

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about any aspect of the proposals referred to in this document, or the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial advisor.

If you have sold or otherwise transferred all of your ordinary shares, please send this document as soon as possible, to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission onto the purchaser or transferee.



**FRP ADVISORY GROUP PLC**

**NOTICE OF ANNUAL GENERAL MEETING**

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**THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 10.00 A.M. ON 13 SEPTEMBER 2022.**

In addition to the physical meeting, the proceedings of this year's AGM will be broadcast via video conference with a Q&A facility. Shareholders are encouraged to register for the video conference at <https://www.investormeetcompany.com/frp-advisory-group-plc/register-investor>. Any shareholder not attending the AGM in person may submit a question to the Board in advance of the meeting by sending an email with the subject "AGM" to [frp-agm@oneadvisory.london](mailto:frp-agm@oneadvisory.london) by 6.00 p.m. on 13 September 2022 or alternatively, by watching the AGM broadcast virtually and asking questions during the meeting using the 'Q&A' function. Any changes to the AGM arrangements contained in this Notice will be announced via RNS and will be available at: <https://www.frpadvisor.com/investors/regulatory-news/>.

Shareholders can return their proxy vote online, through an app or (for CREST members) through CREST. In each case the deadline for receipt of proxies is 10.00 a.m. on 13 September 2022.

**TO VOTE ONLINE:** Shareholders can submit their vote electronically at [www.signalshares.com](http://www.signalshares.com). Shareholders will need to use their personal Investor Code (IVC), which can be found on the share certificate, to validate the online proxy submission. Shareholders may also vote via the shareholder app, LinkVote+, which is available on the App Store and on Google Play.

**TO VOTE BY POST:** You will not receive a Form of Proxy in the post. You may request a paper form of proxy from our Registrar, Link Group.

**INSITUATIONAL INVESTORS:** Institutional investors may be able to appoint a proxy electronically via the Proximity platform.

**TO VOTE VIA CREST:** 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.

Further information about how to vote by proxy using the above methods can be found in the Notes to the Notice of AGM on page 9 below.

12 August 2022

Dear Shareholder,

## **FRP Advisory Group plc – ANNUAL GENERAL MEETING 2022**

The Company's Annual General Meeting (**AGM**) will take place at 10.00 a.m. on 15 September 2022 and the notice of the meeting is set out at the end of this letter (**Notice of AGM**). A shareholder registered on the register of members of the Company at 6.00 p.m. on 13 September 2022 is entitled to vote on the resolutions contained in the Notice of AGM but please note the meeting arrangements explained below and, should you wish to vote, please ensure that your proxy is returned by 10.00 a.m. on 13 September 2022.

This letter is intended to explain the meeting arrangements for the AGM and to help you understand the effect of, and reasons for, the resolutions.

### **Meeting Arrangements**

The Board has made the following arrangements for the AGM:

- the Board has arranged for a quorum to be physically present at the Meeting and other shareholders, advisers or other guests are able to view the AGM online or attend in person. Shareholders who wish to attend the meeting in person are asked (but not required) to notify the Company of their proposed attendance by 13 September 2022 via email, to frp-agm@oneadvisory.london, to assist in the smooth running of the meeting.
- Shareholders are invited to submit questions in writing in advance of the AGM by sending them by email, to frp-agm@oneadvisory.london, by 6.00 p.m. on 13 September 2022. Please title your email "FRP AGM Shareholder Questions" and include your full name. The Company reserves the right to respond only to questions put by shareholders whose names are on the Company's register of members at 6.00 p.m. on 13 September 2022.
- The Company will post any updates regarding the AGM via RNS and on the Company's website: <https://www.frpadvisor.com/investors/regulatory-news/>.

**Shareholders are encouraged to submit their votes, in respect of the business to be discussed, via proxy as early as possible. Shareholders doing so should consider appointing the Chair of the Meeting as their proxy. If a shareholder appoints someone else as their proxy, there is a risk that, if public gathering rules again change, that proxy will not be able to attend the Meeting in person or cast the shareholder's vote.**

## Explanation of Resolutions

### Resolution 1: Report and Accounts

The Directors are required to present to shareholders at the AGM the audited accounts of the Company for the financial period ended 30 April 2022 together with the Auditor's Report and the Directors' Report. Resolution 1 addresses this requirement.

