



# Notice of Annual General Meeting and Explanatory Circular to shareowners

## **S4Capital plc**

*Incorporated and registered in England and Wales under number 10476913*

This document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman of S4Capital plc set out on page 2 of this document which contains the recommendation by the Directors of the Company to shareowners to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of S4Capital plc to be held at the Knowledge Centre, British Library, 96 Euston Road, London NW1 2DB on Wednesday 29 May 2019 at 11.00 am is set out at the end of this document. Shareowners will also find enclosed with this document a form of proxy for use in connection with the Annual General Meeting.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received by Share Registrars Limited no later than 11.00 am on Friday 24 May 2019. Alternatively, a proxy may be appointed electronically by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

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### **This document is important and requires your immediate attention**

**If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your shares in S4Capital plc, please pass this document, together with the accompanying documents, as soon as possible 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.

# Letter from the Executive Chairman of S4Capital plc

## S4Capital plc

Incorporated and registered in England and Wales under number 10476913

### Directors:

Sir Martin Sorrell (*Executive Chairman*)  
Victor Knaap  
Wesley ter Haar  
Peter Kim  
Christopher Martin  
Peter Rademaker  
Paul Roy (*Non-Executive*)  
Rupert Faure Walker (*Non-Executive and Senior Independent Director*)  
Sue Prevezer (*Non-Executive*)  
Daniel Pinto (*Non-Executive*)

### Registered Office:

12 St James's Place  
London  
SW1A 1NX

29 April 2019

Dear shareowner

I am pleased to invite you to the Company's Annual General Meeting which will be held at the Knowledge Centre, British Library, 96 Euston Road, London NW1 2DB on Wednesday on 29 May 2019 at 11.00 am.

The notice of Annual General Meeting is set out on pages 3 to 6 of this document. A copy of the Annual Report and Accounts for the year ended 31 December 2018 (the '**2018 Annual Report**') has been made available on the Company's website at [www.s4capital.com](http://www.s4capital.com), together with a form of proxy to enable you to exercise your voting rights.

The purpose of the Annual General Meeting is to seek shareowners' approval for the resolutions. It is also an opportunity for shareowners to express their views and to ask questions of the Directors of the Company (the '**Board**'). We, as your Board, are committed to open dialogue with our shareowners and our Annual General Meeting is an excellent means to engage with you directly.

If you cannot attend, you have the right to appoint a proxy to vote at the Annual General Meeting on your behalf. To appoint a proxy, please complete the form of proxy enclosed with this Notice, which is also available from the Company's website, and send it to our registrar, Share Registrars Limited. Alternatively, a proxy may be appointed electronically by sending a signed proxy form in PDF format by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

Proxy appointments must be received by Share Registrars by no later than at 11.00 am on Friday 24 May 2019.

### Recommendation

In the opinion of the Directors, each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Company and shareowners as a whole. Accordingly, the Directors recommend that shareowners vote in favour of the resolutions at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 29.8% of the issued Ordinary Shares of the Company.

Yours faithfully



**Sir Martin Sorrell**  
Executive Chairman

# Notice of Annual General Meeting

## S4Capital plc

*Incorporated and registered in England and Wales under number 10476913*

Notice is hereby given that the Annual General Meeting of S4Capital plc (the '**Company**') will be held at the Knowledge Centre, British Library, 96 Euston Road, London NW1 2DB on Wednesday 29 May 2019 at 11.00 am. You will be asked to consider and vote on the resolutions below. Resolutions 18 to 22 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

For further information on all of the resolutions, please refer to the Explanation of Resolutions which can be found on pages 7 to 9.

### Annual Report and Accounts

1. To receive the reports of the Directors and the Auditors and the audited accounts for the financial year ended 31 December 2018.

### Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), set out on pages 52 to 56 of the Annual Report and Accounts for the financial year ended 31 December 2018.

### Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy, set out in the Directors' Remuneration Report on pages 57 to 63 of the Annual Report and Accounts for the financial year ended 31 December 2018.

### Election of Directors

4. To elect Sir Martin Sorrell, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
5. To elect Victor Knaap, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
6. To elect Wesley ter Haar, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
7. To elect Peter Kim, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
8. To elect Christopher S. Martin, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
9. To elect Peter Rademaker, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
10. To elect Paul Roy, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
11. To elect Rupert Faure Walker, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
12. To elect Susan Prevezer, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
13. To elect Daniel Pinto, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.

### Auditors

14. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office until the conclusion of the next General Meeting of the Company at which accounts are laid.
15. To authorise the Directors to determine the remuneration of the Auditors.

