



4imprint Group plc

(registered in England and Wales under company number 00177991)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Wednesday 22 May 2024 at 11.00 a.m.

at

The Great Room, 25 Southampton Buildings, London, WC2A 1AL

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 your independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in 4imprint Group plc, please pass this notice of the 2024 Annual General Meeting 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.

4IMPRINT GROUP PLC

Dear Shareholder,

2024 Annual General Meeting

I am pleased to be writing to you with details of the Annual General Meeting (“AGM”) of 4imprint Group plc (the “Company”) which will be held at The Great Room, 25 Southampton Buildings, London, WC2A 1AL on Wednesday 22 May 2024 at 11.00 a.m. Formal notice of the AGM is set out on pages 4 and 5 of this document, explanatory notes to the Resolutions on pages 6 to 9 and Shareholder notes on pages 10 to 12.

Attendance at the AGM and appointment of proxies

We are planning to hold the AGM in person this year. Any changes to the AGM arrangements will be communicated to Shareholders before the meeting through our website <https://investors.4imprint.com> and, where appropriate, by way of a RNS announcement.

The Company will not permit behaviour that may interfere with another person's security, safety or the good order of the AGM. Any such behaviour will be dealt with appropriately by the Chairman. Please ensure that all electronic equipment (including mobile phones) is switched off throughout the AGM.

Even for those Shareholders who are intending to attend the AGM in person, we strongly recommend that all Shareholders complete and submit a proxy form in accordance with the instructions set out in the Shareholder Notes. Shareholders are encouraged to appoint me, as the Chairman of the meeting, as a proxy to ensure their vote will be counted.

Proxy voting

You will not receive a hard copy form of proxy for the 2024 AGM in the post. Instead, you will be able to vote electronically via the website provided by the Company's Registrar www.signalshares.com. You will need to log into your account or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, Link Group.

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 11.00 a.m. on Monday 20 May 2024.

If you need help with voting online or are unable to vote online and require a hard copy Form of Proxy, please contact our Registrar, Link Group, at shareholderenquiries@linkgroup.co.uk or by phone on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you can contact Link via their postal address at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

How to ask questions at the AGM

The AGM is your opportunity to ask the Board questions about the Company. As this is a Shareholders' meeting, we ask you to please restrict any questions to Shareholder matters. You can submit any questions you may have in advance of the AGM via email at agm@4imprint.com or by post to the Company Secretary, at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT by 11.00 a.m. on Monday 20 May 2024. We will publish the answers to your questions on our website as soon as practicable and, wherever possible, prior to the deadline for the return of proxy votes at the AGM (or, where that is not possible, after the AGM). There will also be an opportunity for Shareholders to raise questions on Shareholder matters at the AGM itself.

Report and accounts

Shareholders are being asked to receive the accounts for the period ended 30 December 2023, together with the report of the Directors and the auditor's report thereon.

Remuneration report

Shareholders are also being asked to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy – see below) as set out on pages 78 to 92 of the Company's Annual Report & Accounts for the period ended 30 December 2023.

Remuneration policy

The Company's Directors' Remuneration Policy (the “Policy”) was last approved by Shareholders at the 2021 AGM. In line with the relevant legislation, which requires Shareholders to approve the Policy every three years, Shareholders are now being asked to approve the Policy set out on pages 79 to 86 of the Remuneration Report, contained within the 2023 Annual Report & Accounts. If approved, the Policy will apply to all remuneration payments made from 22 May 2024 until a new Policy is approved by Shareholders (which is anticipated to be at the 2027 AGM). Details of the changes to the Policy from the version approved by Shareholders at the 2021 AGM are referred to on page 79 of the 2023 Annual Report & Accounts.

Long-term incentive plan

Shareholders are being asked to approve the implementation of a new discretionary share plan (the “Plan”) over ordinary shares in the Company, to incentivise and retain eligible employees and facilitate the future recruitment of senior executives and executive directors. A summary of the Plan is set out at Appendix 1, pages 13 to 15 of this document.

Final dividend

Shareholders are being asked to approve a final dividend of 150.0 cents (117.0 pence) per ordinary share for the period ended 30 December 2023. If Shareholders approve the recommended final dividend, this will be paid on 3 June 2024 to all holders of ordinary shares who were on the register of members on 3 May 2024.

Re-election of Directors

Each of Lindsay Claire Beardsell, John Michael Gibney, Kevin Lyons-Tarr, Paul Stephen Moody, Jaz Rabadia Patel, David John Emmott Seekings and Christina Dawn Southall 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 page 7.

