated.

A proxy need not be a shareholder of the Company. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the AGM for your vote to be counted. Appointing a proxy does not preclude you from attending the AGM and voting in person.

A proxy form accompanies this Notice of AGM and should be completed and returned to the Company's registrar: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Details of how to appoint a proxy are set out in the notes to the proxy form. Alternatively, you may register your vote electronically by accessing the registrar's website: www.investorcentre.co.uk/eproxy. Proxy forms should be deposited at the office of Computershare Investor Services PLC no later than 48 hours before the time for holding the AGM. Electronic votes must also be registered no later than 48 hours before the time for holding the AGM.

A shareholder may change proxy instructions by returning a new proxy appointment using the methods set out above. A shareholder who has appointed a proxy using the hard copy form of proxy but would like to change the instructions using another hard copy proxy form, should contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Any attempt to terminate or amend a proxy appointment after the relevant deadline will be disregarded. Where two or more valid, separate appointments of proxy are received in respect of the same share relating to the same meeting, the one which is sent last shall be treated as replacing and revoking the other or others.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding.

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

To be entitled to attend and vote at the AGM, shareholders must be registered in the register of members of the Company at 6:00pm on Tuesday 18 July 2017 (or, if the AGM is adjourned, provided that the adjourned meeting takes place no later than 6:00pm, at 6:00pm on the date which is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the AGM or adjourned meeting.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST manual on the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment

made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number – 3RA50) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that 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 service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting at the AGM will be announced via a regulatory information service and also placed on the Group's website: www.delarue.com

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

Shareholders who meet the threshold requirements set out in section 527 of the Act can instruct the Company to publish on its website, at the Company's own expense, a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the shareholders propose to raise at the meeting. If the Company is required to place a statement on the website under section 527 of the Act, the statement must be forwarded to the Company's auditors no later than the time when it is made available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

Any member attending the AGM has the right to ask questions. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a shareholder attending the AGM, except (i) if to do so would interfere

unduly with the conduct of the AGM or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

As at 23 May 2017, (being the latest practicable day prior to the publication of this Notice of AGM), the Company's issued share capital consists of 101,785,075 ordinary shares, carrying one vote each. Therefore the total number of shares over which voting rights in the Company are held is 101,785,075.

A copy of this Notice of AGM and other information required by section 311A of the Act can be found on the Group's website www.delarue.com

Copies of the contracts of service of Executive Directors together with Non-executive Directors' letters of appointment will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) from Friday 16 June 2017 at the registered office of the Company and will also be available for inspection at the place of the AGM from 10:15am on the day of the AGM until the conclusion of the AGM.

You may not use any electronic address provided in this Notice of AGM (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Receipt of the strategic report, the directors' report and the audited financial statements – resolution 1

The Directors will present the strategic report, the directors' report and the audited financial statements for the period ended 25 March 2017 to the AGM.

Approval of the directors' remuneration policy – resolution 2

All UK listed companies must seek shareholder approval of their remuneration policy every three years, or earlier if it is proposed that the policy is changed during that period. Our current remuneration policy was approved by shareholders at the Company's AGM in 2014. We are proposing a new directors' remuneration policy details of which are set out on pages 76 to 83 (inclusive) of the annual report for the year ended 25 March 2017.

The vote is binding and, once the policy is approved, the Company will only be able to make remuneration payments to Directors and former Directors in accordance with the policy. If the directors' remuneration policy is approved, it will take effect from the date of approval and will apply until it is replaced by a new or amended policy. As reported in the directors' remuneration report the Remuneration Committee conducted a consultation with major shareholders and institutional bodies as part of its review of the policy.

Approval of the directors' remuneration report – resolution 3

Resolution 3 seeks shareholder approval for the directors' remuneration report as set out on pages 84 to 92 (inclusive) (excluding the directors' remuneration policy as set out on pages 76 to 83 (inclusive)) of the annual report for the period ended 25 March 2017. It gives details of the directors' remuneration for the period ended 25 March 2017. The Company's auditor for the financial year ended 25 March 2017, KPMG LLP, has audited those parts of the report required by the Act. The auditor's report is on pages 97 to 101 of the annual report. No individual Director's remuneration is dependent on the resolution on the remuneration report being passed as it is an 'advisory' resolution. Where a substantial minority of shareholders vote against the director's remuneration report, the Company must respond and say how it will address shareholder concerns.

