



---

# 4imprint Group plc

(registered in England and Wales under company number 00177991)

## **NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

**Wednesday 24 May 2023 at 11.00 a.m.**

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

---

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

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in 4imprint Group plc, please pass this notice of the 2023 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,

## 2023 Annual General Meeting

I am pleased to be writing to you with details of the Annual General Meeting ("**AGM**") of 4imprint Group plc (the "**Company**") which will be held at The Great Room, 25 Southampton Buildings, London, WC2A 1AL on Wednesday 24 May 2023 at 11.00 a.m. Formal notice of the AGM is set out on pages 4 and 5 of this document, explanatory notes to the Resolutions on pages 6 to 9 and Shareholder notes on pages 10 to 12.

## Attendance at the AGM and appointment of Proxies

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

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

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

## Proxy voting

You will not receive a hard copy form of proxy for the 2023 AGM in the post. Instead, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, Link Group.

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 11.00 a.m. on Monday 22 May 2023.

If you need help with voting online or are unable to vote online and require a hard copy Form of Proxy, please contact our Registrar, Link Group, at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by phone on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you can contact Link via our postal address at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

## How to ask questions at the AGM

The AGM is your opportunity to ask the Board questions about the Company. As this is a Shareholders' meeting, we ask you to please restrict any questions to Shareholder matters. You can submit any questions you may have in advance of the AGM via email at [agm@4imprint.com](mailto:agm@4imprint.com) or by post to the Company Secretary, at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT by 11.00 a.m. on Monday 22 May 2023. We will publish the answers to your questions on our website as soon as practicable and, wherever possible, prior to the deadline for the return of proxy votes at the AGM (or, where that is not possible, after the AGM). There will also be an opportunity for Shareholders to raise questions on Shareholder matters at the AGM itself.

## Report and accounts

Shareholders are being asked to receive the accounts for the period ended 31 December 2022, together with the report of the Directors and the auditor's report thereon.

## Remuneration Report

Shareholders are also being asked to approve the Directors' Remuneration Report (other than the part containing the summary of the Directors' Remuneration Policy) as set out on pages 73 to 86 of the Company's Annual Report and Accounts for the year ended 31 December 2022.

### Final dividend

Shareholders are being asked to approve a final dividend of 120.00 cents (99.23 pence) per ordinary share for the period ended 31 December 2022. If Shareholders approve the recommended final dividend, this will be paid on 1 June 2023 to all holders of ordinary shares who were on the register of members on 5 May 2023.

### Special dividend

In recognition of the Company's strong performance and balance sheet position, Shareholders are being asked to approve a special dividend of 200.00 cents (165.38 pence) per ordinary share for the period ended 31 December 2022. If Shareholders approve the recommended special dividend, this will be paid on the same basis as the final dividend.

### Re-election of Directors

Each of Lindsay Claire Beardsell, Charles John Brady, John Michael Gibney, Kevin Lyons-Tarr, Paul Stephen Moody, Jaz Rabadia Patel, David John Emmott Seekings and Christina Dawn Southall will retire and offer themselves for re-election as a Director. Shareholders are being asked to approve each of their re-elections. Biographical details concerning each of the proposed candidates for re-election can be found on pages 6 and 7.

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

### Appointment of auditor and fees

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

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

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

### Purchase of own shares

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

### Notice of General Meetings

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

Explanatory notes on business to be considered at this year's AGM appear on pages 6 to 9 of this document.

### Recommendation

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

Yours sincerely,

**PAUL MOODY**  
**CHAIRMAN**  
17 April 2023

### 4imprint Group plc

Registered in England and Wales No. 00177991

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

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 Annual General Meeting of 4imprint Group plc will be held at The Great Room, 25 Southampton Buildings, London, WC2A 1AL on Wednesday 24 May 2023 at 11.00 a.m.