It is considered that the performance of each Director submitting themselves for re-election continues to be effective and that all Directors demonstrate the requisite commitment to the role. It is therefore recommended that all Directors be re-elected.

Appointment of auditor and fees

Shareholders are being asked to approve the re-appointment of Ernst & Young LLP as auditor to the Company until the conclusion of the next general meeting at which accounts are laid, and to authorise the Directors to determine the auditor’s remuneration.

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 (the “Act”) 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 Act.

Notice of general meetings

Shareholders are being asked 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 6 to 9 of this document.

Recommendation

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,

PAUL MOODY
CHAIRMAN
15 April 2024

4imprint Group plc

Registered in England and Wales No. 00177991
Registered Office: 25 Southampton Buildings, London, WC2A 1AL

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 Annual General Meeting of 4imprint Group plc will be held at The Great Room, 25 Southampton Buildings, London, WC2A 1AL on Wednesday 22 May 2024 at 11.00 a.m.

Shareholders will be asked to consider, and if thought fit to pass, the resolutions below. Resolutions 16, 17 and 18 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

1. To receive the Company's Annual Report & Accounts for the period ended 30 December 2023, including the Strategic Report and the reports of the Directors and the Company's auditor.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) contained within the Company's Annual Report & Accounts for the period ended 30 December 2023. The Remuneration Report can be found on pages 78 to 92 of that Annual Report.
3. To approve the Directors' Remuneration Policy set out on pages 79 to 86 of the Directors' Remuneration Report for the period ended 30 December 2023, contained within the Company's Annual Report & Accounts for the period ended 30 December 2023.
4. To approve the 4imprint Long Term Incentive Plan (the "**Plan**") which is summarised in Appendix 1 on pages 13 to 15 to this Notice, the rules of which are produced to this meeting and for the purposes of identification initialled by the Chairman, and the Board be authorised to do all such acts and things necessary or desirable to establish the Plan, and that the Board be authorised to adopt further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Plan.
5. To approve a final dividend of 150.0 cents (117.0 pence) per ordinary share for the period ended 30 December 2023, payable on 3 June 2024 to Shareholders on the register of members at the close of business on 3 May 2024.
6. To re-elect Lindsay Claire Beardsell as a Director.
7. To re-elect John Michael Gibney as a Director.
8. To re-elect Kevin Lyons-Tarr as a Director.
9. To re-elect Paul Stephen Moody as a Director.
10. To re-elect Jaz Rabadia Patel as a Director.
11. To re-elect David John Emmott Seekings as a Director.
12. To re-elect Christina Dawn Southall as a Director.
13. To re-appoint Ernst & Young LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the meeting.
14. To authorise the Directors of the Company to determine the auditor's remuneration.
15. To resolve that the Directors of the Company be and hereby are authorised generally and without condition, in accordance with section 551 of the Act, to exercise all powers of the Company 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 £3,611,862, such authority to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 22 August 2025), 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 Directors 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 expired.

Special Resolutions

16. That if resolution 15 is passed, the Board be given power to allot equity securities (as defined in the Act) 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 Act 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 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;

- (B) in the case of authority granted under resolution 15 and/or in the case of any sale of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £1,083,558; and
- (C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such power to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 22 August 2025) 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.

17. That the Company be and is hereby authorised for the purposes of section 701 of the Act generally and without conditions to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares, provided that:

- (A) the Company may not purchase more than 2,817,250 of its ordinary shares in aggregate;
- (B) the Company may not pay less than the nominal value for each ordinary share purchased;
- (C) the Company may not pay more per ordinary share than the higher of:
 - (i) an amount equal to 5% above the average of the middle market quotation of its ordinary shares, based on the London Stock Exchange's Daily Official List for the five business days before the day on which the Company agrees to buy the shares; 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 authority to expire at the end of next year's Annual General Meeting (or, if earlier, 22 August 2025). However, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed fully or partly after this authority expires and the Company may purchase ordinary shares pursuant to any such contract or contracts as if the power had not expired.

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

By order of the Board

EMMA TAYLOR
COMPANY SECRETARY
15 April 2024

4imprint Group plc

Registered in England and Wales No. 00177991

Registered Office: 25 Southampton Buildings, London, WC2A 1AL

EXPLANATORY NOTES TO RESOLUTIONS

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

Resolutions 1 to 15 (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 16, 17 and 18 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 1

Annual Report & Accounts (Ordinary Resolution)

Under section 437 of the Act, the Directors are required to present the Company's Annual Report & Accounts for the period ended 30 December 2023 to a general meeting, together with the Directors' reports and the Auditor's report on those accounts.

