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# 4imprint Group plc

(registered in England and Wales under company number 00177991)

## **NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

**Tuesday 18 May 2021 at 11.00 a.m.**

**4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT**

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**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 2021 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,

## 2021 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 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT on Tuesday 18 May 2021 at 11.00 a.m. **Given the continued social distancing measures imposed by the Government as a result of COVID-19, you will not be able to attend the AGM in person, and you are encouraged instead to appoint the Chairman of the meeting as proxy to vote on your behalf.** 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 9 and Shareholder Notes on pages 10 and 11.

### COVID-19, attendance at the AGM and appointment of proxies

Our preference had been to welcome Shareholders in person to our AGM, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. However, in light of public health guidance and legislation issued by the Government in response to COVID-19, we intend to hold the AGM with the minimum attendance required to form a quorum and you will not be able to attend the AGM in person.

The situation is constantly evolving, and the Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for our AGM (including any change to the location, time or date of the meeting) will be communicated to Shareholders in accordance with our Articles of Association and by Stock Exchange Announcement, as early as possible before the date of the meeting. We are of course disappointed that our AGM has been impacted, but the safety and security of our Shareholders and colleagues remains our priority.

Given Shareholders will unfortunately not be able to attend, or vote at, 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. The proxy form must be received not less than 48 hours before the time of the AGM. Shareholders are encouraged to appoint me, as the Chairman of the meeting as a proxy to ensure their vote will be counted.

### 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 would have raised in person at the AGM via email at [agm@4imprint.com](mailto:agm@4imprint.com) or by post to the Company Secretary, at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT. 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).

### Report and accounts

Shareholders are being asked to receive the accounts for the period ended 2 January 2021, together with the report of the Directors and the auditor’s report thereon.

### Directors’ Remuneration Policy

The Company’s Directors’ Remuneration Policy (the “Policy”) was last approved by Shareholders at the 2018 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 60 to 65 of the Remuneration Report, contained within the 2020 Annual Report and Accounts. If approved, the Policy will apply to all remuneration payments made from 18 May 2021 until a new Policy is approved by Shareholders (which is anticipated to be at the 2024 AGM). Details of the minor changes to the Policy from the version approved by Shareholders at the 2018 AGM are referred to on pages 60 and 61 of the 2020 Annual Report and Accounts.

### Remuneration Report

Shareholders are also being asked to approve the Remuneration Report (excluding the Directors’ Remuneration Policy) for the period ended 2 January 2021, as set out on pages 60 to 71 of the 2020 Annual Report and Accounts.

### Deferred Bonus Plan

The Company’s Performance Share Plan, which was approved by Shareholders in April 2011, expires this year, meaning that no further awards can be granted under it. In order that the Company can continue to defer a proportion of any discretionary bonuses awarded to the Company’s employees (including Executive Directors) into awards of ordinary shares in the Company, Shareholders are asked to approve the Company’s Deferred Bonus Plan 2021 (the “DBP”), the rules of which are summarised in Appendix 1 to the Notice.

### Re-election of Charles John Brady, Kevin Lyons-Tarr, Paul Stephen Moody, David John Emmott Seekings and Christina Dawn Southall and election of John Michael Gibney as Directors

Each of Charles John Brady, Kevin Lyons-Tarr, Paul Stephen Moody, David John Emmott Seekings and Christina Dawn Southall will retire and offer himself/herself for re-election as a Director and John Michael Gibney will offer himself for election as a Director. Shareholders are being asked to approve each of their re-elections/election. Biographical details concerning each of the proposed candidates for re-election/election can be found on pages 46 and 47 of the 2020 Annual Report and Accounts and also on our website at <https://investors.4imprint.com>.

It is considered that the performance of each Director submitting themselves for re-election/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 or 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 set 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.

#### **Adoption of new Articles of Association**

Shareholders are being asked to approve the adoption of new Articles of Association at this year's AGM. It has been quite some time since the Company last updated its Articles of Association (April 2010), and so the purpose of adopting new Articles of Association is simply to reflect developments in market practice since then. The proposed changes are summarised in Appendix 2 to the Notice.

