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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN INDEPENDENT FINANCIAL ADVICE FROM A STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, OR OTHER FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

## **PALACE CAPITAL PLC**

(a company incorporated in England and Wales with registered number 5332938)

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

**29 July 2021 at 10.00 a.m. at the offices of  
Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH**

If you have sold or otherwise transferred all of your ordinary shares in Palace Capital plc please send this Notice of Annual General Meeting, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

The Board has been closely monitoring the evolving COVID-19 situation as the restrictions on social distancing and non-essential travel in the United Kingdom are gradually eased under the UK Government's four-step roadmap out of lockdown. Although UK based shareholders are legally entitled to attend this year's AGM in person, the meeting will be significantly reduced in scale and the Board strongly recommends that Shareholders vote on all resolutions by appointing the Chair of the AGM as their proxy, in accordance with the instructions set out in this Notice. Only shareholders or properly appointed proxies will be permitted access to the meeting room. Further information on the impact of COVID-19 on this year's AGM is set out on page 2 of this document.

## COVID-19

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While UK based Shareholders and properly appointed proxyholders are legally entitled to attend the AGM in person, in light of the ongoing COVID-19 situation and the UK Government's four-step roadmap out of lockdown, the Board strongly recommends that all Shareholders vote on all resolutions by submitting a proxy appointment to appoint the Chair of the AGM as their proxy.

As a consequence of the regulations please note that if you are planning to join us at the AGM you must inform the Company Secretary by sending an email to [info@palacecapitalplc.com](mailto:info@palacecapitalplc.com) confirming your attendance. You must also attach a Letter of Corporate Representation from the custodian of your shares if the shares are not registered in your name. Please note that your name must be pre-registered with the venue in advance of the day.

In addition please note that:

- only registered shareholders or properly appointed proxy holders will be permitted to attend;
- no guests of shareholders will be admitted; and
- there will be no catering offered to attendees.

The meeting will be held on a properly social distanced basis in line with the prescribed regulations.

Palace Capital plc regrets the need to impose these restrictions on attendance as it regards the AGM as an important date in the Company's corporate calendar and an important opportunity to engage with Shareholders, but the wellbeing of Shareholders and employees is vitally important to the Company.

Ensuring that Shareholders are able to vote and to raise questions on the business of the AGM remains a key priority. Any questions on the business of the AGM may be submitted in advance of the AGM to [info@palacecapitalplc.com](mailto:info@palacecapitalplc.com) by no later than 10:00 a.m. on 27 July 2021. We will endeavour to provide responses to these questions and, where appropriate, will publish answers to frequently asked questions on the Company's website ([www.palacecapitalplc.com](http://www.palacecapitalplc.com)).

It is also our intention to record the proceedings at the AGM and we may make the recording available on our website following the meeting. All necessary steps will be taken in relation to processing personal data of those present at the meeting in compliance with Palace Capital plc's privacy policy.

This document reflects the intention of the Board with respect of the AGM given the law in force, and relevant guidance, as at the latest practicable date before publication of this notice. Given the evolving nature of the COVID-19 restrictions, the Company is closely monitoring the situation and will continue to do so ahead of the AGM. Should the situation change such that we consider that it is no longer possible for shareholders to attend the meeting in person, we will notify shareholders of the change, prior to the AGM, via an RNS announcement and on the Company's website ([www.palacecapitalplc.com](http://www.palacecapitalplc.com)).

We would like to thank all Shareholders for their co-operation and understanding in these unprecedented times.

## LETTER FROM THE CHAIRMAN

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Directors:

Stanley Davis  
 Neil Sinclair  
 Stephen Silvester  
 Richard Starr  
 Kim Taylor-Smith  
 Mickola Wilson  
 Paula Dillon

Registered Office:  
 4th Floor  
 25 Bury Street  
 St James's  
 London  
 United Kingdom  
 SW1Y 6AL

23 June 2021

Dear Shareholder

### Notice of Annual General Meeting

This document contains the Notice of Annual General Meeting (AGM) which is to be held at the offices of Edwin Coe LLP, Cannon Place, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH at 10.00 a.m. on 29 July 2021.

This year, in contrast with last year's annual general meeting, we are delighted to be able to welcome shareholders in person to our AGM. The meeting will be undertaken in accordance with the relevant UK Government regulations. In order to make all preparations necessary to undertake the meeting in compliance with all UK Government regulations, we would ask you to give us notice of your intention to attend the AGM in person by emailing the Company Secretary at [info@palacecapitalplc.com](mailto:info@palacecapitalplc.com).