Resolution 2

Directors' Remuneration Report (Ordinary Resolution)

The Company is required to ask Shareholders to vote on the Remuneration Report as set out on pages 78 to 92 of the Company's Annual Report & Accounts for the period ended 30 December 2023. This resolution excludes the portion of the Remuneration Report relating to the Remuneration Policy – see resolution 3. This vote is advisory.

Resolution 3

To approve the Directors' Remuneration Policy (Ordinary Resolution)

The Company is required to put the Directors' Remuneration Policy (the "Policy") to Shareholders for their approval every three years. The Policy is approved by an ordinary resolution. If approved, the Policy will apply to all remuneration payments from 22 May 2024, until Shareholders approve a new Policy (which is expected to be at the 2027 AGM). This ordinary resolution is an important resolution as the Company can only make remuneration payments (or payments for loss of office) to its Directors if they are consistent with the Policy. The Policy is set out on pages 79 to 86 of the Remuneration Report contained within the Annual Report & Accounts for the period ended 30 December 2023. If the Policy is not approved, the Company will continue to operate in line with the current Remuneration Policy which was approved by Shareholders at the Company's AGM on 18 May 2021 and will seek approval of a new Remuneration Policy as soon as possible.

Resolution 4

To approve the new Long Term Incentive Plan (Ordinary Resolution)

The Company is seeking Shareholder approval for the implementation of a new discretionary share plan (the "Plan") over ordinary shares in the Company, to incentivise and retain eligible employees and facilitate the future recruitment of senior executives and executive directors. A summary of the Plan is set out at Appendix 1. A copy of the full draft Plan rules will be available for inspection by Shareholders on the National Storage Mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this notice of Annual General Meeting and at the place of the Annual General Meeting from 15 minutes prior to its commencement until its conclusion.

Resolution 5

To approve a final dividend (Ordinary Resolution)

The Directors seek Shareholder approval of a final dividend of 150.0 cents (117.0 pence) per ordinary share payable (gross of any applicable tax) on 3 June 2024 to Shareholders on the register of members at the close of business on 3 May 2024. The ISIN for the ordinary shares of 4imprint Group plc is GB0006640972.

RESOLUTIONS 6 TO 12

Re-election of Directors (Ordinary Resolutions)

In accordance with the Code, the Board believes that it is of a size appropriate to the needs of the business and that it has the appropriate balance of skills, experience, independence and knowledge to enable it and its Committees to discharge their duties and responsibilities effectively. In accordance with the Code, all Directors are standing for re-election at the AGM this year.

It is considered that the performance of each Director submitting themselves for re-election continues to be effective and that all Directors demonstrate the requisite commitment to the role. It is therefore recommended that all Directors be re-elected.

Full biographical details of each Director are set out below.

Resolution 6

Re-election of Lindsay Claire Beardsell as a Director

L.C. Beardsell: Independent Non-Executive Director: Appointed as Non-Executive Director in September 2021

Lindsay is currently Executive Vice President, General Counsel at Tate & Lyle plc, the global supplier of food and beverage ingredients, which she joined in 2018. In addition to her extensive legal and governance background, Lindsay brings a breadth of commercial experience, both in the UK and internationally, having previously worked as General Counsel at Ladbrokes Coral plc, SuperGroup plc and Gazprom Energy Group. She is a graduate of European Law from the University of Warwick.

Resolution 7

Re-election of John Michael Gibney as a Director

J.M. Gibney: Independent Non-Executive Director: Appointed as Non-Executive Director in March 2021

John currently serves as a Non-Executive Director and Chair of the Audit Committee at C&C Group plc. John is a chartered accountant who has extensive public company experience, having served for 17 years as Chief Financial Officer of Britvic plc, a leading European soft drinks business, where he was responsible for finance, legal, estates, risk management, quality, safety and environment and procurement. Prior to joining Britvic John was Senior Corporate Finance & Planning Manager for Bass plc, and prior to that role, Finance Director and subsequently Deputy Managing Director of Gala Clubs. John has previously been a Non-Executive Director and Chair of the Audit Committee at PureCircle PLC and Dairy Crest PLC.

Resolution 8

Re-election of Kevin Lyons-Tarr as a Director

K. Lyons-Tarr: Chief Executive Officer: Appointed as Executive Director in June 2012 and became Chief Executive Officer in March 2015

Based in Oshkosh, Wisconsin, Kevin has been with the business since 1991, serving in several capacities, including Chief Information Officer and Chief Operating Officer. He was appointed President of the Direct Marketing business in 2004 and has led its substantial growth since then.

