

**SSP Group plc  
Notice of 2024 Annual General Meeting**

To be held at 10.00 am (GMT)  
on Tuesday 30 January 2024

Travers Smith LLP  
10 Snow Hill  
London EC1A 2AL

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

If you are in any doubt as to what action you should take in relation to the Annual General Meeting, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other professional independent advisor who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in SSP Group plc, please send 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.



# SSP Group plc

(Incorporated and registered in England and Wales under number 5735966)

**This document should be read as a whole. Your attention is drawn to the letter from the Chair of SSP Group plc set out on page 1 of this document which contains the recommendation by the Directors of the Company to Shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting.**

**Notice of the Annual General Meeting of SSP Group plc to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Tuesday 30 January 2024 at 10.00 am (GMT) is set out on pages 2 to 4 of this document.**

## **How to vote:**

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 form. Computershare must receive your proxy appointment no later than 10.00 am (GMT) on Friday 26 January 2024. Alternatively, a proxy may be appointed electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

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## Directors:

Mike Clasper (Chair)  
Patrick Coveney (Group CEO)  
Jonathan Davies (Deputy Group CEO and CFO)  
Carolyn Bradley (Senior Independent Non-Executive Director)  
Tim Lodge (Independent Non-Executive Director)  
Judy Vezmar (Independent Non-Executive Director)  
Apurvi Sheth (Independent Non-Executive Director)  
Kelly Kuhn (Independent Non-Executive Director)

19 December 2023

Dear Shareholder,

## NOTICE OF ANNUAL GENERAL MEETING

### 2024 Annual General Meeting

I am pleased to enclose Notice of the Company's Annual General Meeting ('AGM'), which will be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Tuesday 30 January 2024 at 10.00 am (GMT). The Notice of AGM and an explanation of the Resolutions proposed are set out on pages 2 to 7.

### Voting and attendance

We, as your Board, are committed to open dialogue with our Shareholders, and our AGM is an excellent means to engage with you directly. The AGM is an opportunity for you, our Shareholders, to express your views and to ask questions of the Board. We want to ensure our Shareholders are able to raise questions with the Board, regardless of whether they are able to attend the AGM in person. If you have a question in connection with the AGM and you are unable to attend, you can send this to us in advance of the meeting as follows:

- (a) by post addressed to James Shipman, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
- (b) by email to [agm@ssp-intl.com](mailto:agm@ssp-intl.com),

in each case so as to be received by 10.00 am (GMT) on Friday 26 January 2024.

The Board will endeavour to respond to relevant questions received by close of business on Wednesday 17 January 2024 on or before Wednesday 24 January 2024 to provide Shareholders with time to consider the responses to questions ahead of the proxy voting deadline on Friday 26 January 2024. The Board will attempt to reply to any questions received after 17 January 2024 as soon as reasonably practicable. Replies will either be made by return email or published on the investor relations section of our website (<https://www.foodtravelexperts.com/investors>), as deemed appropriate by the Board. Please include your Shareholder Reference Number ('SRN') with your questions. The SRN can be found on your Form of Proxy or Share Certificate. The Company may consolidate questions of a similar nature to avoid duplication.

Your vote is very important to us. All votes will be by poll, which means that each share carries one vote and all votes count. We strongly encourage you to vote in advance or to appoint the Chair as your proxy by submitting your enclosed Form of Proxy by post or electronically, as further detailed below, to ensure your vote can be counted, whether or not you are able to attend the AGM in person. Appointing a proxy will not prevent you from attending and voting at the AGM in person.

To appoint a Proxy, please complete the Form of Proxy, which accompanies this Notice of Meeting and return it to our registrar, Computershare, in the envelope provided. Alternatively, you can appoint a proxy online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) following the instructions provided on the Form of Proxy. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform or, if you hold shares in CREST, by using the CREST electronic proxy appointment service. Proxy appointments must be received by Computershare by no later than 10.00 am (GMT) on Friday 26 January 2024.

### Publication of the Annual Report

The SSP Group plc Annual Report and Accounts 2023 is available on the Company's website at [www.foodtravelexperts.com/investors/results-presentations-and-reports](http://www.foodtravelexperts.com/investors/results-presentations-and-reports). If you have elected to receive shareholder correspondence in hard copy, then the 2023 Annual Report will accompany this Notice of AGM.

### Dividend

On 5 December 2023, we announced the reinstatement of an ordinary dividend, proposing a final dividend of 2.5p per Ordinary Share for the financial year ended 2023. This represents a payout ratio of 35% of the underlying pre-IFRS earnings per share, in the middle of our proposed range of 30-40%.

### Directors' Remuneration Policy

We are proposing that an updated Directors' Remuneration Policy be adopted at this year's AGM, as the current policy, which was approved at the AGM in 2021, is due to expire this year. Resolution 3 seeks approval of the updated Directors' Remuneration Policy. Further details regarding the proposed new policy are set out on page 5 of this document.

### Renewal of UK and International Share Incentive Plans

The rules of the UK and International Share Incentive Plans are required to be renewed every 10 years. Resolution 4 seeks approval from our Shareholders to renew the principal terms of the plans for a further 10-year period.

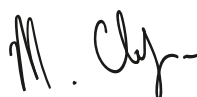
### Recommendation

In the opinion of the Directors, each of the Resolutions to be proposed at the AGM is in the best interests of the Company and Shareholders as a whole. Accordingly, we recommend that Shareholders vote in favour of the Resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 0.35% of the issued Ordinary Shares of the Company.