Declaration of final dividend – resolution 4

This resolution approves the declaration of a final dividend.

Directors – resolutions 5 to 11

Nick Bray was appointed as a Non-executive Director following the conclusion of the AGM on 21 July 2016. Article 81 of the Company's Articles of Association requires that Directors retire and stand for election at the next AGM of the Company following their appointment by the Board. The UK Corporate Governance Code provides for all

directors of FTSE 350 companies to be subject to election/re-election by their shareholders annually. Resolutions 5 to 11 provide for all of the Directors to retire and offer themselves for election/re-election by shareholders at this year's AGM.

The Board, having carried out an effectiveness and evaluation process, considers the performance of each of the Directors standing for election/re-election at this year's AGM to be fully satisfactory and is of the opinion that they have demonstrated continued commitment to the role. The Board strongly supports their election/re-election and recommends that shareholders vote in favour of the resolutions at the AGM. Biographical details of the Directors standing for election/re-election are given on pages 52, 53 and page 55 of the 2017 annual report and on the Group's website (www.delarue.com).

Appointment of auditor and auditor's remuneration – resolutions 12 and 13

Resolution 12 is related to the appointment of Ernst & Young LLP as auditor of the Company until the conclusion of the AGM in 2018. Ernst & Young LLP were appointed the Company's external auditor for the 2017/18 audit replacing KPMG LLP who had been the Company's auditor for a number of years.

Pursuant to section 519 of the Act, KPMG LLP have provided a statement of circumstances upon ceasing to hold office. In accordance with section 520 of the Act, a copy of this statement is set out below:

15 June 2017

Dear Sirs,

Statement to De La Rue plc (no. 03834125) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were unsuccessful in retaining the audit.

Yours faithfully
KPMG LLP

Resolution 13 authorises the Directors, through the Audit Committee, to set the amount to be paid to Ernst & Young LLP for their role as auditor.

Allotment of share capital - resolution 14

At the last AGM of the Company, held on 21 July 2016, authority was given to the Directors to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company. This authority expires at the end of this year's AGM.

There is no statutory limit on the maximum nominal amount of the section 551 authority under the Act but, under the Investment Association's current guidelines, Investment Association members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's existing issued share capital, providing any amount in excess of one third of existing issued shares should be applied to fully pre-emptive rights issues only.

Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £15,223,170 (representing 33,928,359 ordinary shares of 44¹⁵²/₁₇₅ pence each). This amount represents one third of the issued ordinary share capital of the Company as at 23 May 2017 (the latest practicable date prior to publication of this Notice of AGM).

In line with the aforementioned Investment Association guidance, paragraph (b) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £30,446,340 (representing 67,856,718 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents two thirds of the issued ordinary share capital of the Company as at 23 May 2017 (the latest practicable date prior to publication of this Notice

of AGM).

The authority sought under this resolution will last until the end of the next AGM of the Company or, if earlier, 20 October 2018.

The Directors do not currently intend to exercise this authority except in respect of exercises of share options and the release of shares awarded under the Company's share plans. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. If they do exercise the authority, the Directors intend to follow Investment Association recommendations concerning its use.

As at the date of this Notice of AGM the Company does not hold any ordinary shares in the capital of the Company in treasury.

Political donations – resolution 15

Under the Act, political donations exceeding £5,000 in aggregate in any 12 month period to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. Shareholders will be aware that it is the Group's policy not to make political donations. This policy will remain unchanged whether or not resolution 15 is passed. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries may fall within the broad scope of the provisions controlling political donations and expenditure contained in the Act. Accordingly, as a precaution and in order to avoid any possibility of inadvertently contravening the Act, the Board considers that it would be prudent to follow the procedure specified in the Act to obtain shareholder approval for the Company and its subsidiaries to make political donations or incur political expenditure until the conclusion of the 2018 AGM of the Company or, if earlier, 20 October 2018.

As stated earlier, the Board will continue its policy of not making political donations or incurring political expenditure but the Group will report any such expenditure in its 2018 annual report.

Increase in borrowing powers – resolution 16

Resolution 16 is a resolution to increase the borrowing limit in the Articles of Association from £250 million to £325 million.