Resolution 9

Re-election of Paul Stephen Moody as a Director

P.S. Moody: Non-Executive Chairman: Appointed as Non-Executive Director in February 2016 and became Non-Executive Chairman in December 2016

Paul currently serves on the Board of Card Factory plc as Non-Executive Chairman. He was previously Non-Executive Chairman of Johnson Service Group plc and a Non-Executive Director of Pets at Home Group plc. Paul has extensive public company experience spending 17 years at Britvic plc, including the last eight years as Chief Executive. Prior to that, he held a number of senior appointments in sales and HR, with companies including Grand Metropolitan plc and Mars.

Resolution 10

Re-election of Jaz Rabadia Patel as a Director

J. Rabadia Patel: Independent Non-Executive Director: Appointed as Non-Executive Director in September 2021

Jaz is a Chartered Energy Manager with over 15 years of experience in energy, recycling and sustainability roles. She is currently Head of Responsible Business and Sustainability at Just Eat Takeaway.com, an online food order and delivery service, which she joined in December 2021. Prior to this she was Director of Energy, Sustainability and Social Impact at WeWork and she has also held senior positions at Starbucks Coffee Company and Sainsbury's Supermarkets Ltd. In 2015 Jaz was awarded an MBE for services to sustainability in the energy management sector and promoting diversity amongst young people in the STEM sectors.

Resolution 11

Re-election of David John Emmott Seekings as a Director

D.J.E. Seekings: Chief Financial Officer: Appointed as Chief Financial Officer in March 2015

David is a chartered accountant, having trained and qualified with KPMG. David has been with the 4imprint Group since 1996, initially as Group Financial Controller, moving to the USA in 2000 to become Chief Financial Officer of 4imprint Direct Marketing, based in Oshkosh, Wisconsin.

Resolution 12

Re-election of Christina (Tina) Dawn Southall as a Director

C.D. Southall: Independent Non-Executive Director: Appointed as Non-Executive Director in May 2019

Tina is the Chair of the Bally's Foundation in the UK and the former Executive Vice President – People for Bally Interactive, a NYSE listed company operating some of the world's biggest casinos, gaming and sports media sites. Prior to this, Tina held executive sales and marketing roles at Vodafone Group Plc, culminating in her appointment as Regional Director, Northern Europe for Vodafone Global Enterprise, and she served as a long-standing Trustee of The Vodafone Foundation. Prior to joining Vodafone, Tina held senior positions at Avis Europe and at the RAC.

EXPLANATORY NOTES TO RESOLUTIONS CONTINUED

Resolution 13

Auditor re-appointment (Ordinary Resolution)

Under section 489 of the Act, the Company is required to appoint an auditor at each general meeting at which accounts are laid before Shareholders. This resolution proposes the re-appointment of Ernst & Young LLP as auditor of the Company for the period ending 28 December 2024.

Resolution 14

Auditor remuneration (Ordinary Resolution)

Section 492 of the Act requires the auditor's remuneration to be fixed by the Company's Shareholders by ordinary resolution or in such manner as the Company's Shareholders may by ordinary resolution determine. This resolution proposes that the Directors be authorised to determine the remuneration of the auditor. In practice, and in line with the Code and the Competition and Markets Authority's Order on statutory audit services, the Audit Committee will consider and approve the audit fees on behalf of the Board. Details of the remuneration paid to the Company's auditor for 2023 and details of how the Audit Committee monitors the effectiveness and independence of the auditor can be found in the Company's Annual Report & Accounts for the period ended 30 December 2023.

Resolution 15

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 £3,611,862 (representing 9,390,840 ordinary shares of 38^{6/13}p each). This amount represents approximately, but not more than, one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 12 April 2024, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 22 August 2025 and the conclusion of the Annual General Meeting of the Company held in 2025.

The Directors have no present intention to exercise the authorities sought under this resolution or to allot shares other than pursuant to the Company's employee share schemes. However, the Directors consider it desirable to have appropriate flexibility as permitted by corporate governance guidelines to be able to act on short notice in appropriate circumstances should it be in the best interests of the Company to do so.

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

Resolution 16

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

Resolution 16 will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour.

Under section 561 of the Act, save in respect of the allotment of bonus shares or shares allotted pursuant to an employees' share scheme, any shares allotted (or, in the case of any shares held in treasury, sold) wholly for cash must be offered to existing Shareholders in proportion to their holdings (a right of pre-emption), but this requirement may be modified by the authority of a special resolution of the Shareholders in general meeting. Resolution 16 would give the Board the power to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings.