# Notice of Annual General Meeting continued

## Directors' Authorities to Allot Shares

16. That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the '**Act**') to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:
- (a) up to a nominal amount of £30,283,649.50; and
  - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £30,283,649.50 in connection with an offer by way of a rights issue to:
    - (i) ordinary shareowners in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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.

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner (unless previously renewed, varied or revoked by the Company at a General Meeting). The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

17. That, in addition to the authority granted under Resolution 16, the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the '**Act**') to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £13,627,642.25 in order to acquire some or all of the 'A1' Ordinary Shares of £2.00 each in the capital of S<sup>4</sup>Capital 2 Limited and/or the 'A2' Ordinary Shares of £2.00 each in the capital of S<sup>4</sup>Capital 2 Limited. The authorities conferred on the Directors to allot securities under this Resolution will expire at 6.00 pm on 29 May 2024, (unless previously renewed, varied or revoked by the Company at a General Meeting). The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

## Disapplication of Pre-emption Rights (General)\*

18. That, subject to the passing of Resolution 16, the Directors be given powers pursuant to sections 570 and 573 of the Companies Act 2006 (the '**Act**') to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be limited to:
- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16 above, by way of a rights issue only) to:
    - (i) ordinary shareowners in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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) the allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £4,542,547.25,

such authorities to expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner (unless previously renewed, varied or revoked by the Company at a General Meeting). The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### Disapplication of Pre-emption Rights (Acquisition or Capital Investment)\*

19. That, subject to the passing of Resolution 16, the Directors be given powers pursuant to sections 570 and 573 of the Companies Act 2006 (the '**Act**') and in addition to any authority granted under Resolution 18, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be:

- (a) limited to the allotment of equity securities up to a nominal amount of £4,542,547.25; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles (the '**Pre-Emption Group's Statement of Principles**') most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner (unless previously renewed, varied or revoked by the Company at a General Meeting). The Company may, before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### Disapplication of pre-emption rights (overseas shareowners)\*

20. That, subject to the passing of Resolution 16, the Directors be given powers pursuant to sections 570 and 573 of the Companies Act 2006 (the '**Act**') and in addition to any authority granted under Resolutions 18 and 19, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be:

- (c) limited to the allotment of equity securities up to a nominal amount of £13,627,642.25; and
- (d) used only for the purposes of conducting a private placement of the equity securities to the Company's existing shareowners who have been excluded from an offer being made to ordinary shareowners in proportion (as nearly as may be practicable) to their existing holdings due to legal, regulatory or practical problems in, or under the laws of, any territory,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner (unless previously renewed, varied or revoked by the Company at a General Meeting). The Company may, before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### Purchase of own Shares\*

21. That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the '**Act**') to make market purchases (as defined in section 693 of the Act) of Ordinary Shares of 25 pence each in the capital of the Company ('**Ordinary Shares**') on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 36,340,379;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System;
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner; and

## Notice of Annual General Meeting continued

- (e) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract.

### Notice period for General Meetings, other than an Annual General Meeting\*

- 22. That a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

\*Special resolution

By order of the Board

**Theresa Dadun**

Company Secretary

Date 29 April 2019

Registered Office: 12 St James's Place, London SW1A 1NX

# Explanation of Resolutions

Resolutions 1 – 17 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution. Resolutions 18 to 22 are proposed as special resolutions. For each of these to be passed, at least three quarters of the votes cast must be in favour of the resolution.

An explanation of each of the resolutions is set out below:

## Resolution 1 – Annual Report and Accounts

The Directors are required to present to the Annual General Meeting the audited accounts and the Directors' and Auditors' Reports for the financial year ended 31 December 2018.

## Resolution 2 – Directors' Remuneration Report

In accordance with section 439 of the Companies Act 2006 (the '**Act**'), shareowners are requested to approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy set out on pages 57 to 63 of the 2018 Annual Report). The Directors' Remuneration Report is set out on pages 52 to 57 of the 2018 Annual Report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

## Resolution 3 – Directors' Remuneration Policy

Shareowners are requested to approve the Directors' Remuneration Policy as set out on pages 57 to 63 of the 2018 Annual Report. The Directors' Remuneration Policy must be approved by shareowners (by a separate resolution) at least once every three years. If approved by shareowners, the new proposed Remuneration Policy will take effect immediately upon conclusion of the Annual General Meeting.

Once approved, the Company will not be able to make a remuneration payment to a current or past director unless that payment is consistent with the Remuneration Policy or has been approved by a resolution of the members of the Company.

