



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

*If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, accountant or other appropriate independent professional adviser who, if you are in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.*

*If you have sold or otherwise transferred all of your shares in WYG plc, please pass this document, together with any accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.*

WYGG plc

## Notice of Annual General Meeting

Notice of the Annual General Meeting of WYGG plc, to be held at Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ on Tuesday 25 September 2018 at 10.00am, is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting has been provided and to be valid should be completed in accordance with the instructions printed thereon so as to be received by Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible but, in any event no later than 10.00am on 21 September 2018. Completion and posting of the Form of Proxy does not prevent a shareholder from attending and voting in person at the Annual General Meeting.

# Notice of Annual General Meeting

Notice is hereby given that the thirty fourth Annual General Meeting of WYG plc (Company) will be held at the Company's registered office at Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ on Tuesday 25 September 2018 at 10.00am for the following purposes:

## ORDINARY BUSINESS

**To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:**

1. To receive the Company's annual accounts, Strategic Report and Directors' and auditor's reports for the year ended 31 March 2018.
2. To approve the Directors' Remuneration Report for the year ended 31 March 2018.
3. To declare a final dividend for the year ended 31 March 2018 of 1.2 pence per ordinary share in the capital of the Company, to be paid on 3 October 2018 to shareholders whose names appear on the register at the close of business on 7 September 2018.
4. To elect Marcia Marini as a Director.
5. To re-appoint Deloitte LLP as auditor of the Company.
6. To authorise the Board of Directors of the Company (or a duly constituted committee of the Directors of the Company) (Directors) to determine the remuneration of the auditor.

## SPECIAL BUSINESS

**As special business to consider and, if thought fit, pass resolutions 7 and 10 as ordinary resolutions and resolutions 8 and 9 as special resolutions:**

7. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution):
  - 7.1. comprising equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £48,466 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 7.2 below) in connection with an offer by way of a rights issue:
    - 7.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - 7.1.2. 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
  - 7.2. in any other case, up to an aggregate nominal amount of £24,233 such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 7.1 above in excess of £24,233, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 21 December 2019 or, if earlier, at the conclusion of the next annual general meeting of the Company save that the Company may before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant

Securities 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 Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In this resolution, **Relevant Securities** means: (a) shares in the Company, other than shares allotted pursuant to (i) an employee share scheme (as defined in section 1166 of the CA 2006); (ii) a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or (iii) a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; or (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA 2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights

8.1 THAT, subject to the passing of resolution 7, 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:

8.1.1 the allotment of equity securities in connection with an offer of equity securities (but, in the case the authority granted by paragraph 7.1 of resolution 7 by way of a rights issue only):

8.1.1.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

8.1.1.2 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

8.1.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 8.1.1 of this resolution) to any person up to an aggregate nominal amount of £3,634.

The authority granted by this resolution shall expire on 21 December 2019 or, if earlier, at the conclusion of the next annual general meeting after the passing of this resolution, 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) in pursuance of any such offer or agreement as if the authority had not expired

8.2 THAT, subject to the passing of resolution 7, the Directors be authorised in addition to any authority granted under clause 8.1 of this resolution to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by resolution 7 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:

8.2.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £3,634; and

8.2.2 used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of the 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 will expire on 21 December 2019 or, if earlier, at the conclusion of the Company's next annual general meeting after this resolution is passed, 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.

- 8.3 The resolutions in clause 8.1 and clause 8.2 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 CA 2006 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.
9. To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of 0.1p each provided that:
- 9.1 the maximum aggregate number of ordinary shares which may be purchased is 7,269,966;
- 9.2 the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1p;
- 9.3 the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
- 9.3.1 105% of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange plc value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
- 9.3.2 the value of an ordinary share calculated on the basis of the higher of the price quoted for:
- 9.3.2.1 the last independent trade of; and
- 9.3.2.2 the highest current independent bid for,
- any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

9.4 The authority conferred by this resolution shall expire on 21 December 2019 or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

10. That the WYG plc 2018 Sharesave Plan (**Sharesave Plan**), the principal terms of which are summarised in the Appendix to this Notice of Annual General Meeting, and the draft rules of which are produced to the meeting and initialled by the Chairman for the purpose of identification, be and is approved, the Sharesave Plan be and is adopted and the directors of the Company be and are authorised to do all acts and things which they may consider necessary or expedient to implement and operate the Sharesave Plan (including amendment of the rules of the Sharesave Plan).