The power set out in resolution 16 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary; and
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £1,083,558 (representing 2,817,250 ordinary shares and approximately 10% of the issued ordinary share capital of the Company as at 12 April 2024, the latest practicable date prior to publication of this Notice); and
- (c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum of 2% of the issued ordinary share capital of the Company), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles.

In respect of the authority sought under resolution 16, the Directors acknowledge the provisions of the Pre-Emption Group's most recent Statement of Principles published in November 2022 (the "**Pre-Emption Group's Principles**") and confirms that they will follow the general principles set out therein (including as to any "**follow on**" offers). The Directors have decided to adopt the provisions of the Pre-Emption Group's Principles in relation to the increased maximum of the disapplication of pre-emption rights for the allotment of shares on an unrestricted basis, of up to 10% of the Company's issued share capital. The Directors consider it to desirable to have this flexibility, as permitted by corporate governance guidelines, to be able to allot shares otherwise than on a pre-emptive basis in appropriate circumstances should it be in the best interests of the Company to do so.

In line with previous years, the Directors have decided not to adopt the provisions of the Pre-Emption Group's Principles in relation to the disapplication of pre-emption rights for the allotment of shares in connection with the financing of an acquisition or specified capital investment in certain circumstances, as the Directors believe that resolution 16, as proposed, provides sufficient flexibility to the Company at this time.

The Directors have no present intention to exercise the powers sought by resolution 16. If the powers are used in relation to a non-pre-emptive offer, the Directors confirm their intention to have regard to the provisions of the Pre-emption Group's Statement of Principles issued in November 2022.

The authority will expire at the earlier of 22 August 2025 and the conclusion of the Annual General Meeting of the Company held in 2025.

Resolution 17

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

Shareholder approval is required for a company to purchase its own shares on market under section 701 of the Act. Resolution 17, which will be proposed as a special resolution and requires 75% of the votes to be cast in favour, seeks authority for the Company to purchase up to 10% 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 share 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 38⁹/₁₃p, 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 had options outstanding over 132,292 ordinary shares, 0.47% of the Company's ordinary issued share capital as at 30 December 2023.

If the existing authority given at the 2023 Annual General Meeting and the authority now being sought by resolution 17 were to be fully used, the options outstanding would represent 0.58% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 22 August 2025 and the conclusion of the Annual General Meeting of the Company held in 2025.

Resolution 18

Notice of general meetings (Special Resolution)

Resolution 18, which will be proposed as a special resolution and requires 75% of the votes to be cast in favour, renews the authority that was given at our last AGM. The notice period required by the Act, under section 307A for general meetings of the Company, is 21 clear days unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice. The authority granted by this resolution, if passed, will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will only be used where, taking into account the circumstances, the Directors consider it is merited by the business of the meeting and is thought to be to the advantage of the Company and Shareholders as a whole.

SHAREHOLDER NOTES

1. To be entitled to attend (including attendance by proxy) 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 close of business on Monday 20 May 2024 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Shareholders entitled to attend the Annual General Meeting do not need to undertake further action in order to be able to attend. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend (including attendance by proxy) and vote at the meeting.
2. 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. Even for those Shareholders who are intending to attend the AGM in person, we strongly recommend that all Shareholders complete and submit a proxy form.
3. A hard copy form of proxy has **not** been sent to Shareholders, who may register proxy appointments on-line as set out in note 5 below. However, Shareholders can also request a hard copy proxy form directly from the Company's registrars, Link Group, by emailing at shareholderenquiries@linkgroup.co.uk or by calling Link Group's general helpline team 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 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you can contact Link via their postal address at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
4. In the case of a member which is a company, if submitting a hard copy proxy form, it 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.
5. All members (other than those who held their shares in CREST) may register their proxy appointments and instructions on-line by logging on to the website www.signalshares.com, provided by the Company's registrars, Link Group, where full instructions are given. In order to register for this service you will need your Investor Code, which is given on the Share Certificate. If you need help with voting on-line please contact our Registrar, Link Group on 0371 664 0391. 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 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively you can contact Link via email at shareholderenquiries@linkgroup.co.uk or via their postal address at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you submit more than one proxy instruction, the appointment received last before the latest time for receipt will take precedence. If you are a CREST member, see notes 11 to 14 below.
6. To be valid any proxy form or other instrument appointing a proxy must be completed on-line or received by post or (during normal business hours only) by hand at the offices of the Company's registrars, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the electronic address provided in the proxy form, in each case no later than 11.00 a.m. on Monday 20 May 2024.
7. A 'Vote Withheld' option is provided on the form of proxy which enables you to abstain on any particular resolution. It should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
8. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act 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.
9. The statement of the above rights of Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
10. As at close of business on 12 April 2024 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 28,172,530 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at close of business on 12 April 2024 are 28,172,530.
11. 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.