## Resolutions 4 to 13 – Election of Directors

Resolutions 4 to 13 are to approve the election of the Board. In accordance with the recommendation of the Nomination and Remuneration Committee of the Board, all of the Directors are standing for election by shareowners at the AGM.

The Directors believe that the Board offers an appropriate balance of knowledge and skills and that all of the Non-Executive Directors are independent in character and judgement. The Board is looking for two further Non-Executive Directors with complementary skill sets and expertise. The Nomination and Remuneration Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and recommends to the Board the appointment of all of the Directors of the Company standing for election. The Senior Independent Director confirms that the Non-Executive Directors continue to demonstrate effective performance and commitment to the role and have sufficient time to meet their responsibilities.

Biographical details of each of the Directors appear on pages 36 to 42 of the 2018 Annual Report.

## Resolutions 14 and 15 – Auditors

Resolution 14 proposes the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company until the conclusion of the Company's Annual General Meeting in 2020. The Company is required to appoint auditors at every General Meeting of the Company at which accounts are presented to shareowners. The current appointment of PricewaterhouseCoopers LLP as the Company's Auditors will end at the conclusion of the Annual General Meeting and it has advised of its willingness to stand for re-appointment.

It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 15 grants this authority to the Directors.

## Resolution 16 – Directors' General Authority to Allot Shares

Resolution 16 is proposed to renew the Directors' power to allot shares. Resolution 16(a) seeks to grant the Directors authority to allot, pursuant to section 551 of the Act, shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £30,283,649.50. This represents 121,134,598 Ordinary Shares of 25 pence each, which is approximately one third of the Company's issued ordinary share capital as at 23 April 2019, (being the latest practicable date prior to the publication of this Notice).

In accordance with The Investment Association's Share Capital Management Guidelines (the '**Guidelines**'), Resolution 16(b) seeks to grant the Directors authority to allot Ordinary Shares in connection with a rights issue in favour of ordinary shareowners up to an aggregate nominal value of £30,283,649.50 (representing 121,134,598 Ordinary Shares of 25 pence each). This amount represents one third of the Company's issued Ordinary Share capital as at 23 April 2019, (being the latest practicable date prior to the publication of this Notice).

## Explanation of Resolutions continued

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the conclusion of the Annual General Meeting of the Company to be held in 2020, or at 6.00 pm on 29 August 2020, whichever is sooner. The Directors have no present intention of exercising either of the authorities under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

### Resolution 17 – Directors’ Authority to Allot Shares in connection with the S4 Limited Scheme

Arrangements were put in place shortly after the formation of S<sup>4</sup>Capital 2 Limited (formerly S<sup>4</sup>Capital Limited) (**‘S<sup>4</sup> Limited’**) to create incentives for those executives who are expected to make key contributions to the success of the Group (the **‘S<sup>4</sup> Limited Scheme’**). In order to give effect to the S<sup>4</sup> Limited Scheme the directors of S<sup>4</sup> Limited were empowered to issue up to 4,000 ‘A2’ Ordinary Shares of £2.00 each and up to 4,000 ‘A2’ Ordinary Shares of £2.00 each in the capital of S<sup>4</sup> Limited (the **‘Incentive Shares’**). When the Company acquired S<sup>4</sup> Limited, the Incentive Shares in issue were not in acquired by the Company, but remain to incentivise the Group’s key executives.

Subject to certain performance and vesting conditions, details of which are set out more fully in the 2018 Annual Report, the holders of Incentive Shares may elect to sell them to the Company in exchange for Ordinary Shares in the Company between 9 July 2023 and 9 July 2025. The value to be delivered to the holders of Incentive Shares in such circumstances would be equal to 15% of the growth in value of the equity invested in S<sup>4</sup> Limited.

Resolution 17 seeks to grant the Directors authority to allot, pursuant to section 551 of the Act, shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £13,627,642.25 This represents 54,510,569 Ordinary Shares of 25 pence each, which is approximately 15% of the Company’s issued Ordinary Share capital as at 23 April 2019, (being the latest practicable date prior to the publication of this Notice).

### Resolutions 18, 19 and 20 – Disapplication of Pre-emption Rights

Resolutions 18, 19 and 20 are to approve the disapplication of pre-emption rights. The passing of these resolutions would allow the Directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareowners in proportion to their existing holdings.

The authority under Resolution 18 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 shares or as the Board considers necessary; and
- (b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £4,542,547.25, which represents approximately 5% of the Company’s issued ordinary share capital as at April 2019 (being the latest practicable date prior to the publication of this Notice).