### Electronic Communications

The Company actively encourages all shareholders to register for the electronic communications service. You can register for this by visiting [www.investorcentre.co.uk](http://www.investorcentre.co.uk) and following the online instructions. You can also add a payment instruction to receive your dividend electronically and if you are a shareholder who resides outside the UK, you can nominate the currency you wish to receive your dividend in.

Yours faithfully



**Mike Clasper**  
Chair

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of SSP Group plc (the 'Company') will be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Tuesday 30 January 2024 at 10.00 am (GMT). You will be asked to consider and vote on the Resolutions below. Resolutions 18 to 21 (inclusive) 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 5 to 7 and Appendix 1 on pages 14 to 16 in respect of Resolution 4. Biographical information detailing the skills and experience of each Director seeking re-election can be found on pages 8 to 9.

## Annual Report and Accounts

1. To receive the reports of the Directors and the Auditor and the audited accounts for the financial year ended 30 September 2023.

## Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 30 September 2023.

## Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy set out on pages 133 to 140 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2023, such Directors' Remuneration Policy to take effect from the date on which this Resolution is passed.

## Renewal of UK and International Share Incentive Plans

4. To consider and, if thought fit, approve the rules of the SSP Group plc UK Share Incentive Plan (the 'UK SIP') and the rules of the International Share Incentive Plan (the 'ISIP'), (together the 'Plans'), a description of the principal terms of which are set out in Appendix 1 to this Notice of AGM and authorise the Directors to do all acts and things necessary to establish and carry the same into effect.

## Final Dividend

5. That the final dividend recommended by the Directors of 2.5 pence per Ordinary Share for the financial year ended 30 September 2023 be declared payable on 29 February 2024 to all members whose names appear on the Company's register of members at 6.00 pm on 2 February 2024.

## Re-election of Directors

6. To re-elect Mike Clasper as a Director of the Company.
7. To re-elect Patrick Coveney as a Director of the Company.
8. To re-elect Jonathan Davies as a Director of the Company.
9. To re-elect Carolyn Bradley as a Director of the Company.
10. To re-elect Tim Lodge as a Director of the Company.
11. To re-elect Judy Vezmar as a Director of the Company.
12. To re-elect Kelly Kuhn as a Director of the Company.
13. To re-elect Apurvi Sheth as a Director of the Company.

## Auditor

14. To re-appoint KPMG LLP as Auditor 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 Auditor of the Company.

## Political Donations

16. That in accordance with section 366 of the Act, the Company and any company which at any time during the period for which this Resolution has effect, is or becomes a subsidiary of the Company, be authorised to:
  - (a) make donations to political parties and/or independent election candidates not exceeding £25,000;
  - (b) make political donations to political organisations, other than political parties not exceeding £25,000; and
  - (c) incur political expenditure not exceeding £25,000,

as such terms are defined in Part 14 of the Act during the period beginning on the date of the passing of this Resolution and ending on the date of the annual general meeting of the Company to be held in 2025 or at the close of business on 30 April 2025, whichever is sooner, provided that the aggregate expenditure under paragraphs (a), (b) and (c) shall not exceed £25,000 in total.

### Directors' Authority to Allot Shares

17. That the Directors be generally and unconditionally authorised pursuant to, and in accordance with section 551 of 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 £2,880,780; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £5,761,561 (such amount to be reduced by any allotments made under paragraph (a) above) in connection with a fully pre-emptive offer to:
  - (i) ordinary Shareholders 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,

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at the close of business on 30 April 2025, 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.

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

18. That, subject to the passing of Resolution 17, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) pursuant to sections 570 and 573 of the Act for cash under the authority given by Resolution 17 and/or 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, provided that such power be limited to:

- (a) the allotment of equity securities or sale of treasury shares 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 17 above, by way of a fully pre-emptive offer only) to:
  - (i) ordinary Shareholders 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;

- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £432,117,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at the close of business on 30 April 2025, 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 (Acquisition or Capital Investment)\*

19. That, subject to the passing of Resolution 17, the Directors be authorised, in addition to any authority granted under Resolution 18, to allot equity securities (as defined in section 560(1) of the Act) pursuant to sections 570 and 573 for cash under the authority given by Resolution 17 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, provided that such power be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £432,117; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 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 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 2025 or at the close of business on 30 April 2025, 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\*

20. That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of any of its 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 79,652,919;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is the nominal value of the Ordinary Share;
- (c) the maximum price (exclusive of expenses) which may be paid for each 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 2025 or at the close of business on 30 April 2025, whichever is sooner (except in relation to the purchase of Ordinary Shares, the contract for which was concluded prior to the expiry of this authority in accordance with paragraph (e) below); and
- (e) the Company may make a contract to purchase its Ordinary Shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract is or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its Ordinary Shares in pursuance of any such contract.

#### Notice period for general meetings, other than an annual general meeting\*

21. 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



**Fiona Scattergood**  
General Counsel and Company Secretary

19 December 2023

Registered Office:  
Jamestown Wharf  
32 Jamestown Road  
London NW1 7HW

Registered in England and Wales with company number 5735966

# Explanation of resolutions

Resolutions 1 to 17 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 21 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 relevant 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 AGM the audited accounts and the Directors' and Auditor's Reports for the financial year ended 30 September 2023.