Given the constantly evolving nature of COVID-19, if the guidelines should materially change before the date of the meeting, we may adapt our proposed arrangements, working in accordance with the latest legislation and guidance issued by the UK Government and mindful of public health concerns. If the board considers that arrangements regarding attendance at the AGM need to change, we will notify any changes as early as possible before the date of the meeting. Shareholders should continue to monitor the Company's website at <https://palacecapitalplc.com/> and regulatory news services for any updates to the meeting arrangements.

Voting on all resolutions that form the business of the meeting will be conducted on a poll. The results of voting on the resolutions will be posted on the Company's website shortly after the AGM.

### Business at the Annual General Meeting

Details of the items of business to be proposed at the AGM are set out below.

Resolutions 1 to 14 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 15 to 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

Resolution 1 relates to the approval of the Company's accounts together with the reports of the Directors and the auditors and the strategic report for the year ended 31 March 2021 which the Company is required to put to shareholders for consideration.

### Resolution 2 – Annual Remuneration Report

Resolution 2 is an ordinary resolution to approve the Annual Remuneration Report, other than the part containing the proposed Directors' remuneration policy on pages 74 to 78 of the Annual Report, and states how the Company has remunerated its Directors. Section 439 of the Companies Act 2006 requires UK-incorporated listed companies to put their Annual Remuneration Report to an advisory vote. As the vote is advisory, it does not affect the actual remuneration paid to any individual Director. The Annual Remuneration Report is set out in full on pages 71 to 84 of the Annual Report.

### Resolution 3 – Approval of Directors' remuneration policy

Resolution 3 is an ordinary resolution to receive and approve the Directors' remuneration policy, contained within the Annual Report on pages 74 to 78.

### Resolution 4 – Declaration of dividend

The Directors are recommending a final dividend on the Company's ordinary shares of 3 pence per ordinary share, to be paid on 5 August 2021 to the holders of ordinary shares at close of business on 2 July 2021. A final dividend can only be paid after it has been approved by the shareholders at a general meeting.

## LETTER FROM THE CHAIRMAN CONTINUED

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### **Resolution 5 – Reappointment of the auditors**

Following the recommendation of the Audit and Risk Committee, the Board is proposing the re-appointment of BDO LLP as the Company's auditors to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company.

### **Resolution 6 – Authority to agree the remuneration of the auditors**

This resolution authorises the Audit and Risk Committee to determine the remuneration of the auditors.

### **Resolutions 7 to 13 – Re-election of Directors**

The Company's articles of association require only directors who have been appointed by the Board since the last annual general meeting or for whom it is the third annual general meeting following the annual general meeting at which he or she was elected or last re-elected, to retire from office and offer themselves for re-appointment.

In accordance with the recommendations of the Financial Reporting Council as set out in the UK Corporate Governance Code, it has been decided that all the Directors will retire at the AGM. Biographical details of the Directors standing for re-election are set out on pages 54 to 55 of the Annual Report. The Board considers that all of the Directors continue to make a valuable contribution to the Board's deliberations and that they continue to demonstrate the required commitment.

### **Resolution 14 – Authority to allot**

At the 2020 annual general meeting, the Directors were authorised, under section 551 of the Companies Act 2006, to allot ordinary shares without the prior consent of shareholders for a period expiring at the conclusion of the annual general meeting to be held in 2021. It is proposed to renew this authority. Paragraph (a)(i) of Resolution 14 will allow the Directors to allot ordinary shares up to a maximum nominal amount of £1,536,144 representing approximately one-third (33.33%) of the Company's existing issued share capital and calculated as at 7 June 2021 (being the latest practicable date prior to publication of this document). In accordance with institutional guidelines issued by the Investment Association, paragraph (a)(ii) of Resolution 14 will allow Directors to allot, including the ordinary shares referred to in paragraph (a)(i) of Resolution 14, further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £3,072,749 representing approximately two-thirds (66.67%) of the Company's existing issued share capital and calculated as at 7 June 2021 (being the latest practicable date prior to publication of this document).

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

As at 7 June 2021 (being the latest practicable date prior to publication of this document), the Company held 299,587 ordinary shares in treasury.

Resolution 14 will be proposed as an ordinary resolution to renew this authority until the conclusion of the next annual general meeting or, if earlier, the close of business on 28 October 2022.

### **Resolution 15 – General disapplication of pre-emption rights**

Also at the 2020 annual general meeting, a special resolution was passed, under sections 570 to 573 of the Companies Act 2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority also be renewed in line with institutional guidelines. If approved, the resolution will authorise the Directors, in accordance with the articles of association, to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £230,445 which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. The maximum nominal amount of £230,445 of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 7 June 2021 (being the latest practicable date prior to publication of this document).

Resolution 15 will be proposed as a special resolution to renew this authority until the conclusion of the next annual general meeting or, if earlier, the close of business on 28 October 2022.