Resolution 19 would give the Directors authority to allot a further 5% of the issued ordinary share capital of the Company as at 23 April 2019 (being the latest practicable date prior to the publication of this Notice) for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-Emption Group’s Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice.

The disapplication authorities under Resolutions 18 and 19 are in line with guidance set out in the Pre-Emption Group’s Statement of Principles. The Pre-Emption Group’s Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 5% of a company’s issued share capital for use on an unrestricted basis and (ii) up to a further 5% of a company’s issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

In accordance with the Pre-Emption Group’s Statement of Principles, the Directors confirm that they do not intend to issue shares for cash representing more than 7.5% of the Company’s issued ordinary share capital in any rolling three-year period (save in accordance with Resolutions 19 or 20) without prior consultation with shareowners.

Resolution 20 would give the Directors authority to allot up to 15% of the issued ordinary share capital of the Company as at 23 April 2019 (being the latest practicable date prior to the publication of this Notice) to ordinary shareowners whose jurisdiction of residence may make them ineligible to participate in a general pre-emptive offer to shareowners.

The Directors have undertaken to use this authority only in order to make private placement offerings of the Company’s Ordinary Shares to existing ordinary shareowners who have been excluded from a general pre-emptive offer of Ordinary Shares because of their jurisdiction of residence.

The Company has a broad global shareowner base and, as such, the Directors consider that the authority being sought under Resolution 20 will enable the Company to treat shareowners equitably in future issues of Ordinary Shares that are intended to take place on an entirely or partly pre-emptive basis.

The authorities contained in Resolutions 18, 19 and 20 will expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner.

### **Resolution 21 – Purchase of own Shares**

Resolution 21 is to approve the purchase by the Company of its own Ordinary Shares in the market. The authority limits the number of shares that could be purchased to a maximum of 36,340,379 Ordinary Shares (equivalent to 10% of the Company's issued ordinary share capital as at 23 April 2019 (being the latest practicable date prior to the publication of this Notice)) and sets a minimum and maximum price. The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at 6.00 pm on 29 August 2020, whichever is sooner.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareowners generally, and could be expected to result in an increase in earnings per share of the Company. Any purchases of Ordinary Shares would be by means of market purchase through the London Stock Exchange.

Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

As at 23 April 2019 (being the latest practicable date prior to the publication of this Notice), the total number of options to subscribe for Ordinary Shares in the Company amounted to 8,970,481. This represented 2.47% of the Company's issued ordinary share capital on that date. If this authority to purchase shares is exercised in full, the options would represent 2.41% of the issued Ordinary Share capital as at the same date.

### **Resolution 22 – Notice period for General Meetings, other than an Annual General Meeting**

Resolution 22 is to approve the calling of General Meetings of the Company (other than an Annual General Meeting) on 14 clear days' notice. The notice period required by the Act for General Meetings of the Company is 21 clear days unless (i) shareowners agree to a shorter notice period and (ii) the Company has met the requirements for electronic voting under the Companies (Shareowners' Rights) Regulations 2009. Annual General Meetings must always be held on at least 21 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting, the proposals are time-sensitive and it is thought to be to the advantage of shareowners as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

# Notes to the Notice of Annual General Meeting

## Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B(2) of the Act, only those shareowners registered in the register of members of the Company at 11.00 am on 24 May 2019 (or, in the event of any adjournment, at 11.00 am on the day which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the Annual General Meeting (the '**AGM**'). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

## Attending in person

2. Registration for the AGM opens at 10.15 am. If you wish to attend the AGM in person, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the AGM and will speed up your admission. You may find it useful to bring this Notice and the 2018 Annual Report so that you can refer to them at the AGM.

## Appointment of proxies

3. If you are a member who is entitled to attend and vote at the AGM, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at the AGM. A form of proxy, which may be used to make such appointment and to give proxy instructions, accompanies this Notice and is available for download from the Company's website, [www.s4capital.com](http://www.s4capital.com).
4. If you are not a member of the Company but have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this 'Appointment of proxies' section. Please read the section 'Nominated Persons' below.
5. A proxy does not need to be a member of the Company. You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained from the Company's website. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). All forms must be signed and should be returned together in the same envelope. If you do not have a form of proxy and believe that you should have one, you may download one from the Company's website, [www.s4capital.com](http://www.s4capital.com).
6. Shareowners can:
  - (a) appoint a proxy and give proxy instructions by returning the form of proxy enclosed with this Notice by post (see Notes 8 and 9 below);
  - (b) register their proxy appointment electronically (see Note 10 below); or
  - (c) if they hold shares in CREST, register their proxy appointment by utilising the CREST electronic proxy appointment service (see Notes 11 to 14 (inclusive) below).
7. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareowner attending the AGM and voting in person if he/she wishes to do so.