## **Resolution 2 – Directors' Remuneration Report**

In accordance with section 439 of the Act, Shareholders are requested to approve the Directors' Remuneration Report as set out on pages 119 to 140 of the 2023 Annual Report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it. The vote on the Directors' Remuneration Report does not include the Directors' Remuneration Policy set out on pages 113 to 140, approval for which will be sought under Resolution 3. Further details are set out below.

## **Resolution 3 – Directors' Remuneration Policy**

In accordance with section 439A of the Act, a resolution on the Directors' Remuneration Policy is required to be put to a vote by Shareholders, at least once every three years (by a separate resolution) this being the third year since the current policy was approved at the 2021 Annual General Meeting of the Company. Resolution 3 is therefore an ordinary resolution to approve the new Directors' Remuneration Policy, which is set out in full on pages 113 to 140 of the 2023 Annual Report. Further context of the renewal of the Policy can be found in the Statement by the Chair of the Remuneration Committee on page 116. If approved, this policy will take effect from the passing of Resolution 3 and will remain valid for up to three years without further Shareholder approval.

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 revised Directors' Remuneration Policy or has been approved by a resolution of the Shareholders.

## **Resolution 4 – Renewal of UK and International Share Incentive Plans**

Resolution 4 is to approve the renewal of the rules of the UK Share Incentive Plan (the 'UK SIP') and the International Share Incentive Plan (the 'ISIP') (together the 'Plans') for a further 10-year period. The UK SIP was launched in December 2014 and the ISIP was launched in September 2015, as an international sub-plan to the UK SIP. The Plans are treated as having a 10-year term from the date of the Company's IPO prospectus in July 2014. This Resolution seeks shareholder approval for the renewal of the UK SIP and ISIP for a further 10-year period.

The principal terms of the Plans are summarised in Appendix 1 to this Notice of AGM. A full copy of the UK SIP rules and ISIP rules are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered offices from today's date until the close of the AGM. The rules will also be available for inspection at the place of the AGM for at least 15 minutes prior to the start of and during the meeting.

## **Resolution 5 – Final Dividend**

Resolution 5 recommends that a final dividend of 2.5 pence per Ordinary Share be declared for the financial year ended 30 September 2023. If approved, the recommended final dividend will be paid on 29 February 2024 to all Shareholders whose names appear on the Company's register of members at 6.00 pm on 2 February 2024.

## **Resolutions 6 to 13 – Re-election of Directors**

Resolutions 6 to 13 are to approve the re-election of Mike Clasper, Patrick Coveney, Jonathan Davies, Carolyn Bradley, Tim Lodge, Judy Vezmar, Kelly Kuhn and Apurvi Sheth. In accordance with the Code, all Directors are subject to annual re-election by the Shareholders at the AGM.

The Directors believe that the Board offers an appropriate balance of knowledge and skills. The Chair confirms that, following the internal Board evaluation conducted during the 2023 financial year, the Non-Executive Directors continue to demonstrate effective performance and commitment to the role. In line with the recommendations of the Code, biographies are set out on pages 8 to 9 detailing the skills and experience of each Director and the reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success and why each incumbent Director should be re-elected. See also pages 106 to 107 of the Annual Report for details of the skills review carried out during the year.

As set out on page 90 of the Annual Report 2023, the Board has concluded that each of the Non-Executive Directors is independent under the terms of the Code.

## **Resolutions 14 and 15 – Auditor**

Resolution 14 proposes the re-appointment of KPMG LLP as Auditor of the Company until the conclusion of the Company's annual general meeting in 2025. The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to Shareholders. The current appointment of KPMG LLP as Auditor of the Company will end at the conclusion of the AGM 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 Auditor should be paid and Resolution 15 grants this authority to the Directors.

### Resolution 16 – Political Donations

Resolution 16 is to approve the limit of financial political contributions that the Company can make. It is not the Company's policy to make donations to, or incur expenditure on behalf of, UK political parties, other political organisations or independent election candidates and the Directors have no intention of using the authority for that purpose. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Act.

Shareholder approval is therefore being sought on a precautionary basis only, to ensure that neither the Company nor any company, which at any time during the period for which this Resolution has effect, is a subsidiary of the Company, commits a technical breach of the Act when carrying out activities in furtherance of its legitimate business interests.

The Directors are therefore seeking authority to make political donations to UK political parties, other political organisations and independent election candidates not exceeding £25,000 in total. In line with guidance published by the Investment Association, this Resolution is put to Shareholders annually rather than every four years as required by the Act. This authority will expire on the date of the Company's annual general meeting to be held in 2025 or at the close of business on 30 April 2025, whichever is sooner.

### Resolution 17 – Directors' Authority to Allot Shares

Resolution 17 is proposed to renew the Directors' power to allot shares. Resolution 17 (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 £2,880,780. This represents approximately one-third of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

In accordance with the Investment Association's Share Capital Management Guidelines (the 'Guidelines'), Resolution 17(b) seeks to grant the Directors authority to allot Ordinary Shares in connection with a fully pre-emptive offer in favour of Shareholders up to an aggregate nominal value of £5,761,561 as reduced by the nominal amount of any shares issued under Resolution 17(a). This amount (before any reduction) represents approximately two-thirds of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

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 2025 or at the close of business on 30 April 2025, 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.