12. 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 Monday 20 May 2024. 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.
13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International 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.
14. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 a.m. on Monday 20 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
15. 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.
16. 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.
17. In the case of joint holders, where more than one of the joint holders completes a form of proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members, the first-named being the most senior.
18. Under section 527 of the Act 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 Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act to publish on a website.
19. Any member entitled to attend the meeting (including by proxy) 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. Shareholders may submit questions relating to the business of the meeting in advance of the AGM via email at agm@4imprint.com or by post to the Company Secretary, at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT by 11.00 a.m. on Monday 20 May 2024. We will aim to publish the answers to your questions on our website as soon as practicable and, wherever possible, prior to the deadline for the return of proxy votes at the AGM (or, where that is not possible, after the AGM). There will also be an opportunity for Shareholders to raise appropriate questions relating to the business of the AGM at the AGM itself.

SHAREHOLDER NOTES CONTINUED

20. A member or members meeting the qualification criteria set out in sections 338 and 338A of the Act, may, subject to certain conditions, require the Company to: (i) give Shareholders of the Company entitled to receive notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and (ii) include in the business to be dealt with at the AGM a matter (other than a proposed resolution) which may properly be included in the business (a matter of business). The conditions are that:
- a. the resolution or matter of business must not be defamatory of any person, frivolous or vexatious or (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); and
 - b. the request:
 - i. may be in hard copy form or in electronic form;
 - ii. must identify the resolution of which notice is to be given or matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identifying the resolution or matter to be included in the business;
 - iii. in the case of a matter of business, must be accompanied by a statement setting out the grounds for the request;
 - iv. must be authenticated by the person or persons making it; and
 - v. must be received by the Company no later than six weeks before the meeting to which the request relates, or if later, the time at which Notice of the AGM is given.
21. The following documents will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY from 15 April 2024 until the close of the AGM and at the place of the AGM from 15 minutes before the start of the AGM until the close of the AGM:
- a. copies of the Executive Directors' service contracts;
 - b. copies of letters of appointment of the Chairman and the Non-Executive Directors; and
 - c. copies of the Company's annual accounts, the Directors' Report, the Strategic Report, the Remuneration Report (including the new Remuneration Policy) and the Auditor's Report.
22. A copy of this Notice, and other information required by section 311A of the Act, can be found at <https://investors.4imprint.com>
23. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
24. The Company confirms that all resolutions to be proposed at the AGM will be put to the vote on a poll. This will result in a more accurate reflection of the views of all of the Company's Shareholders by ensuring that every vote cast is recognised, including the votes of Shareholders who are unable to attend the Meeting, but who have appointed a proxy for the Meeting. On a poll, each Shareholder has one vote for each share held. All of the votes of the Shareholders present will be counted, and added to those received by proxy, and the provisional final votes will be displayed at the Meeting. The final results will be announced to the London Stock Exchange and published on the Company's website as soon as practicable after the AGM. The Company will also disclose the number of votes withheld.
25. Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your reference number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third-party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

APPENDIX 1

Summary of the 4imprint Long Term Incentive Plan (the “Plan”)

Introduction

The Plan is a discretionary share plan, under which the Remuneration Committee (the “Committee”) may grant awards (“Awards”) over ordinary shares in the Company (“Shares”) to incentivise and retain eligible employees. The Plan will be administered by the Committee or by any sub-committee or person duly authorised by the Committee.

Eligibility

Any employee of the Company’s group (“Group”), including the Company’s executive directors (“Executive Directors”), may be selected to participate in the Plan at the Committee’s discretion. However, the Company’s current Executive Directors have confirmed that they do not intend to participate in the Plan.

Individual limit

Awards will not normally be granted to a participant under the Plan over Shares with a market value (as determined by the Committee) in excess of 200 per cent. of salary in respect of any financial year of the Company. Awards may, however, be granted in excess of this limit to an eligible employee in connection with their recruitment by way of compensating them for any awards forfeited as a result of leaving their former employer (a “Recruitment Award”).