#### **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 2021

#### **4imprint Group plc**

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

# 4imprint Group plc

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2021 Annual General Meeting of 4imprint Group plc will be held at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester M32 0QT on Tuesday 18 May 2021 at 11.00 a.m. Shareholders will be asked to consider, and if thought fit to pass, the resolutions below. Resolutions 14, 15, 16 and 17 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 period ended 2 January 2021, including the Strategic Report and the reports of the Directors and the Company's auditor.
2. To approve the Directors' Remuneration Policy set out on pages 60 to 65 of the Remuneration Report for the period ended 2 January 2021, contained within the Company's Annual Report and Accounts for the period ended 2 January 2021.
3. To approve the Remuneration Report (other than the part containing the Directors' Remuneration Policy) contained within the Company's Annual Report and Accounts for the period ended 2 January 2021. The Remuneration Report can be found on pages 60 to 71 of that Annual Report.
4. To:
  - 4.1 approve the rules of the 4imprint Deferred Bonus Plan 2021 (the "DBP"), in the form produced to this meeting and for the purposes of identification initialled by the Chairman (a summary of which is set out in Appendix 1 to this Notice) and to authorise the Directors of the Company to do all such acts and things necessary or desirable to establish the DBP; and
  - 4.2 authorise the Directors of the Company to adopt further plans based on the DBP, 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 shall be treated as counting against any limits on individual or overall participation in the DBP.
5. To re-elect Charles John Brady as a Director.
6. To re-elect Kevin Lyons-Tarr as a Director.
7. To re-elect Paul Stephen Moody as a Director.
8. To re-elect David John Emmott Seekings as a Director.
9. To re-elect Christina Dawn Southall as a Director.
10. To elect John Michael Gibney as a Director.
11. 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.
12. To authorise the Directors of the Company to determine the auditor's remuneration.
13. 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 17 August 2022), 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

14. That if resolution 13 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 considers 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 14 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 17 August 2022) 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.

15. 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, 17 August 2022). 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.

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

17. That the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association with effect from the conclusion of the meeting.

By order of the Board

**Emma Taylor**

Company Secretary  
15 April 2021

**4imprint Group plc**

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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 13 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 14, 15, 16 and 17 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 period ended 2 January 2021 to a general meeting.

### RESOLUTION 2

#### **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 18 May 2021, until Shareholders approve a new Policy (which is expected to be at the 2024 AGM). This ordinary resolution is an important resolution as the Company may 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 60 to 65 of the Remuneration Report contained within the Annual Report and Accounts for the period ended 2 January 2021.

### RESOLUTION 3

#### **Directors' Remuneration Report (Ordinary Resolution)**

The Company is required to ask Shareholders to vote on the Remuneration Report contained in the Annual Report and Accounts for the period ended 2 January 2021. This excludes the portion of the Remuneration Report relating to the Policy considered under resolution 2 above. This vote is advisory.

### RESOLUTION 4

#### **Approval of Deferred Bonus Plan 2021 (Ordinary Resolution)**

The Company's Performance Share Plan, which was approved by Shareholders in April 2011, expires this year, meaning that no further awards can be granted under it. In order that the Company can continue to defer a proportion of any discretionary bonuses awarded to the Company's employees (including Executive Directors) into awards of ordinary shares in the Company, Shareholders are asked to approve the Company's Deferred Bonus Plan 2021 (the "DBP"), the rules of which are summarised in Appendix 1 to the Notice.

Shareholder approval of the DBP means that share awards granted under the DBP may be satisfied using newly issued shares in the Company or shares that the Company holds in treasury. Satisfying DBP awards in this manner maximises the amount of cash the Company retains (following the payment of employee bonuses) to invest in the business.

### RESOLUTIONS 5 TO 10

#### **Re-election/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/election at the AGM this year.

It is considered that the performance of each Director submitting themselves for re-election/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 or elected.

Full biographical details of each Director are set out below.

### RESOLUTION 5

#### **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 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 6**

### **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 7**

### **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 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 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 Christina (Tina) Dawn Southall as a Director**

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

Tina is Chief People Officer at gaming operator and developer Gamesys, which she joined in 2014 and which operates some of the world's biggest gaming and sports media sites. It has more than 35 million customers and 1,300 employees. Prior to joining Gamesys, Tina held significant sales and marketing roles at Vodafone Group Plc, culminating in her appointment as Regional Director, Northern Europe for Vodafone Global Enterprise, as well as being a Trustee of The Vodafone Foundation. Prior to joining Vodafone, Tina held senior positions as Director of Customer Experience at Avis Europe and also at RAC Plc.

## **RESOLUTION 10**

### **Election of John Michael Gibney as a Director**

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

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 11**

### **Auditor re-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 re-appointment of Ernst & Young LLP as auditor of the Company for the year ending 1 January 2022.

## **RESOLUTION 12**

### **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 2020 and details of how the Audit Committee monitors the effectiveness and independence of the auditor can be found in the Company's Annual Report and Accounts for the period ended 2 January 2021.

