
4imprint Group plc

(registered in England and Wales under company number 00177991)

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

Tuesday 7 May 2019 at 11.00 a.m.

The offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET

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 2019 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,

2019 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 we are holding at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET on Tuesday 7 May 2019 at 11.00 a.m. The formal notice of AGM is set out on pages 4 and 5 of this document, explanatory notes to the Resolutions on pages 6 to 8 and Shareholder Notes on pages 9 to 11.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions set out in the Shareholder Notes. The proxy form must be received not less than 48 hours before the time of the AGM. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in the Shareholder Notes) will not prevent a Shareholder attending the AGM and voting in person if he/she wishes to do so. If you have already voted by proxy you can still attend and vote on the day at the AGM. This vote will replace any vote previously lodged.

If you can attend the meeting

To help with registration, please bring a form of ID that includes your full name and address. We do not allow cameras or recording equipment into the meeting.

If you are unable to attend the meeting

If you are unable to attend the AGM but would like to exercise your right to vote on the Resolutions contained within this Notice, please complete a proxy form and return it to our Registrar, Link Asset Services, to arrive no later than 11.00 a.m. on Friday 3 May 2019 to be valid. Alternatively, you can register your proxy appointment electronically by visiting Link Asset Services’ website (www.signalshares.com). Further instructions relating to the proxy form can be found in the Shareholder Notes.

How to ask questions at the AGM

The AGM is your opportunity to meet the Board and to ask questions about the Company. As this is a Shareholders’ meeting, we ask you to please restrict any questions to Shareholder matters. Representatives from Link Asset Services will be available to answer any questions you have concerning your shareholding.

Reports and Accounts

Shareholders are being asked to receive the accounts for the period ended 29 December 2018, together with the report of the Directors and the auditors’ report thereon.

Final Dividend

Shareholders are being asked to approve a final dividend of 49.20 cents (37.30 pence) per ordinary share for the year ended 29 December 2018. If you approve the recommended final dividend, this will be paid on 15 May 2019 to all ordinary Shareholders who were on the register of members on 5 April 2019.

Remuneration Report

Shareholders are being asked to approve the Remuneration Report for the period ended 29 December 2018, as set out on pages 46 to 51 of the Annual Report and Accounts 2018.

Re-election of Charles John Brady, Kevin Lyons-Tarr, Paul Stephen Moody, Andrew James Scull, David John Emmott Seekings and John Anthony Warren as Directors

Each of Charles John Brady, Kevin Lyons-Tarr, Paul Stephen Moody, Andrew James Scull, David John Emmott Seekings and John Anthony Warren will retire and offer himself 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 32 and 33 of the Annual Report and Accounts 2018 and also on our website at <https://investors.4imprint.com>

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 elected or re-elected.

Appointment of Auditors and Fees

Shareholders are being asked to approve the appointment of Ernst & Young LLP as auditors to the Company for the financial period ending 28 December 2019, and to authorise the Directors to set the auditors' 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 8 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
29 March 2019

4imprint Group plc

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

PART II

4imprint Group plc

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2019 Annual General Meeting of 4imprint Group plc will be held at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET on Tuesday 7 May 2019 at 11.00 a.m. Shareholders will be asked to consider, and if thought fit to pass, the resolutions below. Resolutions 13, 14 and 15 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 and Accounts for the year ended 29 December 2018, including the Strategic Report and the reports of the Directors and the Company's auditors.
2. To approve the Directors' Remuneration Report (other than the part containing the summary of the Directors' Remuneration Policy) contained within the Company's Annual Report and Accounts for the year ended 29 December 2018. The Remuneration Report can be found on pages 46 to 51 of that Annual Report.
3. To approve a final dividend of 49.20 cents (37.30 pence) per ordinary share for the period ended 29 December 2018, payable on 15 May 2019 to Shareholders on the register of members at the close of business on 5 April 2019.
4. To re-elect Charles John Brady as a Director.
5. To re-elect Kevin Lyons-Tarr as a Director.
6. To re-elect Paul Stephen Moody as a Director.
7. To re-elect Andrew James Scull as a Director.
8. To re-elect David John Emmott Seekings as a Director.
9. To re-elect John Anthony Warren as a Director.
10. To 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.
11. To authorise the Directors of the Company to determine the auditor's remuneration.
12. 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 £3,600,708, such authority to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 6 August 2020), 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