### **Resolution 16 – Additional authority to dis-apply pre-emption rights**

Resolution 16 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution reflects the Pre-emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights (Statement of Principles) and will expire on 28 October 2022 or at the conclusion of the next annual general meeting, whichever is the earlier.

The authority granted by this resolution, if passed: (a) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £230,445, which represents approximately 5% of the issued share capital of the Company as at 7 June 2021 (being the latest practicable date prior to publication of this document); and (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

## LETTER FROM THE CHAIRMAN CONTINUED

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 15. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £460,889, which represents approximately 10% of the issued share capital of the Company as at 7 June 2021 (being the latest practicable date prior to publication of this document).

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Statement of Principles) without prior consultation with shareholders.

#### **Resolution 17 – Market purchase of own shares**

A special resolution is proposed, in line with market practice, to authorise the purchase of the Company's own shares in the market. The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Companies Act 2006 permits companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the company's employees' share schemes. Once held in treasury, the company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

If the Directors exercise the authority conferred by this resolution, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share options and/or awards under the Company's employees' share schemes. The maximum number of shares which may be purchased under the proposed authority will be 4,608,893 shares representing approximately 10% of the issued ordinary share capital of the Company as at 7 June 2021. The price paid for shares will not be less than the nominal value (of 10 pence per share) nor more than the higher of: (a) 5% above the average of the middle-market quotation of the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and (b) 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 on the trading venue where the purchase is carried out.

The total number of options to subscribe for ordinary shares that were outstanding at 7 June 2021 (being the latest practicable date prior to publication of this document) was 1,193,984. The proportion of issued share capital that they represented at that time was 2.59% and the proportion of issued share capital that they will represent if the full authority to purchase shares is used is 2.88%.

The authority will expire on 28 October 2022 or, if earlier, at the conclusion of the next year's annual general meeting.

#### **Resolution 18 – Notice of General Meeting**

Under the existing articles of association of the Company, the Company may call a general meeting which is not an Annual General Meeting on 14 clear days' notice. Section 307A of the Companies Act 2006 requires, in addition, the Company to pass a special resolution on an annual basis in order to convene general meetings, other than the Company's annual general meeting, on 14 clear days' notice. The Directors believe that obtaining this authority is desirable and would give the Directors an additional degree of flexibility.

#### **Action to be taken**

You are requested to appoint a proxy by no later than 10.00 a.m. on 27 July 2021. If you are unable to attend the meeting, or in the event that the social distancing guidelines materially change between now and the date of the meeting, we would encourage you to appoint the chair of the meeting as your proxy. Appointing a proxy will not preclude you from attending the AGM and voting in person if you wish to do so.

Shareholders can appoint proxies electronically via [www.signalshares.com](http://www.signalshares.com) provided that such appointments are received by the Registrar by no later than 10.00am on 27 July 2021. Alternatively, shareholders whose shares are held through CREST may appoint a proxy by issuing a CREST Proxy Instruction utilising the CREST electronic proxy appointment service. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If you cannot use either of these services, you should contact the Registrar, who can send you a hard copy form of proxy.

## LETTER FROM THE CHAIRMAN CONTINUED

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### **Documents for inspection**

Copies of the Directors' service contracts and letters of appointment will be available for inspection during normal business hours on any weekday from the date of this Notice until the conclusion of the AGM at the Company's registered office. These documents will also be available for inspection at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

### **Recommendation**

The Board considers that the Resolutions to be proposed at the AGM are in the best interests of shareholders as a whole and unanimously recommends that shareholders vote in favour of such Resolutions, as the Directors intend to do, or procure to be done, in respect of their own beneficial holdings.

Yours sincerely

**Stanley Davis**  
Chairman  
23 June 2021

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Palace Capital plc (the Company) will be held at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH at 10.00 a.m. on 29 July 2021.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions.