As at the Latest Practicable Date, 263,499 shares were held by the Company in treasury, which represented approximately 0.03% of the issued Ordinary Share capital of the Company (excluding treasury shares).

### Resolutions 18 and 19 – Disapplication of Pre-emption Rights\*

Resolutions 18 and 19 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 Shareholders in proportion to their existing holdings.

The Statement of Principles on Disapplying of Pre-emption Rights published by the Pre-Emption Group in November 2022 (the '2022 Statement of Principles') allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer: (i) up to 10% of a company's issued share capital (excluding treasury shares) for use on an unrestricted basis; and (ii) up to a further 10% of a company's issued share capital (excluding treasury shares) 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 12 month period and is disclosed in the announcement of the issue; and (iii) in the case of both (i) or (ii), up to an additional 2% in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

However, at this time, the Board considers it appropriate to seek authority to issue shares for cash otherwise than in connection with a pre-emptive offer, of up to 5% of the Company's issued Ordinary Share capital for use on an unrestricted basis and a further 5% of a Company's issued Ordinary Share capital for use in connection with an acquisition or specified capital investment. This level of authority is in line with that sought by the Company in previous years.

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 £432,117, which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

Resolution 19 would give the Directors authority to allot equity securities (and sell treasury shares) up to a further aggregate nominal amount of £432,117 which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date, for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the 2022 Statement of Principles.

The Directors confirm that, in considering the exercise of the authority under Resolutions 18 and 19, they intend to follow the shareholder protections set out in Part 2B of the 2022 Statement of Principles to the extent reasonably practicable and relevant (as the Company is not seeking authority for follow-on offers). However, the Board has no current intention to exercise the authorities sought under Resolutions 18 and 19.

The authorities contained in Resolutions 18 and 19 will expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at the close of business on 30 April 2025, whichever is sooner.



### **Resolution 20 – Purchase of own Shares\***

Resolution 20 is to approve the purchase by the Company of its own Ordinary Shares in the market. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be resold 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 resell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

Authority is sought in Resolution 20 to purchase up to 79,652,919 Ordinary Shares (equivalent to 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date). This Resolution renews the authority granted by Shareholders at the 2023 AGM and specifies the minimum and maximum prices at which those shares may be bought. 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 earnings per share of the Company. The authority will expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at the close of business on 30 April 2025, 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. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange.

As at the Latest Practicable Date, the total number of Ordinary Shares that may be issued on the exercise of outstanding options and awards amounted to 9,030,427, which represents 1.13% of the Company's issued Ordinary Share capital (excluding treasury shares) on that date. This is calculated exclusive of dividend equivalents which may accrue at the time of vesting. Assuming no further shares are issued or repurchased and no options or awards are granted after the Latest Practicable Date, if this authority to purchase shares was exercised in full, the total number of outstanding options and awards referred to above would represent 1.26% of the Company's issued Ordinary Share capital (excluding treasury shares).

### **Resolution 21 – Notice period for general meetings, other than an annual general meeting\***

Resolution 21 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) Shareholders agree to a shorter notice period; and (ii) the Company has met the requirements for electronic voting under the Companies (Shareholders' 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 Shareholders as a whole. An electronic voting facility will be made available to all Shareholders for any meeting held on such notice. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

### **Recommendation**

The Directors consider that each of the Resolutions is in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that all shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

\*Special resolution

# Directors' biographies



**Mike Clasper, CBE**  
Chair

**Nationality:** British  
**Date of appointment:**  
1 November 2019 as a Non-Executive Director and 26 February 2020 as Chair  
**Committees:**  
Nomination Committee (Chair)

## Key skills and contribution

Mike is a highly capable industry leader with extensive sector experience, and his expertise in the airport and aviation services industries has proven especially valuable. He believes high corporate governance standards are vital for a well-run, successful board and business, and that our Board should lead by example in driving culture. With a CBE for services to the environment, ensuring SSP's continued sustainability is of utmost importance to Mike. His leadership and business insights have been critical in guiding and building the Board and supporting the business as it has emerged from the Covid-19 recovery phase with refreshed strategic priorities.

## External appointments

Chair of Bioss International Ltd, Trustee of Heart Cells Foundation, Advisory Board member for Arora International and member of The Vice Chancellor's Circle at the University of Sunderland.

## Previous experience

Mike was formerly CEO at BAA plc, Operational Managing Director at Terra Firma Capital Partners Limited, and held various senior management roles at Procter & Gamble. He was also formerly the Chair of Coats Group plc, HM Revenue & Customs and Which? Limited, and Senior Independent Director of Serco Group plc and ITV plc.



**Patrick Coveney**  
Group CEO

**Nationality:** Irish  
**Date of appointment:**  
31 March 2022

## Key skills and contribution

Patrick is a strong and strategic leader with extensive industry knowledge. He spent 14 years as CEO at leading convenience food producer Greencore Group plc, as well as holding non-executive positions at various food and beverage companies. Through his executive career, Patrick has demonstrated a strong track record of delivering sustainable long-term growth. Patrick's combination of strong communication skills, business acumen and a deep understanding of what companies need to deliver for stakeholders make him well-placed to lead SSP in the next phase of growth. His external non-executive role augments his strong board-level experience.

## External appointments

Non-executive director of OFI Group Limited.