By order of the Board



**Benjamin Whitworth**

Company Secretary  
14 August 2018

**Registered office:**

Arndale Court  
Otley Road  
Headingley  
Leeds  
LS6 2UJ

**Registered in England & Wales No. 01869543**

# Notes to AGM Resolutions

## ORDINARY BUSINESS

Resolutions 1 to 7 and 10 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half the votes cast must be in favour of the resolution.

### Resolution 1: Report and Accounts

The Directors must present the Company's annual accounts, Strategic Report and Directors' and auditor's reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 March 2018, and are called the Annual Report 2018. The Annual Report 2018 is available on the Company's website [www.wyg.com](http://www.wyg.com) and has been posted to shareholders who have opted to continue to receive hard copies.

### Resolution 2: Directors' Remuneration Report

The Directors have elected to seek shareholder approval at each AGM for its Directors' Remuneration Report which describes how the Company's Directors' Remuneration Policy has been implemented during the previous financial year. As an AIM company, the Company is putting forward this resolution on a voluntary basis.

The Directors Remuneration Report is set out on pages 75 to 78 of the Annual Report 2018.

This vote is advisory only, therefore it does not affect the historical remuneration paid to any individual Director.

### Resolution 3: Final Dividend

The Directors are recommending a final dividend for the year ended 31 March 2018 of 1.2 pence per ordinary share in the Company. If approved, the final dividend will be paid on 3 October 2018 to shareholders whose names appear on the register of members of the Company at the close of business on 7 September 2018.

### Resolution 4: Appointment of Director

The Company's Articles of Association require that any Director appointed during the year shall only hold office until the next AGM and shall then be eligible for election. In accordance with this rule, Marcia Marini is seeking election at this meeting.

A profile of Marcia Marini is provided in the Annual Report 2018 on page 67.

### Resolutions 5 and 6: Re-appointment and Remuneration of the Auditor

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 5 proposes the reappointment of Deloitte LLP as auditor (to hold office until the next such meeting), and, in accordance with normal practice, resolution 6 authorises the Directors to determine the auditor's remuneration.

## SPECIAL BUSINESS

Resolutions 7 and 10 are proposed as ordinary resolutions which means that for each of these resolution to be passed more than half the votes cast must be in favour of the resolution. Resolutions 8 and 9 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Resolution 7: Authority to Allot Shares

Generally, the Directors may only allot shares in the Company (or rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in general meeting.

Resolution 7 renews a similar authority given at last year's AGM and is in two parts.

This resolution complies with the Share Capital Management Guidelines issued by the Investment Association in July 2016.

If passed, the resolution will authorise the Directors to allot: (i) 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 £48,466 which represents approximately two thirds of the Company's issued ordinary shares (excluding treasury shares) as at 13 August 2018. This maximum is reduced by the nominal amount of any Relevant Securities allotted under the authority set out in paragraph 7.2; and (ii) in any other case, Relevant Securities up to a maximum nominal amount of £24,233 which represents approximately one third of the Company's issued ordinary shares (excluding treasury shares) as at 13 August 2017. This maximum is reduced by the nominal amount of any equity securities allotted under the authority set out in paragraph 7.1 in excess of £24,233.

The maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £48,466.

As at the close of business on 13 August 2018, the Company did not hold any treasury shares.

If given, these authorities will expire at the conclusion of the Company's next AGM or on 21 December 2019 (whichever is the earlier). It is the Directors' intention to renew these authorities each year.

The Directors have no current intention to exercise either of the authorities sought under resolution 7. However, the Directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or to grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise

#### **Resolution 8: Disapplication of Pre-emption Rights**

Generally, if the Directors wish to allot new shares or other equity securities in the Company for cash or sell treasury shares for cash, then they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disappplied by shareholders.

Resolution 8, which will be proposed as a special resolution, renews a similar power given at last year's AGM and, if passed, will give the Directors power, pursuant to the authority to allot granted by resolution 7, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to the existing shareholders in proportion to their existing holdings: (a) in relation to pre-emptive offers and to holders of other equity securities if required by the rights of those securities or the Directors otherwise consider necessary, up to a maximum nominal amount of £24,233 which represents approximately one third of the Company's issued ordinary share capital (excluding treasury shares) as at 13 August 2018 (being the latest practicable date prior to the publication of this document) and, in relation to rights issues only, up to a maximum additional amount of £24,233 which represents approximately one third of the Company's issued ordinary share capital (excluding Treasury shares) as at 13 August 2018 (being the latest practicable date prior to the publication of this document); and (b) in any other case, up to a maximum nominal

amount of £3,634 (which represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 13 August 2018, being the latest practicable date before the publication of this document).

This resolution is in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-emption Group's Statement of Principles as updated in March 2015) (**Statement of Principles**), and the template resolutions published by the Pre-Emption Group in May 2016.

In compliance with the Statement of Principles the Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to the authority granted in clause 8.2 of this resolution other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

In addition, the Directors confirm that in accordance with the Statement of Principles, they do not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless shareholders have been notified and consulted in advance.

If given, the authority granted by this resolution will expire at the conclusion of the Company's next AGM or on 21 December 2019 (whichever is the earlier). The Directors have no present intention to exercise the authority conferred by this resolution. It is the Directors' intention to this authority each year.

#### **Resolution 9: Purchase by the Company of its own Shares**

Resolution 9, which will be proposed as a special resolution, renews a similar authority given at last year's AGM. This resolution seeks authority for the Company to make market purchases of its own ordinary shares. If passed, the resolution gives authority for the Company to purchase up to 7,269,966 of its ordinary shares representing just under 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 13 August 2018, being the last practicable date before the publication of this document).

The resolution specifies the minimum and maximum prices of which may be paid for any ordinary shares purchased under this authority. If given, this authority will expire at the conclusion of the Company's next AGM or on 21 December

2019 (whichever is the earlier). It is the Directors' intention to renew this authority each year.

The Directors have no current intention to exercise the authority sought under resolution 9 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the Directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

The Company is permitted to hold its own shares it has purchased in treasury, as an alternative to cancelling them. Shares held by the Company in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under the Company's share schemes. While held in treasury, the Company's shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The Directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury. If, at a future date, the Directors exercise this authority in order to provide the Company with additional flexibility in the management of its capital base, the Directors will have regard to institutional shareholder guidelines which may be in force at the time of any such purchase, holding or resale of shares held in treasury

#### **Resolution 10: Adoption of new SAYE plan**

Resolution 10 is a significant item of business that we wish to bring to our shareholders at the AGM.

The Sharesave Plan is a savings-related share option scheme under which options to acquire ordinary shares in the Company may be granted to qualifying employees. It is intended to satisfy the conditions of Schedule 3 to the Income Tax (Earnings & Pensions) Act 2003 such that options granted pursuant to the Sharesave Plan may benefit from certain tax reliefs on exercise of the options. A summary of the key features of the Sharesave Plan is set out in the Appendix to this Notice of Annual General Meeting.

The maximum number of new shares in the Company which may be allocated pursuant to the Sharesave Plan is 2.5 percent of the issued share capital of the Company from time to time. This dilution limit is in addition to the "10% in ten years" dilution limit which the Company applies to all its other employee share plans. The Company has discussed this limit and the proposed Sharesave Plan with key stakeholders

# APPENDIX: SHARESAVE PLAN SUMMARY

## Summary of Sharesave Plan

- 1. Nature of the plan:** The Sharesave Plan is a UK tax-advantaged savings-related share option plan operated by the board of directors (**Board**) pursuant to which eligible employees may be offered options (**Options**) to acquire ordinary shares in the Company (**Shares**) at a price determined by the Board which can be set at a discount of up to 20 per cent. of the market value of a Share at the date of invitation to apply for an option.
- 2. Eligibility:** All eligible employees and full-time directors of any company within the Company's group of companies (**Group**) who have been with the Group for a period determined by the Board (not exceeding five years), are eligible to participate. All employees who are eligible to participate must do so on similar terms although this may vary by reference to levels of remuneration, length of service or other similar factors.
- 3. Savings contracts:** Each participant must enter into a savings contract (**Contract**) approved by the Board for a period of three or five years under which he agrees to make monthly savings of an amount decided by him, subject to a minimum specified by the Board which may not exceed £10 (or such other minimum permitted by the legislation from time to time) and up to the maximum specified by the Board and permitted by the legislation (currently £500 per month).
- 4. Grant of Options:** The number of Shares over which a participant will be granted an Option will be the number of Shares which, taking into account the price payable on exercise of the Option, can be purchased with the amount saved under the Contract (which, subject to applicable legislation and regulations, may include a bonus payable under the Contract).  
Invitations to apply for the grant of Options may normally be issued under the Sharesave Plan during the period of 42 days starting immediately after the end of a closed period within the meaning in the Market Abuse Regulation (EU Regulation 596/2014). However, invitations may be made outside these periods if the circumstances are deemed to be exceptional. Without further shareholder approval, Options under the Sharesave Plan may only be made within 10 years of shareholder approval of the Sharesave Plan.
- 5. Exercise of Options:** Options may normally only be exercised during the six month period following maturity of the Contract and if not exercised by the end of that period will lapse. This may be following the third or fifth anniversary of commencement of the Contract.
- 6. Leavers:** Early exercise is permitted in the event of cessation of employment within the Group by reason of death, injury, disability, redundancy, retirement, or the sale of the participant's employing company or business out of the Group (but only to the extent of savings plus any bonus accumulated in the related Contract up to the time of exercise). If a participant ceases to be employed within the Group for any other reason within three years of the grant of an Option, that Option will lapse. If a participant ceases to be employed within the Group for any other reason (except for reason of gross misconduct) more than three years from the grant of an Option, the participant may exercise that Option within six months of so ceasing (but no later than the end of the six month period following maturity of the related Contract).
- 7. Change of control and other corporate events:** Early exercise is also permitted in the event of a change of control, compromise or arrangement, or voluntary winding up of the Company. On a change of control, or compromise or arrangement, with the consent of the acquiring company, Options may be exchanged so as to operate over shares in the acquiring company (or a company associated with it).
- 8. Options non-transferable:** An Option is not transferable and may only be exercised by the person to whom it is granted or their personal representatives.
- 9. Share capital limits:** An Option may not be granted if the result of granting the Option would be that the aggregate number of Shares placed under Option under the Sharesave Plan in the preceding ten year period, would exceed 2.5 per cent. of the Company's issued ordinary share capital at that time.
- 10. Rights attaching to Shares:** If Shares are listed on the official list maintained by the UK Financial Conduct Authority or traded on AIM, the Company shall apply to the UK Listing Authority or the London Stock Exchange (as the case may be) for any Shares issued to satisfy Options to be admitted to listing. Such Shares allotted pursuant to the Sharesave Plan will rank *pari passu* with Shares then in issue except in relation to any rights determined by reference to a date preceding the date on which the Shares are allotted.
- 11. Variation of share capital:** In the event of a variation of share capital by way of capitalisation, rights issue, subdivision, reduction, consolidation or otherwise, the number of Shares subject to a subsisting Option



and the price payable on exercise may be adjusted in such manner as the Board determines (but subject to applicable legislation).

**12. Amendments:** The Board may alter the Sharesave Plan but certain amendments to the advantage of current or future participants cannot take effect without shareholder approval, unless they are minor amendments to benefit the administration of the plan, or amendments which are necessary or desirable to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company or other member of the Group. The amendments which will generally require shareholder approval are amendments to the persons to whom Options may be granted, the maximum and individual limits on the number of Shares over which Options can be granted under the plan, the provisions for adjusting Options in the event of a variation of share capital and the provisions for altering the terms of the plan.

**13. Rights not pensionable:** None of the benefits which may be received under the Sharesave Plan shall be pensionable.

# Notes to Notice of Meeting

## Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00pm on 21 September 2018 (or, if the meeting is adjourned, 6.00pm on the date which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend, speak or vote (and the number of the votes they may cast) at the meeting.

## Proxies

2. A shareholder is entitled to appoint another person or persons as his or her proxy/proxies to exercise all or any of his or her rights to attend and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder 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 shareholder. If more than one proxy is appointed in respect of a different share or shares held by a shareholder but the proxy appointment does not specify to which share or shares the appointment or appointments relate or the total number of shares in respect of which appointments are made exceeds the total holding of the shareholder, the Directors (in their absolute discretion) shall decide which of the proxies so appointed shall be entitled to attend and vote and be counted in the quorum at any general meeting.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting. In the event of a poll in which a shareholder votes in person, any proxy votes lodged with the Company by or on behalf of such shareholder will be excluded.

A proxy may only be appointed in accordance with the procedures set out in notes 3 to 5 below and the notes to the proxy form.

3. A form of proxy is enclosed. When appointing more than one proxy, please complete a separate proxy form in relation to each appointment. The proxy form may be photocopied. Please take care to state clearly on each proxy form the number of shares in relation to which each proxy is appointed. Please return all forms together and tick the box to indicate that each form is one of multiple instructions being given.

To be valid, a proxy form (together with any authority under which it is executed) must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Link Asset Services, no later than 10.00am on 21 September 2018 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any alterations to the form should be clearly initialled.

If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or execution) will be valid. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of the relevant share(s).

4. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy or proxies electronically by logging onto [www.signalshares.com](http://www.signalshares.com). Full details of the procedures are given on that website. For an electronic proxy appointment to be valid, the appointment must be received by Link Asset Services, no later than 10.00am on 21 September 2018 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or Link Asset Services which is found to contain a virus will not be accepted by the Company but every effort will be made by the Company to inform the shareholder of the rejected communication.

5. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) 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 voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions as described in the CREST Manual. 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 Link Asset Services (ID RA10) no later than 10.00am on 21 September 2018 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). No such message received through the CREST Network after this time will be accepted. 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 Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### Corporate representatives

6. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

### Method of Voting

7. Poll voting has been adopted as the method of voting at the AGM in line with best practice and to reflect more accurately the views of shareholders. This gives all shareholders the opportunity to participate in the decision-making of the Company and have their votes recorded even if they are unable to attend the meeting in person.

### Total Voting Rights

8. As at 13 August 2018 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 72,699,665 ordinary shares of 0.1p each, carrying one vote each. Therefore, the total voting rights in the Company as at 13 August 2018 are 72,699,665.

### Nominated Persons

9. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Act (**Nominated Person**):
  - 9.1 the Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - 9.2 if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 to 5 above does not apply to a Nominated Person. The rights described in such notes can only be exercised by shareholders of the Company.

### Website publication of audit concerns

10. A shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see note 8 above), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either 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 meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last

annual general meeting of the Company in accordance with section 527 of the Act.

Any such request must:

- 10.1 identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- 10.2 comply with the requirements set out in note 11 below; and
- 10.3 be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- 10.4 it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
  - 10.5 it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website; and
  - 10.6 the statement may be dealt with as part of the business of the meeting.
11. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 10:
    - 11.1 must be made in hard copy by sending it to the Company Secretary, WYG plc, Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ;
    - 11.2 must state the full name(s) and address(es) of the shareholder(s); and
    - 11.3 (where the request is made in hard copy form) must be signed by the shareholder(s).

### Questions at the meeting

12. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The Company must answer any such question unless:
  - 12.1 to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
  - 12.2 the answer has already been given on a website in the form of an answer to a question; or
  - 12.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### Documents available for inspection

13. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
  - 13.1 Copies of the service contracts of the executive Directors;

- 13.2 copies of the letters of appointment of the non-executive Directors;
- 13.3 a copy of the rules of the Sharesave Plan, and
- 13.4 the register of Directors' interests in the share capital of the Company.

#### **Shareholders' right to require circulation of resolution to be proposed at the meeting**

- 14. Shareholders or shareholders meeting the threshold requirements set out in section 338 of the Act, may, subject to conditions, require the Company to give to notice of a resolution which may properly be moved and is intended to be moved at that meeting. The conditions are:
  - 14.1 The resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
  - 14.2 the resolution must not be defamatory of any person, frivolous or vexatious;
  - 14.3 the request:
    - 14.3.1 must be in hard copy form;
    - 14.3.2 must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another shareholder, clearly identifying the resolution which is being supported
    - 14.3.3 must be authenticated by the person or persons making it and;
    - 14.3.4 must be sent to the Company Secretary no later than Tuesday 14 August 2018.

#### **Communications with the Company**

- 15. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the following means:
  - 15.1 calling our shareholder helpline on 0871 664 0300 operated by Link Asset Services for all enquiries in relation to your shareholding; or
  - 15.2 by calling 0113 278 7111 and asking for the Company Secretary in relation to any other enquiry in relation to the AGM.

No other methods of communication will be accepted. Any electronic communication sent by a shareholder which to the Company or Link Asset Services which is found to contain a virus will not be accepted by the Company but every effort will be made by the Company to inform the shareholder of the rejected communication.