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

## Ordinary Resolutions

1. To receive the Company's Annual Report and Accounts for the period ended 31 December 2022, including the Strategic Report and the reports of the Directors and the Company's auditor.
2. To approve the Directors' Remuneration Report (other than the part containing the summary of the Directors' Remuneration Policy) contained within the Company's Annual Report and Accounts for the year ended 31 December 2022. The Remuneration Report can be found on pages 73 to 86 of that Annual Report.
3. To approve a final dividend of 120.00 cents (99.23 pence) per ordinary share for the period ended 31 December 2022, payable on 1 June 2023 to Shareholders on the register of members at the close of business of 5 May 2023.
4. To approve a special dividend of 200.00 cents (165.38 pence) per ordinary share for the period ended 31 December 2022, payable on 1 June 2023 to Shareholders on the register of members at the close of business of 5 May 2023.
5. To re-elect Lindsay Claire Beardsell as a Director.
6. To re-elect Charles John Brady as a Director.
7. To re-elect John Michael Gibney as a Director.
8. To re-elect Kevin Lyons-Tarr as a Director.
9. To re-elect Paul Stephen Moody as a Director.
10. To re-elect Jaz Rabadia Patel as a Director.
11. To re-elect David John Emmott Seekings as a Director.
12. To re-elect Christina Dawn Southall as a Director.
13. To re-appoint Ernst & Young LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the meeting.
14. To authorise the Directors of the Company to determine the auditor's remuneration.
15. To resolve that the Directors of the Company be and hereby are authorised generally and without condition, in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £3,600,708, such authority to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 24 August 2024), but during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

## Special Resolutions

16. That if resolution 15 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:
  - (A) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
    - (i) to ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
  - (B) in the case of authority granted under resolution 15 and/or in the case of any sale of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £1,080,212; and

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

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 24 August 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

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

(A) the Company may not purchase more than 2,808,553 of its ordinary shares in aggregate;

(B) the Company may not pay less than the nominal value for each ordinary share purchased;

(C) the Company may not pay more per ordinary share than the higher of:

- (i) an amount equal to 5% above the average of the middle market quotation of its ordinary shares, based on the London Stock Exchange's Daily Official List for the 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, 24 August 2024). However, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed fully or partly after this authority expires and the Company may purchase ordinary shares pursuant to any such contract or contracts as if the power had not expired.

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

By order of the Board

**EMMA TAYLOR**  
**COMPANY SECRETARY**  
 17 April 2023

#### 4imprint Group plc

Registered in England and Wales No. 00177991

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

# EXPLANATORY NOTES TO RESOLUTIONS

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

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 16, 17 and 18 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## Resolution 1

### Annual Report and Accounts (Ordinary Resolution)

Under section 437 of the Act, the Directors are required to present the Company's Annual Report and Accounts for the period ended 31 December 2022 to a general meeting, together with the Directors' reports and the Auditor's report on those accounts.

## Resolution 2

### Directors' Remuneration Report (Ordinary Resolution)

The Company is required to ask Shareholders to vote on the Remuneration Report contained in the Annual Report and Accounts for the period ended 31 December 2022. This excludes the portion of the Remuneration Report relating to the Remuneration Policy. This vote is advisory.

## Resolution 3

### To approve a final dividend (Ordinary Resolution)

The Directors seek Shareholder approval of a final dividend of 120.00 cents (99.23 pence) per ordinary share payable (gross of any applicable tax) on 1 June 2023 to Shareholders on the register of members at the close of business on 5 May 2023. The ISIN for the ordinary shares of 4imprint Group plc is GB0006640972.

## Resolution 4

### To approve a special dividend (Ordinary Resolution)

In recognition of the Company's strong performance, the Directors seek Shareholder approval of a special dividend of 200.00 cents (165.38 pence) per ordinary share payable (gross of any applicable tax) on 1 June 2023 to Shareholders on the register of members at the close of business on 5 May 2023. The ISIN for the ordinary shares of 4imprint Group plc is GB0006640972.

## Resolutions 5 to 12

### Re-election of Directors (Ordinary Resolutions)

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

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

Full biographical details of each Director are set out below.

## Resolution 5

### Re-election of Lindsay Claire Beardsell as a Director

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

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

## Resolution 6

### Re-election of Charles John Brady as a Director

#### *C.J. Brady: Senior 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 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 7****Re-election of John Michael Gibney as a Director****J.M. Gibney: Independent Non-Executive Director: Appointed as Non-Executive Director in March 2021**

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

**Resolution 8****Re-election of Kevin Lyons-Tarr as a Director****K. Lyons-Tarr: Chief Executive Officer: Appointed as Executive Director in June 2012 and became Chief Executive Officer in March 2015**

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

**Resolution 9****Re-election of Paul Stephen Moody as a Director****P.S. Moody: Non-Executive Chairman: Appointed as Non-Executive Director in February 2016 and became Non-Executive Chairman in December 2016**