## PART II

### RESOLUTION 13

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

This resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £3,600,708 (representing 9,361,842 ordinary shares of 38<sup>6</sup>/<sub>13</sub>p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 April 2021, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 17 August 2022 and the conclusion of the Annual General Meeting of the Company held in 2022.

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

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

### RESOLUTION 14

#### Dis-application of Pre-emption Rights (Special Resolution)

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

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £540,106 (representing 1,404,276 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 14 April 2021, 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 17 August 2022 and the conclusion of the Annual General Meeting of the Company held in 2022.

### RESOLUTION 15

#### 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 15, 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 shares of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 38<sup>6</sup>/<sub>13</sub>p, its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company had options outstanding over 84,524 ordinary shares, 0.3% of the Company's ordinary issued share capital as at 2 January 2021.

If the existing authority given at the 2020 Annual General Meeting and the authority now being sought by resolution 15 were to be fully used, the options outstanding would represent 0.4% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 17 August 2022 and the conclusion of the Annual General Meeting of the Company held in 2022.



## **RESOLUTION 16**

### **Notice of General Meetings (Special Resolution)**

Resolution 16, 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.

## **RESOLUTION 17**

### **Adoption of new Articles of Association (Special Resolution)**

It is proposed as a special resolution to adopt new Articles of Association (the "New Articles") of the Company. The purpose of adopting the New Articles is to reflect developments in market practice since the Company's Articles of Association were last amended, which was in April 2010. Due to the nature of the changes, the Company is proposing the adoption of the New Articles rather than making amendments to the current Articles of Association (the "Current Articles"). The principal changes being proposed in the New Articles are summarised in Appendix 2 to this Notice.

A copy of the Current Articles and the proposed New Articles, marked to show all changes proposed, will be available for inspection, if practicable, during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY up until the close of the AGM. A copy will also be available at the place of the AGM from 15 minutes before the start of the AGM until the close of the AGM. Given the current public health guidance, a copy will also be available on the Company's website up until the conclusion of the AGM.

## PART II

### Shareholder Notes

1. To be entitled to attend (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 Friday 14 May 2021 (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 (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. **Given the current Government guidance, you will not be able to attend the AGM in person. You are strongly encouraged to appoint the Chairman of the meeting as your proxy to ensure your vote will be counted.** 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 Group on 0371 664 0300 (Calls are charged at the standard geographical rate and may vary by provider. Lines are open Monday to Friday from 9.00 am to 5.30 pm) or from outside the UK on +44 371 664 0300. 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](http://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 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 8 to 11 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 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 Friday 14 May 2021.
4. 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.
5. 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.
6. 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.
7. As at close of business on 14 April 2021 (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 14 April 2021 are 28,085,530.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://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 Friday 14 May 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection,

CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. 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.
14. 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.
15. 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. In light of the circumstances at this year's AGM, Shareholders are being given the opportunity to submit questions relating to the business of the meeting in advance via email at [agm@4imprint.com](mailto:agm@4imprint.com) or by post to the Company Secretary, at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT. We will publish the answers to your questions on the Company's website as soon as practicable after the AGM.
16. 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.
17. 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 2021 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. a copy of the Current Articles and the proposed New Articles;
  - b. a copy of the new 4imprint Deferred Bonus Plan 2021;
  - c. copies of the Executive Directors' service contracts;
  - d. copies of letters of appointment of the Chairman and the Non-Executive Directors; and
  - e. copies of the Company's annual accounts, the Directors' Report, the Strategic Report, the Remuneration Report and the Auditor's Report.
18. A copy of this Notice, and other information required by section 311A of the Act, can be found at <https://investors.4imprint.com>.
19. 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.

## APPENDIX 1

### Summary of the proposed 4imprint Deferred Bonus Plan 2021 (the "DBP")

#### 1. Summary

The DBP is a discretionary share plan implemented so that a portion (or all) of a participant's bonus can be deferred into an award (an "Award") over ordinary shares in the Company ("Shares"). The DBP will be administered by the Remuneration Committee or by any sub-committee or person duly authorised by it (the "Committee"). The Committee can also grant Awards to compensate new recruits to the Company's group (the "Group") for the loss of incentive awards they forfeited on leaving their former employer.

Awards will normally vest on the date set by the Committee on the date the Award is granted (the "Normal Vesting Date"). For Executive Directors of the Company, this date must be set in line with the Company's Directors' remuneration policy (the "Policy").