### Resolution 2: Directors' Remuneration Report

The Directors are seeking approval of the Directors' Remuneration Report, which is set out on pages 58 to 61 of the Company's Annual Report and Accounts, for the financial period ended 30 April 2022. This is an advisory vote and no entitlement to remuneration is conditional upon the resolution being passed.

### Resolution 3: Final Dividend

The Board is pleased to recommend a final dividend of 1.9p per ordinary share for the financial year ended 30 April 2022. Subject to approval by shareholders, the final dividend will be paid on 21 October 2022 to eligible shareholders on the Company's register of members at close of business on 23 September 2022. If the final dividend is approved, the total dividends paid by the Company for the year ended 30 April 2022 will be 4.3p per ordinary share.

### Resolutions 4 - 10: Reappointment of Directors

All of the Directors are offering themselves for reappointment, in accordance with Article 68 of the Company's Articles of Association. Brief biographies of all the Directors can be found in the Annual Report and Accounts for the year ended 30 April 2022 and on the Company's website <https://www.frpadvisor.com/investors/board/>.

### Resolutions 11 and 12: Auditors and Auditors' Remuneration

Resolution 11: Company law requires the Company, at each general meeting at which accounts are laid, to appoint auditors who will remain in office until the conclusion of the next general meeting at which accounts are laid. Mazars LLP has indicated its willingness to continue in office and Resolution 11 proposes to make this appointment.

Resolution 12: Authorises the Directors to agree the auditor's remuneration. It is normal practice for shareholders to resolve at the AGM that the Directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts.

### Resolution 13: Authority to allot shares

This resolution deals with the Directors' authority to allot ordinary shares in accordance with section 551 of the Companies Act 2006 (**CA 2006**) and complies with the Investment Association Share Capital Management Guidelines issued in July 2016 (**the Guidance**).

#### If passed, the resolution will authorise the Directors to allot:

- a) Under paragraph (a) of resolution 13, in relation to a pre-emptive rights issue only, equity securities (as defined by section 560 of the CA 2006) up to a maximum nominal amount of £165,795.59 which (being 165,795,590 shares of £0.001 each) represents approximately 66.6% of the Company's issued ordinary shares (excluding treasury shares) as of 5 August 2022 (being the latest practicable date before the date of this letter) (**Reference Share Capital**). This maximum is reduced by the nominal amount of any ordinary shares allotted under the authority set out in paragraph (b) below; and

- b) Under paragraph (b) of resolution 13, in any other case, ordinary shares up to a maximum nominal amount of £82,897.79 which represents 82,897,790 shares of £0.001 each, being approximately 33.3% of the Company's Reference Share Capital. This maximum is reduced by the nominal amount of any equity securities allotted under the authority set out paragraph (a) of resolution 13 in excess of £82,897.79.

The maximum nominal amount of ordinary shares which may be allotted under this resolution is £165,795.59 (which represents 165,795,590 shares of £0.001 each, being approximately 66.6% of the Company's Reference Share Capital).

As at the close of business on 5 August 2022, the Company did not hold any treasury shares.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 15 December 2023.

The Directors expect to issue shares in payment (or part payment) when making acquisitions to grow the business in accordance with the Company's growth strategy.

#### **Resolution 14: Disapplication of pre-emption rights**

In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders, for instance to enable the Company to pursue acquisition opportunities expeditiously. This cannot be done under the CA 2006 unless shareholders have first waived their pre-emption rights. Accordingly, Resolution 14 will be proposed as a special resolution to grant such a power.

This resolution will, if passed, give the Directors' power, pursuant to the authority to allot shares granted by resolution 13, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings:

- a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £82,897.79 which represents 82,897,790 shares of £0.001 each, being approximately 33.3% of the Company's Reference Share Capital and, in relation to rights issues only, up to a maximum additional amount of £82,897.79 which again represents approximately 33.3% of the Company's Reference Share Capital; and
- b) up to a maximum nominal amount of £24,894.23, which represents 24,594,230 shares of £0.001 each, being approximately 10% of the Company's Reference Share Capital, for any purpose.