Performance conditions

The vesting of Awards may (and, in the case of an Award to an Executive Director other than a Recruitment Award, will to the extent required by the Company’s Shareholder-approved Directors’ Remuneration Policy) be subject to the satisfaction of performance conditions. The Committee will determine the period over which any performance conditions are assessed.

Any performance condition may be amended in accordance with its terms or if anything happens which causes the Committee to consider it appropriate to amend the performance condition, provided that the Committee considers that any amended performance condition would not be materially less or more challenging to satisfy.

Vesting and release of Awards

Awards which are subject to performance conditions will normally have those conditions assessed as soon as reasonably practicable after the end of the relevant performance period. The Committee will determine the extent to which the Awards will vest, taking into account the extent that any relevant performance conditions have been satisfied, the underlying performance of the Company and of the participant, and such other factors the Committee considers, in its opinion, relevant. To the extent that they vest, Awards will then normally vest on the vesting date set by the Committee at grant.

The Committee may also determine at grant that an Award is subject to an additional holding period following vesting, at the end of which Shares subject to the Award will be “released”.

Overall limits

Awards may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market. The number of Shares which may be issued to satisfy awards granted in any ten-year period under the Plan and any other employee share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time. In addition, the number of Shares which may be issued to satisfy awards granted in any ten-year period under the Plan and any other discretionary employee share plan adopted by the Company may not exceed 5 per cent of the issued ordinary share capital of the Company from time to time.

Shares transferred out of treasury will count towards these limits so long as this is required under institutional shareholder guidelines. However, awards which are relinquished or lapse will be disregarded for the purposes of these limits.

Timing of Awards

Awards may only be granted during the 42 days beginning on: (a) the date on which the Company holds a general meeting; (b) the first business day after the announcement of the Company’s results for any period; or (c) to the extent that share dealing restrictions prevent the grant of Awards in those preceding periods, the first dealing day on which such dealing restrictions are lifted.

Alternatively, Awards may be granted on any other day on which the Committee determines that exceptional circumstances exist which justify the grant of an Award.

Form of Awards

The Committee may grant Awards as: (i) conditional awards of Shares; (ii) nil or nominal-cost options over Shares; or (iii) forfeitable awards of Shares. No payment is required for the grant of an Award. Awards structured as nil or nominal-cost options will normally be exercisable from the point of vesting (or, where an Award is subject to a holding period, the end of that holding period) until the tenth anniversary of the grant date.

APPENDIX 1 CONTINUED

Summary of the 4imprint Long Term Incentive Plan (the “Plan”)

Dividends and dividend equivalents

Unless the Committee determines otherwise, participants will receive an amount (in cash, unless the Committee decides it will be paid fully or partly in Shares) equal to the value of any dividends which would have been paid on the Shares subject to an Award which vest by reference to record dates during the period beginning on the date on which the Award is granted and ending on the date on which the Award vests or, if there is a holding period applicable to an Award, at the end of the holding period. This amount may assume the reinvestment of dividends and exclude or include special dividends.

Malus and clawback

In certain circumstances, the Committee may at any time prior to the fifth anniversary of the date of grant of an Award (or, if an investigation into the conduct or actions of any participant or any member of the Group has started, such later date as the Committee may determine in order to allow the investigation to be completed): (a) reduce an Award (to zero if appropriate); (b) impose additional conditions on an Award; or (c) require that the participant either returns some or all of the Shares acquired under an Award or makes a cash payment to the Company in respect of the Shares delivered. The Committee may invoke these malus and clawback provisions where it considers there are exceptional circumstances such as: (a) a material misstatement in the published results of the Company, the Group or a Group member; (b) the assessment of the performance conditions relating to, or the calculation of the number of Shares subject to, the Award being based on an error or inaccurate or misleading information; (c) the participant’s serious misconduct; (d) insolvency or similar corporate failure; and/or (e) serious reputational damage to the Company or another Group member.

Cessation of employment

An unvested Award will usually lapse when a participant ceases to be an employee or director of the Group.

If, however, a participant ceases to be an employee or director of the Group because of their ill health, injury, disability, retirement, redundancy, the sale of the participant’s employing company or business out of the Group or in other circumstances at the discretion of the Committee (i.e. they leave as a “good leaver”), their Award will normally continue to vest on the date when it would have vested and be released from any relevant holding period on the date when it would have been released if they had not ceased to be an employee or director of the Group.

The extent to which Awards normally vest in these circumstances will be determined by the Committee, taking into account the satisfaction of any performance conditions applicable to Awards measured over the original performance period, the underlying performance of the Company and the participant and such other factors the Committee considers, in its opinion, relevant.