## Appointment of proxies by post

8. To be valid any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR no later than 11.00 am on Friday 24 May 2019.
9. In the case of a shareowner which is a corporation, the form of proxy must be executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. The power of attorney or authority (if any) should be returned with the form of proxy.

## Appointment of proxies electronically

10. Shareowners may appoint a proxy electronically by emailing a signed copy (in PDF format) of a completed proxy form to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com). To be valid, your proxy appointment and instructions should reach Share Registrars Limited no later than 11.00 am on Friday 24 May 2019.

## Appointment of proxies through CREST

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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, Share Registrars Limited (ID 7RA36), by 11.00 am on Friday 24 May 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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 & 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 or her 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. 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 (as amended).

#### **Appointment of proxies by joint holders**

15. In the case of joint holders, where more than one of the joint holders purports to appoint a 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 in respect of the joint holding (the first-named being the most senior).

#### **Changing proxy instructions**

16. Shareowners may change proxy instructions by submitting a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.
17. Where you have appointed a proxy using the form of proxy enclosed with this Notice and would like to change the instructions using another hard copy form of proxy, please contact Share Registrars Limited on 01252 821390. Calls to this number are charged at the standard rate. Overseas holders should contact +44 1252 821390. Lines are open from 9.00 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales.
18. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Terminating your proxy appointment**

19. Shareowners may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by sending a scanned copy by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com).
20. The revocation notice must be received by Share Registrars no later than 11.00 am on Friday 24 May 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the AGM and vote in person.

#### **Corporate representatives**

21. 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.

#### **Nominated Persons**

22. 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 shareowner by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Nominated Persons are advised to contact the shareowner who nominated them for further information on this and the procedure for appointing any such proxy.
23. 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 shareowner as to the exercise of voting rights. Such Nominated Persons are advised to contact the Shareowners who nominated them for further information on this.

#### **Right to ask questions**

24. Under section 319A of the Act, any member attending the AGM has the right to ask questions at the AGM relating to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.
25. Please keep your questions and statements short and relevant to the business of the AGM to allow everyone who wishes to speak the chance to do so. It would be helpful if you could state your name before you ask your question. The Chairman may nominate a representative to answer a specific question after the AGM or refer the question to the Company's website.

#### **Members' power to influence AGM agenda**

26. Under section 338 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to give notice of a resolution which may properly be moved at the AGM. Any such request, which must comply with s.338(4) of the Act, must be received by the Company no later than six weeks before the date fixed for the AGM.
27. Under section 338A of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. Any such request, which must comply with s.338A(3) of the Act, must be received by the Company no later than six weeks before the date fixed for the AGM.

# Notes to the Notice of Annual General Meeting continued

## Website publication of audit concerns

28. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; 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.
29. The Company may not require the shareowners 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

## Total voting rights

30. As at 23 April 2019, the latest practicable date prior to the date of this Notice, the Company's issued share capital consisted of 363,403,795 Ordinary Shares, carrying one vote each and one B Share of £1.00 carrying one vote when voted in favour of a resolution and, when voted against, such number of votes as may be required to defeat the relevant resolution. Therefore, the total number of voting rights in the Company (excluding the B Share) as at 23 April 2019 was 363,403,795.
31. The results of the voting will be announced through a Regulatory Information Service and will be published on our website [www.s4capital.com](http://www.s4capital.com) as soon as reasonably practicable thereafter.

## Documents on display

32. Copies of the Non-Executive Directors' letters of appointment are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, 12 St James's Place, London SW1A 1NX, from the date of this Notice until the conclusion of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM.

## Information available on website

33. A copy of this Notice, and other information required by section 311A of the Act, can be found at [www.s4capital.com](http://www.s4capital.com) along with a copy of the 2018 Annual Report which can be downloaded in PDF format.

## Communication

34. Any electronic address provided either in this Notice or any related documents (including the form of proxy) may only be used for the limited purposes specified herein and not to communicate with the Company by electronic means or for any other more general purpose.
35. Except as provided above, shareowners who have general enquiries about the AGM should call our shareowner helpline on 01252 821390. Calls to this number are charged at the standard rate. Overseas holders should contact +44 1252 821390. Lines are open from 9.00 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales. No other methods of communication will be accepted.