## Previous experience

Patrick spent 14 years as Group CEO of Greencore Group plc, having joined in 2005 as CFO. Prior to this, he spent nine years at McKinsey & Company in Europe and North America, latterly as Managing Partner for Ireland. Patrick was previously Non-Executive Director at Glanbia plc, Chair of Core Media and President of the Institute of Grocers and Distributors, as well as spending four years as the Chair of Commercial Board for Munster Rugby.



**Jonathan Davies**  
Deputy Group CEO & CFO

**Nationality:** British  
**Date of appointment:**  
2004 as CFO and 1 September 2021 as Deputy Group CEO & CFO

## Key skills and contribution

Jonathan's three decades working in retail and FMCG companies brings extensive financial, strategic, and commercial experience to the Board. Jonathan's tenure of nearly 20 years at SSP gives him a deep knowledge of the business which is complemented by his external non-executive experience. This, together with his capital markets experience, enables him to provide clear financial, operational, and strategic oversight to SSP in implementing our strategy. This expertise continues to be vital to the Group as it has rebounded from the pandemic and entered a new phase of successful organic growth.

## External appointments

Senior Independent Director and Chair of the Audit Committee of Assura plc.

## Previous experience

Jonathan began his career in Unilever plc's management development programme before joining OC&C as a start-up, where he was part of its rapid growth and development to become a leading international consulting firm. Jonathan then spent nine years at Safeway plc (with five years on the Executive Board as Finance Director).



**Carolyn Bradley**  
Senior Independent Non-Executive Director (SID)

**Nationality:** British  
**Date of appointment:**  
1 October 2018 as a Non-Executive Director and 21 February 2019 as SID  
**Committees:**  
Remuneration Committee (Chair)  
Audit Committee (Member)  
Nomination Committee (Member)

## Key skills and contribution

Carolyn's extensive experience in executive and non-executive marketing and retail roles brings a strong consumer emphasis to the Board. Over the year, she has continued to drive the focus on stakeholder interests through her role as Senior Independent Director and Remuneration Committee Chair. As Senior Independent Director, Carolyn provides strong support to the Chair in the development and review of the Board.

## External appointments

Non-Executive Director at Majid Al Futtaim Retail LLC and The Mentoring Foundation, Chair of TheWorks.co.uk plc and Advisory Board member of Cambridge Judge Business School.

## Previous experience

Carolyn spent over 25 years at Tesco, in various operating, commercial and marketing roles. She was also formerly a Non-Executive Director of Legal & General Group plc, Senior Independent Director at Marston's plc and Trustee and Deputy Chair at Cancer Research UK. Carolyn stepped down from her former position as Non-Executive Director at B&M European Value Retail SA in July 2023.

**Tim Lodge**

Independent Non-Executive Director

**Nationality:** British  
**Date of appointment:** 1 October 2020

**Committees:**  
Audit Committee (Chair)  
Nomination Committee (Member)

**Key skills and contribution**

Tim is an experienced former public company CFO with a strong financial, accounting and audit committee background. He has significant international commercial experience in businesses with complex global operations and supply chains in the food and beverage sector. Tim's recent and relevant financial knowledge and experience along with his considerable insight on risk, controls and business transformation projects position him well to promote our strategic and financial resilience, while creating shareholder value.

**External appointments**

Non-Executive Director and Chair of the Audit Committee of Serco Group plc and Senior Independent Director at Arco Limited. Director of An African Canvas (UK) Limited, Trustee of Gambia School Support, and Chair of the Management Committee of The Worshipful Company of Cordwainers.

**Previous experience**

Tim spent 26 years at Tate & Lyle plc in various finance roles, including six years as CFO. He subsequently held CFO roles with the COFCO International group. Tim has also been a Non-Executive Director and Audit Committee Chair at Arysza AG.

**Judy Vezmar**

Independent Non-Executive Director, Designated NED for Workforce Engagement

**Nationality:** American  
**Date of appointment:** 1 August 2020

**Committees:**  
Remuneration Committee (Member)  
Nomination Committee (Member)

**Key skills and contribution**

Judy has extensive knowledge of running complex international businesses, bringing significant expertise to the Board in the field of data and analytics, which in turn supports the Board in its continued investment in technology and automation. Judy's strong people focus is the foundation for her role as Designated Non-Executive Director for Workforce Engagement, where she supports the Board in promoting the employee voice in the boardroom and cascading the Company's culture from the Board throughout the business.

**External appointments**

Non-Executive Director and Chair of the Remuneration Committee of Ascential plc. Founding investor and advisor to Gypsy Bean Coffee Roasters in the USA.

**Previous experience**

Judy was previously CEO of LexisNexis International. Prior to that, she held several executive leadership roles within the Xerox Corporation in the USA and Europe. Judy has also been a Non-Executive Director of Rightmove plc, serving on its Nomination, Audit and Remuneration Committees.

**Kelly Kuhn**

Independent Non-Executive Director

**Nationality:** American  
**Date of appointment:** 1 January 2022

**Committees:**  
Audit Committee (Member)  
Nomination Committee (Member)

**Key skills and contribution**

Kelly brings substantial business experience from her executive roles in the travel sector. She combines international P&L expertise with commercial acumen and a strong consumer focus. Kelly's extensive experience in customer engagement across multiple markets is a valuable addition to the Board as it continues to deepen its relationships with stakeholders. Kelly's strong background in executive sponsorship of responsible business efforts, including environmental and DE&I, supports the Board as it embeds its sustainability and people strategies.