The Directors have no current intention to make use of the authorities under Resolution 14 save in connection with making acquisitions to grow the business in accordance with the Company's growth strategy.

The power granted by Resolution 14 will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 15 December 2023.

## Resolution 15: Share buybacks

If passed, this resolution will grant the Company authority to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 10% of the Company's Reference Share Capital. The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of £0.001 per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5% over the average of the previous five days' middle market prices; and (ii) 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.

The Directors' present intention is that shares purchased pursuant to this authority (to the extent statutory requirements are met and provided any treasury shares held do not exceed 10% of the Company's issued share capital) will be held in treasury for future cancellation, sale for cash, or transfer for the purposes of or pursuant to an employee share scheme, although they may be cancelled immediately on repurchase in the light of circumstances at the time. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends).

The Directors have no current intention to make use of the authorities under resolution 15.

The power granted by resolution 15 will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 15 December 2023.

## Recommendation

The Board of FRP Advisory Group plc considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

Yours faithfully



Nigel Guy, Chairman

## FRP ADVISORY GROUP PLC

(Registered in England and Wales with Company number 12315862)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of FRP Advisory Group plc (the "**Company**") will be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London, EC4R 0BR at 10.00 a.m. on 15 September 2022 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 and 15 will be proposed as special resolutions.

#### To be proposed as ordinary resolutions

1. To receive the Company's audited accounts for the financial period ended 30 April 2022, together with the Directors' and the Auditor's Report thereon.
2. To receive and approve the Directors' Remuneration Report for the year ended 30 April 2022 as set out on pages 58 to 61 of the Annual Report and Accounts.
3. To declare a final dividend of 1.9p per ordinary share for the year ended 30 April 2022.
4. To reappoint Nigel Guy as a director of the Company.
5. To reappoint Geoffrey Rowley as a director of the Company.
6. To reappoint Jeremy French as a director of the Company.
7. To reappoint Gavin Jones as a director of the Company.
8. To reappoint David Adams as a director of the Company.
9. To reappoint David Chubb as a director of the Company.
10. To reappoint Claire Balmforth as a director of the Company.
11. To reappoint Mazars LLP as auditors to the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts of the Company are presented.
12. To authorise the directors of the Company to fix the auditors' remuneration.
13. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the board of directors of the Company (or a duly constituted committee thereof) (Directors) be generally and unconditionally authorised to allot ordinary shares and to grant rights to subscribe for or to convert any security into ordinary shares:
  - a. comprising equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £165,795.59 (such amount to be reduced by the nominal amount of any ordinary shares allotted pursuant the authority in paragraph 13.b below) in connection with an offer by way of a rights issue:
    - (i) to 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 or any other matter; and

- b. in any other case, up to an aggregate nominal amount of £82,897.79 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 13.a above in excess of £82,897.79),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 15 December 2023, save that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for or convert securities into ordinary shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## To be proposed as special resolutions

14. THAT, subject to the passing of resolution 13, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

- a. the allotment of equity securities and sale of treasury shares in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (a) of resolution 13, 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 or any other matter; and

- b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to an aggregate nominal amount of £24,894.23.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 15 December 2023, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot

equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

15. THAT the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the CA 2006) of its ordinary shares of 0.1 pence each on such terms as the Directors think fit, provided that in doing so it:
- (a) purchases no more than in aggregate 24,894,230 ordinary shares;
  - (b) pays not less than 0.1 pence (excluding expenses) per ordinary share; and
  - (c) pays a price per share that is not more (excluding expenses) per ordinary share than the higher of:
    - (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the Daily Official List for the five business days immediately before the day on which it purchases that share; and
    - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid on the market where the purchase is carried out.