#### 2. Eligibility

Any employee (including an Executive Director) of the Company or any of its subsidiaries (or, where it is determined that a former employee or Executive Director of the Company or one of its subsidiaries should be eligible to receive a bonus for a period before their cessation of office or employment (a "Former Employee")) is eligible to participate in the DBP at the discretion of the Committee.

#### 3. Overall limits

The DBP may operate over newly issued Shares, treasury Shares or Shares purchased in the market. The rules of the DBP provide that, in any ten year rolling period, the number of Shares which may be issued under the DBP and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time. In addition, in any ten year period, the number of Shares which may be issued under the DBP and any other discretionary employee share plan adopted by the Company may not exceed 5% of the issued ordinary share capital of the Company from time to time.

Shares transferred out of treasury will count towards these limits for 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.

#### 4. Timing of awards

Awards can only be granted during the 42 days beginning on: (a) the first business day after the announcement of the Company's results for any period; (b) the day on which the Policy (or amendment to it) is approved by the Company's Shareholders; or (c) to the extent that share dealing restrictions apply in either of the preceding periods, the first dealing day on which such dealing restrictions are lifted. Awards may also be granted on any other day on which the Committee determines that exceptional circumstances exist which justify the grant of an Award at that time.

#### 5. Form of awards

The Committee may grant Awards as conditional awards of Shares or nil or nominal-cost options over 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 Normal Vesting Date until the tenth anniversary of the grant date for current employees, and for the period of 12 months beginning on the Normal Vesting Date for Former Employees.

#### 6. Malus and clawback

In exceptional circumstances, the Committee may at any time before the fifth anniversary of the date an Award was granted (or, if an investigation into the conduct of any participant or Group member has started before that fifth anniversary, 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 the participant to either return some or all of the Shares acquired under the Award or make a cash payment to the Company in respect of some or all of the Shares delivered.

The Committee anticipates that these exceptional circumstances would include: (a) a material misstatement of the published results of the Group, the Company or any other Group member; (b) the calculation of the Award or the bonus from which it derives being based on an error or inaccurate or misleading information; (c) the participant's serious misconduct; (d) insolvency or similar corporate failure; or (e) serious reputational damage to any Group member.

#### 7. Leavers

When a participant leaves the Group, any unvested Awards they hold will usually lapse. However, if 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, their Award will normally continue to vest on the date when it would have vested if they had not left the Group, unless the Committee determines that the Award should vest on or following the date the individual leaves the Group. To comply with federal tax law in the United States of America ("USA"), Awards granted to USA participants will normally vest on the date they leave the Group.

If the participant ceases to be an employee or Director of the Group as a result of the participant's employing company or business being sold out of the Group, the Committee may require that the Award is exchanged for an equivalent award over shares in another company.

If a participant dies, their Award will normally vest on the date of their death, unless the Committee decides that the Award will vest on the date it would have vested if the participant had not died.

Awards structured as nil or nominal-cost options which vest on or after the date the participant ceases to hold office or employment with the Group may normally be exercised for a period of 12 months from the date of vesting. Where nil or nominal-cost options have already vested on the date of cessation of office or employment, 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.

#### **8. Corporate events**

If there is a takeover of the Company, Awards will normally vest in full at that time. Alternatively, the Committee may require that Awards are exchanged for equivalent awards over shares in another company (subject to the acquiring company's consent). If other corporate events occur such as a winding-up of the Company, 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, in its discretion, determine that Awards will vest.

#### **9. Variation of capital**

If there is a variation of the Company's share capital or a demerger, special dividend or other transaction which, in the Committee's opinion, will materially affect the value of Shares, the Committee may adjust the number or class of Shares subject to an Award and the exercise price of an Award as it considers appropriate.

#### **10. Settlement and rights attaching to Shares**

Shares issued and/or transferred under the DBP will not confer rights on any 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). The Committee may, in its discretion, decide to satisfy an Award with a cash payment equal to the market value of the Shares that the participant would have received had the relevant Award been satisfied with Shares.

#### **11. Amendments**

The Committee may, at any time, amend the provisions of the DBP and/or any Award. The prior approval of the Company's Shareholders however must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, Awards, the adjustments that may be made in the event of any variation of the Company's share capital and/or the rule relating to this Shareholder approval. There are, however, exceptions to this requirement to obtain Shareholder approval for any minor amendments to benefit the administration of the DBP, 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 Group member.