**External appointments**

Non-Executive Director and Chair of the Remuneration Committee of ISS A/S. Advisor to CWT (formerly Carlson Wagonlit Travel) and the McChrystal Group. Advisory Board Member of WINiT and a member of various other networks which promote women in the travel sector, and diversity.

**Previous experience**

Kelly spent 30+ years in various roles at CWT, including as Executive Vice President and Chief Customer Officer, President of the EMEA and Asia Pacific businesses, and President for the company's Military & Government division. She also served as President and Chief Operating Officer at both Navigant International and Arrington Travel Center before they were acquired by CWT and was previously a Non-Executive Director at LaSalle Hotel Properties.

**Apurvi Sheth**

Independent Non-Executive Director

**Nationality:** Singaporean  
**Date of appointment:** 1 January 2022

**Committees:**  
Remuneration Committee (Member)  
Nomination Committee (Member)

**Key skills and contribution**

Apurvi has extensive executive experience spanning more than 30 years across international food and beverage companies. Having spent the majority of her career in India and Southeast Asia, she has strong knowledge of the region and emerging markets where she has broad M&A experience, providing great insight for our growth ambitions. Apurvi's breadth of executive experience, born out of her accounting and commerce background, and focus on innovation and value creation complement the Board's existing skills and experience as it looks to deliver on its strategy and purpose. Apurvi has a Marketing Specialism in her MBA and is also passionate about the DE&I agenda and is a leader of Women's forums and a trainer in a local talent organisation.

**External appointments**

Non-Executive Director at Intertek plc. Strategic Advisor to various companies in Southeast Asia and India, across a wide range of sectors including food and beverage, retail and technology.

**Previous experience**

Apurvi spent 13 years in various roles at Diageo plc including Managing Director, Southeast Asia. She has also served as Marketing Director, APAC at PepsiCo International, Marketing Director of India at Coca-Cola and held various roles at Nestle SA. Apurvi previously served as a Non-Executive Director of Heineken Malaysia BHD.

# 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 Shareholders registered in the register of members of the Company at close of business on Friday 26 January 2024 (or, in the event of any adjournment, at close of business on the day which is two business days prior to the adjourned meeting) shall be entitled to attend and vote at 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 09.30 am (GMT) on 30 January 2024. 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 also find it useful to bring this Notice and the 2023 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 vote at the AGM, you are entitled to appoint a proxy to exercise all or any of your rights to 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. Alternatively, a proxy may be appointed electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform or if you hold shares in CREST, by using the CREST electronic proxy appointment service.
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' on page 12.
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 by contacting the Shareholder Helpline on 0370 707 1042 or you may photocopy the Form of Proxy. Calls to the Shareholder Helpline number are charged at the standard rate per minute plus network extras. Overseas holders should contact +44 (0)370 707 1042. Lines are open from 8.30 am to 5.30 pm (GMT) Monday to Friday, excluding UK public holidays.
6. Please note that if you appoint someone other than the Chair as your proxy and they are not able to attend the AGM for any reason, they would not be able to vote your shares.

7. 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). Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. 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, please contact the Shareholder Helpline as set out in note 5.
8. Shareholders can:
  - (a) appoint a proxy and give proxy instructions by returning the Form of Proxy by post (see notes 10 and 11);
  - (b) register their proxy appointment electronically (see note 12);
  - (c) if they hold shares in CREST, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 13 to 18); or
  - (d) if they are an institutional shareholder, register their proxy appointment through the Proxymity platform (see note 19).
9. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in note 13) or appointment of a proxy through the Proxymity platform (as described in note 19) will not prevent a shareholder attending the AGM and voting in person if they wish to do so.

## Appointment of proxies by post

10. 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 Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 10.00 am (GMT) on Friday 26 January 2024.
11. In the case of a Shareholder 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

12. Shareholders may appoint a proxy electronically by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, Shareholder Reference Number (SRN), and PIN shown on your Form of Proxy, and agree to certain terms and conditions. To be valid, your proxy appointment and instructions should reach Computershare no later than 10.00 am (GMT) on Friday 26 January 2024.

### Appointment of proxies through CREST

13. 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.
14. 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's specifications and must contain the information required for such instruction, as described in the CREST Manual.
15. 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, Computershare (ID 3RA50), by 10.00 am (GMT) on Friday 26 January 2024. 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.
16. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear 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.
17. 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.
18. 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 through Proxymity

19. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by Computershare. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00 am (GMT) on Friday 26 January 2024 in order to be considered valid (or, in the event of any adjournment, at close of business on the day which is two business days prior to the adjourned meeting). 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.

### Appointment of proxies by joint holders

20. 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

21. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above.
22. Please note that the cut-off time for receipt of proxy appointments set out in these notes also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.
23. Where you have appointed a proxy using the Form of Proxy which accompanies this Notice and would like to change the instructions using another hard copy Form of Proxy, please contact the Shareholder Helpline on 0370 707 1042. Calls to this number are charged at the standard rate per minute plus network extras. Overseas holders should contact +44 (0)370 707 1042. Lines are open from 8.30 am to 5.30 pm (GMT) Monday to Friday, excluding UK public holidays.
24. 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

25. Shareholders 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 Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
26. The revocation notice must be received by Computershare no later than 10.00 am (GMT) on Monday 29 January 2024. 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

27. 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 member provided that they do not do so in relation to the same shares.