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

**Resolution 10****Re-election of Jaz Rabadia Patel as a Director****J. Rabadia Patel: Independent Non-Executive Director: Appointed as Non-Executive Director in September 2021**

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

**Resolution 11****Re-election of David John Emmott Seekings as a Director****D.J.E. Seekings: Chief Financial Officer: Appointed as Chief Financial Officer in March 2015**

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

**Resolution 12****Re-election of Christina (Tina) Dawn Southall as a Director****C.D. Southall: Independent Non-Executive Director: Appointed as Non-Executive Director in May 2019**

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

**Resolution 13****Auditor re-appointment (Ordinary Resolution)**

Under section 489 of the Act, the Company is required to appoint an auditor at each general meeting at which accounts are laid before Shareholders. This resolution proposes the re-appointment of Ernst & Young LLP as auditor of the Company for the year ending 30 December 2023.

## EXPLANATORY NOTES TO RESOLUTIONS CONTINUED

### Resolution 14

#### Auditor remuneration (Ordinary Resolution)

Section 492 of the Act requires the auditor's remuneration to be fixed by the Company's Shareholders by ordinary resolution or in such manner as the Company's Shareholders may by ordinary resolution determine. This resolution proposes that the Directors be authorised to determine the remuneration of the auditor. In practice, and in line with the Code and the Competition and Markets Authority's Order on statutory audit services, the Audit Committee will consider and approve the audit fees on behalf of the Board. Details of the remuneration paid to the Company's auditor for 2022 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 31 December 2022.

### Resolution 15

#### Authority to allot shares (Ordinary Resolution)

This resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £3,600,708 (representing 9,361,843 ordinary shares of 38 $\frac{1}{4}$ p each). This amount represents approximately, but not more than, one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 April 2023, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 24 August 2024 and the conclusion of the Annual General Meeting of the Company held in 2024.

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

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

### Resolution 16

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

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

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

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

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary; and
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £1,080,212 (representing 2,808,553 ordinary shares and approximately 10% of the issued ordinary share capital of the Company as at 14 April 2023, the latest practicable date prior to publication of this Notice); and
- (c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum of 2% of the issued ordinary share capital of the Company), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles.

In respect of the authority sought under resolution 16, the Directors acknowledge the provisions of the Pre-Emption Group's most recent Statement of Principles published in November 2022 (the "**Pre-Emption Group's Principles**") and confirms that they will follow the general principles set out therein (including as to any "**follow on**" offers). The Directors have decided to adopt the provisions of the Pre-Emption Group's Principles in relation to the increased maximum of the disapplication of pre-emption rights for the allotment of shares on an unrestricted basis, of up to 10% of the Company's issued share capital. The Directors consider it to be desirable to have this flexibility, as permitted by corporate governance guidelines, to be able to allot shares otherwise than on a pre-emptive basis in appropriate circumstances should it be in the best interests of the Company to do so. In line with previous years, the Directors have decided not to adopt the provisions of the Pre-Emption Group's Principles in relation to the disapplication of pre-emption rights for the allotment of shares in connection with the financing of an acquisition or specified capital investment in certain circumstances, as the Directors believe that resolution 16, as proposed, provides sufficient flexibility to the Company at this time.

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



The authority will expire at the earlier of 24 August 2024 and the conclusion of the Annual General Meeting of the Company held in 2024.

## **Resolution 17**

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

Shareholder approval is required for a company to purchase its own shares on market under section 701 of the Act. Resolution 17, which will be proposed as a special resolution and requires 75% of the votes to be cast in favour, seeks authority for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the Shareholders at previous annual general meetings.

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

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 38½p, 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 121,080 ordinary shares, 0.43% of the Company's ordinary issued share capital as at 31 December 2022.

If the existing authority given at the 2022 Annual General Meeting and the authority now being sought by resolution 17 were to be fully used, the options outstanding would represent 0.53% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 24 August 2024 and the conclusion of the Annual General Meeting of the Company held in 2024.