13. That if resolution 12 is passed, the Directors of the Company be authorised 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 authority 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 Directors of the Company otherwise consider necessary,and so that the Directors of the Company 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 12 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 £540,106,such authority to expire at the end of next year's Annual General Meeting (or, if earlier, until the close of business on 6 August 2020) but, in each case, prior to its expiry 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 authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. 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 2,808,553 of its ordinary shares;

(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 5 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, 6 August 2020). However, the Company may enter into a contract 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 as if the power had not expired.

15. 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



Andrew Scull

Company Secretary
29 March 2019

4imprint Group plc

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PART II

EXPLANATORY NOTES TO RESOLUTIONS

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

Resolutions 1 to 12 (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 13, 14 and 15 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 and Accounts (Ordinary Resolution)

Under section 437 of the Companies Act 2006, the Directors are required to present the Company's Annual Report and Accounts for the year ended 29 December 2018 to a general meeting.

RESOLUTION 2

Remuneration Report (Ordinary Resolution)

Under section 439 of the Companies Act 2006, the Company is required to ask Shareholders to vote on the Directors' Remuneration Report contained in the Annual Report and Accounts for the year ended 29 December 2018. This excludes the portion of that Report relating to the Remuneration Policy. The vote is advisory.

RESOLUTION 3

To approve a Final Dividend (Ordinary Resolution)

The Directors seek Shareholder approval of a final dividend of 49.20 cents (37.30 pence) per ordinary share payable (gross of any applicable tax) on 15 May 2019 to Shareholders on the register of members at the close of business on 5 April 2019.

RESOLUTIONS 4 TO 9

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 elected or re-elected.

Full biographical details of each Director are set out below the resolutions.

RESOLUTION 4

Re-election of Charles John Brady as a Director

C.J. Brady: Independent Non-Executive Director: Appointed as Non-Executive Director in June 2015

Charles is a solicitor and was the founder and Managing Director of Central Law Training Limited which, during his leadership between 1987 and 2002, became the largest provider of post qualification legal training in the UK. Wilmington plc, a company listed on the London Stock Exchange, acquired Central Law Training Limited in 1999. Charles remained with the business becoming Chief Executive of Wilmington plc in 2002, a post which he held until his retirement in 2014. Charles has also served as a Non-Executive Director of both Hatton Blue Limited, a start-up IT company and the PPA (Professional Publishers Association).

RESOLUTION 5

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 6

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 is currently Non-Executive Chairman of Card Factory plc and is also a Non-Executive Director of Pets at Home Group plc. He was previously Non-Executive Chairman of Johnson Service Group plc and has extensive public company experience spending 17 years at Britvic plc, including the last eight of these 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 7

Re-election of Andrew James Scull as a Director

A.J. Scull: Corporate Services Director and Legal Counsel: Appointed as Corporate Services Director and Legal Counsel in November 2004

Andrew has an MBA from Warwick University and, since qualifying as a solicitor in 1980, he has held a number of senior positions including Group Legal Counsel at Laporte plc, Commercial Director at SGB Group plc and Director of Legal Services at Coors Brewers Limited.