The Committee retains discretion, however, to allow the Award to vest (and be released) following the participant ceasing to be an employee or director of the Group, taking into account any applicable performance conditions measured up to that point or, where the participant is a “good leaver” as a result of their employing company or business being sold out of the Group, to require that the Award is exchanged for an equivalent award over shares in another company.

Unless the Committee decides otherwise, the extent to which an Award vests will also take into account the proportion of the performance period (or, in the case of an Award not subject to performance conditions, the vesting period) which has elapsed when the participant ceases to be an employee or director of the Group. The period over which a Recruitment Award will normally be time pro-rated will be determined at the time of grant and will normally replicate the approach to time pro-rating applied to the award in respect of which the Recruitment Award was granted.

If a participant dies, their Award will vest (and, in the case of an Award subject to a holding period, be released) on the date of their death on the basis set out for other “good leavers” above. Alternatively, the Committee may decide that unvested Awards will vest (and, in the case of Awards subject to a holding period, be released) on the date they would have if the participant had not died on the basis set out for other “good leavers” above.

If a participant ceases to be an employee or director of the Group during a holding period in respect of an Award for any reason other than summary dismissal, their Award will normally be released at the end of the holding period, unless the Committee determines that it should be released when the participant ceases to be an employee or director of the Group. If a participant dies during the holding period, their Award will be released on the date of death (unless the Committee decides it will be released at the end of the normal holding period).

If a participant is summarily dismissed, any outstanding Awards they hold will lapse immediately.

Awards structured as nil or nominal-cost options which do not lapse may normally be exercised to the extent vested for a period of 12 months after vesting (or, where Awards are subject to a holding period, the end of the holding period). Where nil or nominal-cost options have already vested (and, where relevant, been released) on the date the participant ceases to be an employee or director of the Group, those options may normally be exercised for a period of 12 months from the date of cessation, unless the participant is summarily dismissed, in which case their options will lapse immediately. If a participant dies, a vested (and, where relevant, released) option may normally be exercised until the first anniversary of their death.

Corporate events

In the event of a takeover of the Company, Awards will normally vest (and be released) early. The proportion of any unvested Awards which vest will be determined by the Committee, taking into account the extent to which any performance conditions applicable to Awards have been satisfied, the underlying performance of the Company and the participant, such other factors the Committee considers, in its opinion, relevant, and, unless the Committee determines otherwise, the proportion of the performance period, or in the case of Awards not subject to performance conditions, the vesting period, which has elapsed.

The period over which a Recruitment Award will normally be time pro-rated will be determined at the time of grant and will normally replicate the approach to time pro-rating applied to the award in respect of which the Recruitment Award was granted. Awards structured as nil or nominal-cost options may then normally be exercised for a period of one month, after which they will lapse. Alternatively, the Committee may require that Awards are exchanged for equivalent awards over shares in the acquiring company (subject to the acquiring company's consent).

If the Company is wound up or other corporate events occur such as a variation of the Company's share capital, a demerger, special dividend or other transaction which, in the Committee's opinion, would materially affect the value of Shares, the Committee may determine that Awards will vest (and be released) on the same basis as for a takeover.

Adjustments

If there is a variation of the Company's share capital or in the event of a demerger, special dividend or other transaction which, in the Committee's opinion, would materially affect the value of Shares, the Committee may make such adjustments to the number or class of Shares subject to Awards and/or the exercise price applicable to Awards as it considers appropriate.

Settlement

The Committee may, in its discretion, decide to satisfy an Award with a cash payment equal to the market value of the Shares (less any exercise price payable in the case of an option) that the participant would have received had the Award been satisfied with Shares.

Rights attaching to Shares

Shares delivered under the Plan will not confer any rights on the participant until that participant has received the underlying Shares. Any Shares issued will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Non-transferability

Awards are not transferable other than to the participant's personal representatives in the event of their death.

Benefits not pensionable

Benefits received under the Plan are not pensionable.

Amendments

The Committee may, at any time, amend the Plan rules in any respect. However, the prior approval of the Company's Shareholders must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to: (i) the provisions relating to eligibility; (ii) individual or overall limits; (iii) the basis for determining the entitlement to, and the terms of, Awards; (iv) the adjustments that may be made in the event of any variation to the share capital of the Company; and/or (v) the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain Shareholder approval for any minor amendments to benefit the administration of the Plan, to take account of the provisions of any legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Termination

No Awards may be granted more than ten years after the date the Plan is approved by the Company's Shareholders.



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