### Explanatory notes on the principal changes proposed to the Company's Articles of Association

#### 1. Untraced Shareholders

The New Articles amend the position in relation to untraced Shareholders. Rather than requiring the Company to take out two newspaper advertisements, the New Articles require the Company to use reasonable efforts to trace the Shareholder. 'Reasonable efforts' to trace a Shareholder may include, if considered appropriate, the Company engaging a professional asset reunification company or other tracing agent to search for a Shareholder who has not kept their Shareholder details up to date.

In addition, the New Articles provide that money from the sale of the shares of an untraced Shareholder will be forfeited if not claimed after two years, rather than six years.

These changes reflect best practice and provide the Company with appropriate flexibility in connection with locating untraced Shareholders.

#### 2. Sub-division of shares

The New Articles clarify that any shares resulting from a sub-division of the Company's existing shares may, in addition to having any preference or advantage as compared with the Company's other shares, also have deferred or other rights. This change makes administering any sub-division of shares more straightforward.

#### 3. Operation of general meetings

The New Articles contain specific provisions to clarify that the Company can hold hybrid general meetings (including annual general meetings) and to set out how such meetings are to be conducted. Under the New Articles, the Company may hold hybrid general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.

The New Articles allow the Company, where appropriate, to make changes to the arrangements for general meetings (including the introduction, change or cancellation of electronic facilities) after notice of the meeting has been issued. The Company may give notice of any such changes in any manner considered appropriate (rather than via an advertisement in two national newspapers). The New Articles also explicitly allow the Company to introduce health and safety arrangements at its meetings.

These changes were introduced to provide the Board greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the COVID-19 outbreak and the uncertain duration of social distancing measures and restrictions on gatherings. The Board believes that hybrid meetings will allow for greater Shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. Absent exceptional circumstances, members of the Board intend to continue the practice of attending general meetings of the Company in person. In line with the current views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held exclusively on an electronic basis, so a physical meeting will still be required.

The New Articles also specifically refer to the possibility of satellite/multi-venue meetings, such as the use of overflow rooms. Satellite meetings are legally valid even without such a provision but it has been added for clarity.

These changes are primarily contained in articles 47, 48, 50 and 53 in the New Articles. A number of other consequential amendments have been made to the New Articles.

#### 4. Reappointment of Directors

In line with the requirements of the UK Corporate Governance Code, the New Articles require Directors to retire (and should they wish to remain in office, seek re-election) at each annual general meeting. This requirement does not apply to Directors in their first year of appointment who were appointed in the period between the AGM notice being issued and the AGM itself. This confirms existing Company practice.

#### 5. Directors below minimum through vacancies

The Current Articles provide that where the number of continuing Directors falls below the minimum number or the number required for quorum of the Board, they may only act either to appoint further Directors themselves or summon general meetings. The New Articles provide greater flexibility as they allow continuing Directors or a sole continuing Director to act notwithstanding any vacancy (including to fill vacancies and summon general meetings for the purpose of appointing further Directors). The Board considers it prudent to provide the Directors with increased flexibility to ensure that the Company has a functioning Board at all times.

#### 6. Forfeiture of unclaimed dividends

The Current Articles provide that if a dividend or other payment due to members has not been claimed for twelve years after being declared or becoming due, it will be forfeited to the Company. Article 122 of the New Articles reduces this period from twelve to six years.

### **7. Payments of dividends and other amounts**

The New Articles give the Board greater flexibility to determine the appropriate method(s) it uses to pay dividends (and other sums) to Shareholders. This may include the phasing out of cheques. This flexibility will help the Board take account of developments in market practice and keep down the administrative cost of making payments. The New Articles also provide that where a payment cannot be made because a Shareholder has not provided valid account details to the Company, that amount will be treated as unclaimed until the Shareholder provides those details.

### **8. Strategic Report and supplementary materials**

The Companies Act 2006 and the Companies (Receipt of Accounts and Reports) Regulations 2013 allow the Company to send a copy of its Strategic Report with supplementary material instead of its full accounts to a member who has elected or tacitly agreed to receive these documents, provided that the Company is not prohibited from doing so in its articles. Article 129 is intended to make it clear there is no such prohibition. Shareholders should note that they can always view the full Annual Report on the Company's website or request a hard copy from the Company's registrar.

### **9. Dispute resolution**

In line with market practice for listed companies, and guidance issued by the ABI (now the Investment Association) and the National Association of Pension Funds (now the Pensions and Lifetime Savings Association), the New Articles do not contain dispute resolution provisions.

### **10. General**

The New Articles make use of gender neutral language. Other changes which are of a minor, technical or clarifying nature or which have been made to remove provisions in the Current Articles which duplicate English company law are not noted.



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