RESOLUTION 8

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 9

Re-election of John Anthony Warren as a Director

J.A. Warren: Senior Independent Non-Executive Director: Appointed as Non-Executive Director in June 2012

A chartered accountant, John was Group Finance Director of United Biscuits (Holdings) Plc and WH Smith PLC before embarking on a career as a Non-Executive Director. He is currently a Non-Executive Director and Chairman of the Audit Committee at Welsh Water, Greencore Group plc and Bloomsbury Publishing Plc. He has previously served on the Boards of Bovis Homes Group PLC, Spectris plc, Rank Group Plc, Rexam Plc, RAC Plc and BPP Holdings Plc, and chaired the Board at Uniq Plc through the resolution of its major pension issues.

RESOLUTION 10

Auditor appointment (Ordinary Resolution)

Under section 489 of the Companies Act 2006, the Company is required to appoint an auditor at each general meeting at which accounts are laid before Shareholders. This Resolution proposes the appointment of Ernst & Young LLP as auditor of the Company for the year ending 28 December 2019. The Board's recommendation to appoint Ernst & Young is the result of a competitive tender process, which is described in the Company's Annual Report and Accounts for the year ended 29 December 2018.

RESOLUTION 11

Auditor remuneration (Ordinary Resolution)

Section 492 of the Companies Act 2006 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 2018 and details of how the Audit Committee monitors the effectiveness and independence of the auditors can be found in the Company's Annual Report and Accounts for the year ended 29 December 2018.

RESOLUTION 12

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 £3,600,708 (representing 9,361,840 ordinary shares of 38⁹/₁₃p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 28 March 2019, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 6 August 2020 and the conclusion of the Annual General Meeting of the Company held in 2020.

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.

PART II

RESOLUTION 13

Disapplication 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 £540,106 (representing 1,404,275 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 28 March 2019, the latest practicable date prior to publication of this Notice. 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 three 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 6 August 2020 and the conclusion of the Annual General Meeting of the Company held in 2020.

RESOLUTION 14

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 14, 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 38¹/₃p, 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 188,847 ordinary shares, 0.76% of the Company's ordinary issued share capital as at 29 December 2018.

If the existing authority given at the 2018 Annual General Meeting and the authority now being sought by resolution 14 were to be fully used, the options outstanding would represent 0.8% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 6 August 2020 and the conclusion of the Annual General Meeting of the Company held in 2020.

RESOLUTION 15

Notice of General Meetings (Special Resolution)

Resolution 15, 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 Companies Act 2006, 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 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 Friday 3 May 2019 (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.
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. 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 Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus network extras. Lines are open Monday to Friday from 9.00 a.m. to 5.30 p.m.) or from outside the UK on +44 371 664 0300. All members (other than those who hold their shares in CREST) may register their proxy appointments and instructions on-line by visiting the website of the Company's registrar, Link Asset Services, by logging into www.signalshares.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. 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 9 to 12 below.
3. 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 registrar, Link Asset Services, PXS1, The Registry, 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 3 May 2019.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 10 below) will not prevent a Shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so. If you have already voted by proxy you can still attend and vote on the day at the AGM. This vote will replace any vote previously lodged. The voting results will be released to the London Stock Exchange as soon as practicably possible following the meeting.
5. 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.
6. 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.
7. 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.
8. As at close of business on 28 March 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 28,085,530 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at close of business on 28 March 2019 are 28,085,530.
9. 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.

PART II

10. 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). 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 3 May 2019. 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.
11. 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.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. 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.
14. 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.
15. 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 auditors' 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.
16. 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.

17. A member or members meeting the qualification criteria set out in sections 338 and 338A of the Companies Act 2006, may, subject to certain conditions, require the Company to (i) give notice of a resolution which may properly be moved and is intended to be moved at the meeting, and (ii) include in the business to be dealt with at the meeting 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; and
 - b. the request:
 - i. may be in hard copy form or in electronic form;
 - ii. must identify the resolution 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 of business which is being supported;
 - 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.
18. The following documents will be available for inspection at the registered office of the Company from 29 March 2019 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:
 - 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 and the Auditors' Report.
19. A copy of this notice, and other information required by Section 311A of the Act, can be found at <https://investors.4imprint.com>
20. 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.



Group office

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