### Nominated Persons

28. 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 them and the Shareholder by whom they were 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 Shareholder who nominated them for further information on this and the procedure for appointing any such proxy.
29. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. Such Nominated Persons are advised to contact the Shareholders who nominated them for further information on this.

### Right to ask questions

30. Under section 319A of the Act, any Shareholder 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.

31. 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 Chair may nominate a representative to answer a specific question after the AGM or refer the question to the Company's website.

32. If you have a question in connection with the business of the AGM it can also be submitted ahead of the AGM by:

- (a) post addressed to James Shipman, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK; or
- (b) email to [agm@ssp-intl.com](mailto:agm@ssp-intl.com).

33. The Board will seek to respond to questions received by close of business on Wednesday 17 January 2024 on or before Wednesday 24 January 2024. The Board will endeavour to reply to any questions received after 17 January as soon as reasonably practicable. Please include your Reference Number ('SRN') with your questions. The SRN can be found on your Form of Proxy or Share Certificate. The Company may consolidate questions of a similar nature to avoid duplication. The limitations to answering questions set out in note 28 also apply to written questions submitted ahead of the AGM.

### Conduct at the AGM

34. Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.

### Website publication of audit concerns

35. Under section 527 of the 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 accounts (including the auditor's 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.
36. 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

### Total voting rights

37. As at the Latest Practicable Date, the Company's issued share capital consisted of 796,529,196 Ordinary Shares (excluding treasury shares) carrying one vote each. 263,499 Ordinary Shares were held in treasury, which do not carry voting rights. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date was 796,529,196.
38. All votes on the Resolutions at the AGM will be taken by way of a poll. The Company considers that a poll is more representative of Shareholders' voting intentions because votes are counted according to the number of shares held and all votes tendered are taken into account. The results of the voting will be announced through a Regulatory Information Service and will be published on our website [www.foodtravelexperts.com/investors/regulatory-news/](http://www.foodtravelexperts.com/investors/regulatory-news/) as soon as reasonably practicable thereafter.

### Documents on display

39. Copies of (i) the Non-Executive Directors' letters of appointment; and (ii) the UK SIP rules and ISIP rules are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, Jamestown Wharf, 32 Jamestown Road, London NW1 7HW 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

40. A copy of this Notice, and other information required by section 311A of the Act, can be found at [www.foodtravelexperts.com/investors/shareholder-centre/](http://www.foodtravelexperts.com/investors/shareholder-centre/) along with a copy of the 2023 Annual Report and 2023 Sustainability Report, which can be downloaded in PDF format.

### Communication

41. 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.
42. Except as provided in these notes, Shareholders who have general enquiries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- Calling the Shareholder Helpline on 0370 707 1042. Calls to this number are charged at the standard rate per minute plus network extras. Overseas holders should contact +44 (0)370 707 1042. Lines are open from 8.30 am to 5.30 pm (GMT) Monday to Friday, excluding UK public holidays; or
  - Contacting our online Shareholder centre at [www.investorcentre.co.uk](http://www.investorcentre.co.uk).

### Privacy

43. Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers), will be processed in line with the Company's privacy policy which is available on our website at [www.foodtravelexperts.com/privacy-notice](http://www.foodtravelexperts.com/privacy-notice).

# Appendix 1 – Principal Terms of UK & International Share Incentive Plans

## (a) Administration

The UK SIP is a tax-advantaged share ownership plan governed by Schedule 2 to the Income Tax (Earnings & Pensions) Act 2003 (the 'ITEPA Act'). All Ordinary Shares obtained under the UK SIP must initially be held in a UK resident employee benefit trust (the 'SIP Trust').

The ISIP, is a non-tax advantaged share ownership plan that has been established in order to operate the UK SIP overseas. The terms and conditions of awards granted under the ISIP are based on the terms and conditions of awards granted under the UK SIP, subject to certain necessary or desirable changes required to comply with and/or take account of relevant overseas legal, taxation or securities laws and practice. A specific sub-plan to the ISIP has also been adopted for its operation in France (the 'French Sub-Plan') so that the Company can take advantage of specific tax rules (both for the employer and employee) when granting Matching Share Awards and/or Free Share Awards (as each is defined in (d) (ii) and (d) (iii) below) to participants who are tax resident in France at the time of the grant of the Matching Award and/or Free Share Award.

Unless and until the Board of Directors of the Company (the 'Board') determines otherwise, Computershare will act as trustee of the UK SIP and administrator of the Plans (the 'Administrator'). The administration of the Plans will be supervised by the Remuneration Committee of the Board or a duly authorised committee thereof (the 'Committee').

## (b) Eligibility

The Committee may decide which members of the Group will be participating companies for the purposes of the Plans. The Committee may also specify a qualifying period of employment (not exceeding 18 months), before employees become eligible to participate in the Plans.

Subject to the foregoing, all UK tax resident employees of a participating company in the Group (including the Executive Directors) are eligible to participate in the UK SIP and must be invited to do so on the same terms.

Non-UK tax resident employees of a participating company in the Group are eligible to participate in the ISIP at the Committee's discretion and subject to the same qualifying criteria.

## (c) Timing of Awards

The timing and frequency of invitations to eligible employees under the Plans will be determined by the Committee in its discretion. No invitations will be issued when the Company is prohibited or otherwise restricted from doing so under any statute, law, order or regulation.