## **Resolution 18**

### **Notice of general meetings (Special Resolution)**

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

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

## SHAREHOLDER NOTES

1. To be entitled to attend (including attendance by proxy) and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on Monday 22 May 2023 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Shareholders entitled to attend the Annual General Meeting do not need to undertake further action in order to be able to attend. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend (including attendance by proxy) and vote at the meeting.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. Even for those Shareholders who are intending to attend the AGM in person, we strongly recommend that all Shareholders complete and submit a proxy form.
3. A hard copy form of proxy has **not** been sent to Shareholders, who may register proxy appointments on-line as set out in note 5 below. However, Shareholders can also request a hard copy proxy form directly from the Company's registrars, Link Group, by emailing at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by calling Link Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively you can contact Link via our postal address at to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
4. In the case of a member which is a company, if submitting a hard copy proxy form, it must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.
5. All members (other than those who held their shares in CREST) may register their proxy appointments and instructions on-line by logging on to the website [www.signalshares.com](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 need help with voting on-line please contact our Registrar, Link Group on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively you can contact Link via email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or via postal address at to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you submit more than one proxy instruction, the appointment received last before the latest time for receipt will take precedence. If you are a CREST member, see notes 11 to 14 below.
6. To be valid any proxy form or other instrument appointing a proxy must be completed on-line or received by post or (during normal business hours only) by hand at the offices of the Company's registrars, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the electronic address provided in the proxy form, in each case no later than 11.00 a.m. on Monday 22 May 2023.
7. A 'Vote Withheld' option is provided on the form of proxy which enables you to abstain on any particular resolution. It should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
8. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
9. The statement of the above rights of Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
10. As at close of business on 14 April 2023 (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 2023 are 28,085,530.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](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 Monday 22 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00 a.m. on Monday 22 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
17. In the case of joint holders, where more than one of the joint holders completes a form of proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members, the first-named being the most senior.
18. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
19. Any member entitled to attend the meeting (including by proxy) has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Shareholders may submit questions relating to the business of the meeting in advance of the AGM via email at [agm@4imprint.com](mailto:agm@4imprint.com) or by post to the Company Secretary, at 4imprint, 5 Ball Green, Cobra Court, Trafford Park, Manchester, M32 0QT by 11.00 a.m. on Monday 22 May 2023. We will aim to publish the answers to your questions on our website as soon as practicable and, wherever possible, prior to the deadline for the return of proxy votes at the AGM (or, where that is not possible, after the AGM). There will also be an opportunity for Shareholders to raise appropriate questions relating to the business of the AGM at the AGM itself.

## SHAREHOLDER NOTES CONTINUED

20. A member or members meeting the qualification criteria set out in sections 338 and 338A of the Act, may, subject to certain conditions, require the Company to: (i) give Shareholders of the Company entitled to receive notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and (ii) include in the business to be dealt with at the AGM a matter (other than a proposed resolution) which may properly be included in the business (a matter of business). The conditions are that:
- a. the resolution or matter of business must not be defamatory of any person, frivolous or vexatious or (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); and
  - b. the request:
    - i. may be in hard copy form or in electronic form;
    - ii. must identify the resolution of which notice is to be given or matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identifying the resolution or matter to be included in the business;
    - iii. in the case of a matter of business, must be accompanied by a statement setting out the grounds for the request;
    - iv. must be authenticated by the person or persons making it; and
    - v. must be received by the Company no later than six weeks before the meeting to which the request relates, or if later, the time at which Notice of the AGM is given.
21. The following documents will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY from 17 April 2023 until the close of the AGM and at the place of the AGM from 15 minutes before the start of the AGM until the close of the AGM:
- a. copies of the Executive Directors' service contracts;
  - b. copies of letters of appointment of the Chairman and the Non-Executive Directors; and
  - c. copies of the Company's annual accounts, the Directors' Report, the Strategic Report, the Remuneration Report and the Auditor's Report.
22. A copy of this Notice, and other information required by section 311A of the Act, can be found at <https://investors.4imprint.com>
23. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
24. The Company confirms that all resolutions to be proposed at the AGM will be put to the vote on a poll. This will result in a more accurate reflection of the views of all of the Company's Shareholders by ensuring that every vote cast is recognised, including the votes of Shareholders who are unable to attend the Meeting, but who have appointed a proxy for the Meeting. On a poll, each Shareholder has one vote for each share held. All of the votes of the Shareholders present will be counted, and added to those received by proxy, and the provisional final votes will be displayed at the Meeting. The final results will be announced to the London Stock Exchange and published on the Company's website as soon as practicable after the AGM. The Company will also disclose the number of votes withheld.
25. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third-party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.



**Registered office**

4imprint Group plc  
25 Southampton Buildings  
London  
WC2A 1AL

Telephone +44 (0)20 3709 9680

Email [hq@4imprint.co.uk](mailto:hq@4imprint.co.uk)