### ORDINARY RESOLUTIONS

1. To receive and approve the Company's accounts together with the reports of the Directors and the auditors and the strategic report for the year ended 31 March 2021 (Annual Report).
2. To receive and approve the Directors' Remuneration Report, other than the part containing the Directors' remuneration policy, contained within the Annual Report on pages 71 to 84.
3. To receive and approve the Directors' remuneration policy, contained within the Annual Report on pages 74 to 78.
4. To declare a final dividend of 3 pence per ordinary share in respect of the year ended 31 March 2021, to be paid on 5 August 2021 to the holders of ordinary shares at close of business on 2 July 2021.
5. To re-appoint BDO LLP as auditors of the Company.
6. To authorise the Audit and Risk Committee to determine the remuneration of the auditors.
7. To re-elect MICKOLA WILSON as a Director of the Company.
8. To re-elect STANLEY DAVIS as a Director of the Company.
9. To re-elect NEIL SINCLAIR as a Director of the Company.
10. To re-elect RICHARD STARR as a Director of the Company.
11. To re-elect STEPHEN SILVESTER as a Director of the Company.
12. To re-elect KIM TAYLOR-SMITH as a Director of the Company.
13. To re-elect PAULA DILLON as a Director of the Company.
14. In accordance with section 551 of the Companies Act 2006 (Companies Act):
  - (a) (the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
    - (i) up to a maximum nominal amount of £1,536,144 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560(1) of the Companies Act) allotted under paragraph (ii) below in excess of £3,072,749); and
    - (ii) comprising equity securities up to a maximum nominal amount of £3,072,749 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue to holders of ordinary shares of 10 pence each in the capital of the Company (Ordinary Shares) on the register of shareholders of the Company at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the Ordinary Shares are proportionate (as nearly as practicable) to the numbers of Ordinary Shares held or deemed to be held by them on any such record date and to the other holders of equity securities (if any), subject to such exclusions or other arrangements the Directors may deem necessary or expedient for dealing with treasury shares, fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory;
  - (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 28 October 2022; and
  - (c) all previous unutilised authorities under section 551 of the Companies Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### SPECIAL RESOLUTIONS

15. That, subject to and conditional on the passing of resolution 14, the Directors be authorised pursuant to sections 570 and 573 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority given by resolution 14 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments of equity securities, or sales of treasury shares, in connection with a rights issue, open offer or other pre-emptive issue to existing ordinary shareholders (other than holders of treasury shares) in proportion (as nearly as practicable) to their respective holdings and holders (excluding any holding of shares as treasury shares) of any other class of equity securities in existence with a right to participate in allotments of such class of equity securities, subject to such exclusions or other arrangements the Directors may deem necessary or expedient for dealing with treasury shares, fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 15) up to a nominal value of £230,445,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 28 October 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That, subject to and conditional on the passing of resolution 14, the Directors be authorised, in addition to any authority granted under resolution 14 or resolution 15, pursuant to sections 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority given by resolution 14 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £230,445; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the board of the Company determines to be an acquisition or other capital investment of a kind contemplated by 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 authority to expire at the end of the next Annual General Meeting (or, if earlier, at the close of business on 28 October 2022) but prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. That the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares upon such terms and in such manner as the Directors shall determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 4,608,893 (representing approximately 10% of the Company's total issued ordinary share capital);
- (b) the minimum price which may be paid for each such Ordinary Share is 10 pence (exclusive of expenses);

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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- (c) the maximum price (exclusive of expenses) which may be paid for each such Ordinary Share is an amount equal to the higher of:
    - (i) an amount equal to 1.05% of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; 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 on the trading venue where the purchase is carried out;
  - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, the expiry of a period of 15 months from the date of the passing of this resolution; and
  - (e) the Company may make a contract to purchase Ordinary Shares under this authority prior to its expiry which will or may be executed wholly or partly after such expiry and may make a purchase of Ordinary Shares in pursuance of any such contract.
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

**Nicola Grinham**

Company Secretary

Date: 23 June 2021

Registered Office

4th Floor  
25 Bury Street  
St James's  
London  
United Kingdom  
SW1Y 6AL

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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The following notes explain your general rights as a shareholder and your right to vote at this Annual General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at close of business on 27 July 2021, or, if the Annual General Meeting is adjourned, at 48 hours (excluding any part of a day that is not a working day) prior to the adjourned Annual General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Annual General Meeting.
  2. Shareholders are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A Shareholder 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. Given the current restrictions on attendance, we recommend you appoint the chair of the meeting as your proxy.
  3. 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).
  4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
  5. You can appoint a proxy either:
    - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
    - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- If you need help with voting online, please contact our Registrar 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 or email them at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)
- If you cannot use either of the above services, you should contact the Registrar who can send you a hard copy form of proxy. In the case of a shareholder which is a company delivering a hard copy form of proxy, such form of proxy 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 form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. To change your proxy instructions simply submit a new proxy appointment using any of the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any attempt to terminate or amend a proxy appointment received after the relevant cut-off time will be disregarded.
  7. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
  8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

The appointment of a proxy in each case must be received by 10:00am on 27 July 2021.

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

9. In order for a proxy appointment or instruction made by means of CREST to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:00am on 27 July 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at the latest practicable date prior to the publication of this document, the Company's ordinary issued share capital consists of 46,388,515 ordinary shares, of which 299,587 are Treasury Shares. Therefore, the total voting rights in the Company as at the latest practicable date are 46,088,928.
13. Under section 527 of the Companies Act, shareholders 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 financial statements (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act (in each case) that the shareholders propose to raise at the relevant meeting. 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 Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies 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 for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.
14. Any shareholder who would be entitled to attend the AGM 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 Annual General Meeting 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.
15. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at [www.palacecapitalplc.com](http://www.palacecapitalplc.com).