This authority shall expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 15 December 2023, but the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

**By order of the Board**



Laura Nuttall, for and on behalf of ONE Advisory Limited

Company Secretary

12 August 2022

## SHAREHOLDER INFORMATION - NOTES TO NOTICE OF ANNUAL GENERAL MEETING:

The following notes explain your general rights as a shareholder and your right to attend and vote at the Annual General Meeting (**AGM**) or to appoint someone else to vote on your behalf.

Shareholders viewing the meeting via video conference are advised to submit proxy votes in advance of the meeting as it will not be possible to submit votes online during the meeting.

Any changes to the proposed format of the Annual General Meeting will be announced via RNS and outlined on the Company's website <https://www.frpadvisor.com/investors/regulatory-news/>.

1. Only those Members registered in the Register of Members of the Company as at 6.00 p.m. on 13 September 2022 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Any member of the Company entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend, speak and vote instead of that member.
2. Shareholders that wish to attend the meeting in person are kindly asked (but are not required) to notify the Company of their proposed attendance by 13 September 2022 via email with the subject "AGM" to [frp-agm@oneadvisory.london](mailto:frp-agm@oneadvisory.london) to assist in the smooth running of the meeting.
3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company, but members are strongly encouraged to appoint the Chairman of the meeting as their proxy, rather than a named person who may not be able to attend the meeting.
4. A proxy may demand, or join in demanding, a poll.
5. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office copy or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL (or via the online proxy voting service or CREST– see Notes 10 to 12 below) not less than 48 hours (excluding weekends and public holidays in England) before the time appointed for holding the AGM (or any adjourned meeting at which the person named in the Proxy proposes to vote).
6. In the case of a poll taken more than 48 hours (excluding weekends and public holidays in England) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays in England) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays in England) after it was demanded, be delivered at the meeting at which the demand is made.

7. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding weekends and public holidays in England) before the time appointed for holding the AGM or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Notes 8 and 13 below, the proxy appointment will remain valid.
8. Shareholders may change proxy instructions by submitting a new proxy appointment in accordance with the above instructions. Note that the cut-off times for receipt of proxy appointments also apply in relation to amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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 (the first-named being the most senior).
10. Shareholders can register to cast their proxy votes online at [www.signalshares.com](http://www.signalshares.com). Shareholders may register the appointment of a proxy online using the SignalShares share portal at [www.signalshares.com](http://www.signalshares.com) where full details of the procedure are given. You will need to select the Company and to identify yourself with your personal Investor Code. The website is operated by Link Group. Shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy. These terms and conditions may be viewed on the SignalShares website. Any electronic communication sent by a shareholder that is found to contain a computer virus will not be accepted. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged in any way.  
  
Shareholders who prefer to use a mobile device may vote by downloading the new shareholder app, LinkVote+, from the Apple App Store or via Google Play and following the instructions.
11. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Before appointing a proxy via this process it will be necessary to have agreed to Proxymity's associated terms and conditions. It is important to read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

12. 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. 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 must be transmitted so as to be received by the Company's agent, Link Group (whose CREST ID is RA10) by the specified latest time(s) for receipt of proxy appointments. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
13. Completion and return of a Form of Proxy (whether in hard copy, via CREST or online) does not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the AGM in person, the proxy appointment will automatically be terminated. Shareholders are encouraged to appoint the Chairman as their proxy.
14. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the register of members of the Company as at 6.00 p.m. on 13 September 2022 or, in the event that the AGM is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said AGM in respect of such shares registered in their name at the relevant time. Changes to entries on the register of members after 6.00 p.m. on 13 September 2022 or, in the event that the AGM is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the AGM.
15. As at 5 August 2022 (being the latest practicable date before the date of this notice) the Company's issued ordinary share capital was £248,942.33, comprised 248,942,332 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company. Accordingly, the total number of voting rights in the Company as at 5 August 2022 was 248,942,332.
16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. Shareholders are encouraged to appoint the Chairman as their proxy.
17. A vote withheld option is provided when voting by Proxy to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
18. Except as provided above, members who have general queries about the AGM should call the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales (no other methods of communication will be accepted).
19. You may not use any electronic address provided either in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.