Article 94 provides that the Directors shall limit the borrowings of the Company and the Group so as to ensure that the aggregate amount of all borrowings by the Group outstanding at any time is not more than £250 million. Article 94(1) provides that this limit may be exceeded if the consent of shareholders has been given in advance by passing an ordinary resolution.

The current borrowing limit was introduced in 1999. The Board considers it commercially prudent and timely to increase the borrowing limit in conjunction with the five year plan to grow the business. This will create additional flexibility for the Company to respond to any future needs of the business, including investment in technology. The Company's external borrowing is already limited by existing internal controls, the limits contained in the financial covenants in the Group's committed borrowing facilities and the principles of sound corporate governance. The Board believes adoption of the higher limit is in the best commercial interests of the Group. The Company has discussed this proposal with the Investment Association.

Disapplication of statutory pre-emption rights – special resolutions 17 and 18

Resolutions 17 and 18 would give the Board authority to allot ordinary shares for cash, without first offering them to existing shareholders, in proportion to their existing shareholdings.

The power set out in resolution 17 will be limited to allotments or sales in connection with pre-emptive offers or otherwise up to a maximum nominal value of £2,283,475 representing approximately 5% of the issued ordinary share capital of the Company as at 23 May 2017 (the latest practicable date prior to publication of this Notice of AGM).

This disapplication authority is in line with guidance issued by the Investment Association (as updated in July 2016), the Pre-emption Group's Statement of Principles (the "Principles") and the template resolutions published by the Pre-emption Group in May 2016.

In respect of the power under resolution 17(b), the Board intends to

adhere to the Principles and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 17:

- (a) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding any treasury shares); or
- (b) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding any treasury shares) within a rolling three year period,

unless shareholders are consulted.

This year, in line with the Principles, we are also asking, in resolution 18, for permission to disapply pre-emption rights for a further 5,089,253 ordinary shares, which represents approximately 5% of the total issued ordinary share capital as at 23 May 2017. This authority can only be exercised for acquisitions or capital investments that the Directors agree fall within the Principles. At present, the Directors have no intention of exercising this authority and resolution 18 is intended to give the Company flexibility.

The powers contained in resolutions 17 and 18 will expire at the end of the next AGM of the Company or, if earlier, on 20 October 2018.

Share buyback – special resolution 19

The resolution to be proposed will seek to renew authority granted to the Directors at the AGM in July 2016 and will expire on 20 July 2017. No shares have been acquired pursuant to that authority.

If shareholders pass resolution 19 the authority, unless previously renewed, varied or revoked, will expire at the conclusion of the next AGM of the Company or, if earlier, on 20 October 2018.

This authority will apply up to 10,178,507 ordinary shares, having an aggregate nominal value of £4,566,951, being approximately 10% of the issued ordinary share capital on 23 May 2017 (the latest practicable date prior to publication of this Notice of AGM). The minimum price (exclusive of expenses) which may be paid is 44^{152/175} pence per share and the maximum price (exclusive of expenses) is the higher of: (a) an amount equal to 105% of the average of the middle market quotations of the Company's shares, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out.

The Directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. They would like to be able to act quickly if circumstances arose in which they considered such a purchase desirable, for example when, in the Board's opinion, market prices do not reflect the Company's worth. The Directors will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. Purchases would only be made if their effect would be expected to increase earnings per share and would be expected to benefit shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while held in treasury and no voting rights attach to treasury shares. Shares purchased under this authority would be cancelled and the number of shares in issue would be reduced accordingly, or held in treasury if considered appropriate. In order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to assess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them. As at 23 May 2017 (being the latest practicable day prior to the publication of this Notice of AGM) no ordinary shares are held in treasury.

The total number of ordinary shares over which options to subscribe were outstanding at 23 May 2017 was 4,854,167 being 4.77% of the current issued share capital. If the authority to purchase the Company's ordinary shares (existing and proposed) was exercised in full, the number of shares under these options would represent 5.96% of the Company's issued ordinary share capital.

Length of notice of meeting – special resolution 20

Resolution 20 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 clear days' notice.

The minimum notice period permitted by the Act for general meetings is 21 days. However, the Act enables companies to reduce this period to 14 clear days (other than for AGMs) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing resolution 20 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the Company's next AGM, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive.