

**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 advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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# 4imprint Group plc

(incorporated and registered in England and Wales under number 00177991)

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET on Tuesday 10 May 2016 at 11.00 a.m. is set out in this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the Annual General Meeting.

# 4imprint Group plc

(incorporated and registered in England and Wales under number 00177991)

**Registered Office:**

7/8 Market Place  
London  
W1W 8AG  
6 April 2016

*To the holders of 4imprint Group plc shares*

**Notice of Annual General Meeting**

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET on Tuesday 10 May 2016 at 11.00 a.m. The formal notice of Annual General Meeting is set out on page 4 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 11.00 a.m. on Friday 6 May 2016.

**Reports and Accounts**

Shareholders are being asked to receive the accounts for the period ended 2 January 2016, together with the report of the directors and the auditors’ report thereon.

**Final dividend**

Shareholders are being asked to approve a final dividend of 26.80 cents per ordinary share for the year ended 2 January 2016. If you approve the recommended final dividend, this will be paid on 13 May 2016 to all ordinary shareholders who were on the register of members on 8 April 2016.

**Remuneration Report**

Shareholders are being asked to approve the Remuneration Report for the period ended 2 January 2016, as set out on pages 34 to 40 of the Annual Report.

**Election of Charles John Brady and Paul Stephen Moody as Directors**

Charles John Brady and Paul Stephen Moody were appointed Directors by the Board on 11 June 2015 and 1 February 2016, respectively. They both offer themselves for election. Shareholders are being asked to approve both appointments.

**Re-election of John William Poulter, Kevin Lyons-Tarr, Andrew James Scull, David John Emmott Seekings and John Anthony Warren as Directors**

In line with most recent corporate governance guidelines, John William Poulter, Kevin Lyons-Tarr, Andrew James Scull, David John Emmott Seekings and John Anthony Warren will retire and offer themselves for re-election as a director. Shareholders are being asked to approve each of their re-elections. Biographical details concerning each of the proposed candidates for re-election can be found on pages 20 and 21 of the Annual Report and Accounts 2015 and also on our website at <http://investors.4imprint.com>.

The Board is satisfied that John William Poulter, the Non-Executive Chairman, Charles John Brady, Paul Stephen Moody and John Anthony Warren, the Non-Executive Directors being proposed for election and re-election (as the case may be), continue to perform effectively and demonstrate commitment to their roles. They have been chosen for their broad and relevant experience.

**Re-appointment of Auditors and Fees**

Shareholders are being asked to approve the re-appointment of PricewaterhouseCoopers LLP as auditors to the Company for the financial period ending 31 December 2016, and to authorise the Board to set the auditors’ fees.

**Authority to allot shares and disapplication of pre-emption rights**

Shareholders are being asked to authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006 and to disapply pre-emption rights in respect of some of those shares.

**Purchase of own shares**

Shareholders are being asked to authorise the Company to purchase its own shares in accordance with section 701 of the Companies Act 2006.

### **Notice of General Meetings**

We are asking Shareholders to authorise general meetings (other than an annual general meeting) being called on not less than 14 clear days' notice.

Explanatory notes on business to be considered at this year's AGM appear on pages 8 and 9 of this document.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its Shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,



**John Poulter**  
Chairman

#### *Inspection of documents*

The following documents will be available for inspection at the registered office of the Company from 6 April 2016 until the time of the AGM and at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET from 15 minutes before the AGM until it ends:

- copies of the Executive Directors' service contracts;
- copies of letters of appointment of the Chairman and the non-executive directors; and
- copies of the Company's annual accounts, the Directors' report, the Strategic report, the Remuneration report and the auditors' report.

# 4imprint Group plc

## NOTICE OF ANNUAL GENERAL MEETING

This year's Annual General Meeting will be held at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET on Tuesday 10 May 2016 at 11.00 a.m. You will be asked to consider and pass the resolutions below. Resolutions 14, 15 and 16 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### Ordinary Resolutions

1. To receive the report of the directors and the financial statements for the period ended 2 January 2016, together with the report of the auditors.
2. To approve the Remuneration Report. The Remuneration Report can be found on pages 34 to 40 of the Annual Report.
3. To declare a final dividend of 26.80 cents per ordinary share for the period ended 2 January 2016.
4. To elect Charles John Brady who was appointed to the Board on 11 June 2015 and, being eligible, offers himself for election as a director.
5. To elect Paul Stephen Moody who was appointed to the Board on 1 February 2016 and, being eligible, offers himself for election as a director.
6. To re-elect John William Poulter who retires and, being eligible, offers himself for re-election as a director.
7. To re-elect Kevin Lyons-Tarr who retires and, being eligible, offers himself for re-election as a director.
8. To re-elect Andrew James Scull who retires and, being eligible, offers himself for re-election as a director.
9. To re-elect David John Emmott Seekings who retires and, being eligible, offers himself for re-election as a director.
10. To re-elect John Anthony Warren who retires and, being eligible, offers himself for re-election as a director.
11. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company from the conclusion of the AGM for the financial period ending 31 December 2016.
12. To authorise the Board to set the auditors' fee.
13. That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £3,585,323, such authority to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 9 August 2017) but during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

### Special resolutions

14. That if resolution 13 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
  - (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
    - (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; and
  - (B) in the case of the authority granted under resolution 13 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £537,798.such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 9 August 2017) 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 allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

15. That the Company be authorised for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 38<sup>6</sup>/<sub>13</sub> pence each, such power to be limited:

(A) to a maximum number of 2,796,553 ordinary shares; and

(B) by the condition that the minimum price which may be paid for an ordinary share is 38<sup>6</sup>/<sub>13</sub> pence and the maximum price which may be paid for an ordinary share is the highest of:

(i) an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses;

such power to apply until the end of next year's Annual General Meeting (or, if earlier, 9 August 2016), but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

16. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

6 April 2016

By order of the Board



**Andrew Scull**  
Company Secretary

Registered Office:

7/8 Market Place

London

W1W 8AG

Registered in England and Wales No. 00177991

## PART II

### Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open Monday to Friday from 9.00 am to 5.30 pm). All members (other than those who held their shares in CREST) may register their proxy appointments and instructions on-line by visiting the website of the Company's registrars, Capita Asset Services, by logging into [www.capitashareportal.com](http://www.capitashareportal.com) where full instructions are given. In order to register your vote on-line you will need to enter the Investor Code, which is given on the Share Certificate.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or at the electronic address provided in the proxy form, in each case no later than 11.00 a.m. on Friday 6 May 2016.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
5. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on Friday 6 May 2016 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at close of business on 4 April 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 27,965,530 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at close of business on 4 April 2016 are 27,965,530.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on Friday 6 May 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have

the right to require the Company to publish on a website 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

14. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
15. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at <http://investors.4imprint.com>.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14, 15 and 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### RESOLUTION 13

#### Authority to Allot Shares (Ordinary Resolution)

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 £3,585,323 (representing 9,321,843 ordinary shares of 38<sup>9</sup>/<sub>13</sub>p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 4 April 2015, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 9 August 2017 and the conclusion of the Annual General Meeting of the Company held in 2017.

The Directors have no present intention to exercise the authority sought under this resolution.

As at the date of this Notice, no ordinary shares are held by the company in treasury.

### RESOLUTION 14

#### Dis-application of pre-emption rights (Special Resolution)

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. It would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £537,798 (representing 1,398,276 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 4 April 2016, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors note the Pre-Emption Group's revised Statement of Principles published in March 2015, regarding such authority being increased from 5% to 10% of the Company's issued ordinary share capital in certain circumstances. However, the Directors consider that such additional authority is not needed by the Company. The Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 9 August 2017 and the conclusion of the Annual General Meeting of the Company held in 2017.

### RESOLUTION 15

#### Authority to make market purchases of own shares (Special Resolution)

Authority is sought for the Company to purchase up to 10 per cent. of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous annual general meetings.

The Directors have no present intention of exercising the authority to make market purchases, however the authority provides the flexibility to allow them to do so in the future. The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per shares of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 38<sup>9</sup>/<sub>13</sub>p, its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has options outstanding over 156,464 ordinary shares, 0.6% per cent. of the Company's ordinary issued share capital as at 2 January 2016.

If the existing authority given at the 2015 Annual General Meeting and the authority now being sought by resolution 15 were to be fully used, the options outstanding would represent 0.7% per cent. of the Company's ordinary issued share capital.

The authority will expire at the earlier of 9 August 2017 and the conclusion of the Annual General Meeting of the Company held in 2017.



**RESOLUTION 16****Notice of general meetings (Special Resolution)**

Resolution 16 seeks the approval of the Shareholders (as required by the Companies (Shareholders' Rights) regulations 2009 (the "Shareholders' Rights Regulations")) to replace a similar authority granted to the Directors at the 2015 Annual General Meeting to allow the Company to call general meetings (other than annual general meetings) on 14 clear days' notice. The approval will be effective until the company's next AGM, when it is intended that a similar resolution will be proposed. The Company does not intend to use this authority routinely. The Company intends that this authority will only be used in limited circumstances for time-sensitive matters where a shorter notice period would be to the advantage of the shareholders as a whole. The Company will also need to meet the requirements for electronic voting under the Shareholder Rights' Regulations before it can call a general meeting on 14 days' notice.







**Group office**

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