## (d) Types of Award

The Plans may be operated with any or all of the share awards described in the paragraphs below.

### (i) Partnership Share Awards

Partnership Shares may be purchased on behalf of eligible employees using their gross of tax salary under the UK SIP and their net of tax salary under the ISIP. Up to a maximum of 10 per cent of an employee's annual pre-tax salary can be used to buy Partnership Shares under the UK SIP or, if lower, £1,800 in each tax year (or such other amount as may from time to time be permitted by Schedule 2 to the ITEPA Act). Similar monetary limits apply under the ISIP, converted into local currency (as applicable), and the Committee has discretion to specify such other limits as it sees fit from time to time.

Partnership Shares cannot be awarded subject to forfeiture. Therefore, a participant may at any time by notice to the Company withdraw their Partnership Shares from the Plans in which case no further Partnership Shares shall be acquired on their behalf, no further deductions shall be made from their salary and any monies held on their behalf to acquire Partnership Shares in the future shall be returned to them as soon as practicable (subject to tax, if applicable).

The withdrawal of Partnership Shares from the Plans may result in the forfeiture of the corresponding Matching Shares (see below).

### (ii) Matching Share Awards

Employees who elect to purchase Partnership Shares under the UK SIP may be awarded, at the Committee's discretion, free, matching shares (the 'Matching Shares') by reference to a matching share ratio that does not exceed two Matching Shares for every one Partnership Share purchased. Employees who elect to purchase Partnership Shares under the ISIP may be granted an award over Matching Shares by reference to the same ratio (the 'Matching Award'). In both cases, the Committee will determine the terms (and length) of the matching offer, and this will be announced at the commencement of the Plan year in question. Historically, the Company has offered Matching Shares and Matching Share Awards on a rolling 12-month basis and intends to continue to do so (subject to review on an annual basis).

Matching Shares awarded under the UK SIP must be made subject to a holding period of between three and five years (as determined by the Committee) and Matching Awards granted under the ISIP must be made subject to a vesting period of between three and five years before the corresponding Matching Shares are issued (as determined by the Committee). Historically, the Company has implemented a three-year holding period / vesting period and intends to continue to do so (subject to review on an annual basis).

The award of Matching Shares and the grant of a Matching Award may (at the Committee's election) be made subject to forfeiture if, during the holding period / vesting period, (1) a participant ceases to be an employee of the Group (other than in certain good leaver circumstances); and/or (2) the participant directs the Administrator to transfer the Partnership Shares to which the Matching Shares / Matching Award relate, to themselves or a third party (or otherwise assigns, charges or disposes of their beneficial interest in such Partnership Shares) except in the case of a corporate event such as a change of control. Historically, the Company has implemented forfeiture provisions and intends to continue to do so (subject to review on an annual basis).



### **(iii) Free Share Awards**

Under the UK SIP, up to £3,600 worth of free Ordinary Shares may be awarded to each eligible employee in each tax year, or such other amount as may from time to time be permitted by Schedule 2 to the ITEPA Act (the 'Free Shares'). Under the ISIP, an award of Free Shares (the 'Free Share Award'), may be granted subject to similar monetary limits, converted into local currency (as applicable), and the Committee has discretion to specify such other limits as it sees fit from time to time.

Free Shares awarded under the UK SIP must be made subject to a holding period of between three and five years (as determined by the Committee) and Free Share Awards granted under the ISIP must be subject to a vesting period of between three and five years before the corresponding Free Shares are issued (as determined by the Committee).

The award of Free Shares and the grant of a Free Share Award may (at the Committee's election) be made conditional upon performance targets and / or performance measures. Under the UK SIP such performance targets or measures must be set in accordance with the requirements in Schedule 2 of the ITEPA Act. Under the ISIP, the Committee has discretion to specify such performance targets and measures as it sees fit from time to time.

The award of Free Shares and the grant of a Free Share Award may also (at the Committee's election) be made subject to forfeiture in the circumstances listed at (ii) above for Matching Shares. Historically, the Company has not awarded Free Shares nor granted Free Share Awards and does not currently have any plans to do so (subject to review on an annual basis).

### **(e) Dividends and Voting Rights**

Participants in the UK SIP will be beneficial owners of all the Partnership, Matching and/or Free Shares acquired and held by the Administrator on their behalf from time to time.

Participants in the ISIP will be beneficial owners of all the Partnership Shares acquired and held by the Administrator on their behalf from time to time, as well as any Matching Shares and/or Free Shares that are issued on vesting of the Matching Awards and/or Free Share Awards (all together the 'Plan Shares').

The Administrators will seek and vote the participant's Plan Shares only in accordance with the wishes of the participants (to the extent such wishes are provided).

Unless the Committee determines otherwise, any cash dividends paid on Plan Shares will be applied in the acquisition of more Ordinary Shares on behalf participants in the UK SIP ('Dividend Shares') or the grant of dividend equivalents settled in Ordinary Shares to participants in the ISIP ('Dividend Share Award').

### **(f) Limit on the number of Plan Shares used for the Plans**

The number of Ordinary Shares issued in connection with the grant and/or vesting of awards under the Plans in any 10-year period, when aggregated with the number of Ordinary Shares issued or issuable pursuant to rights granted in that period under any other employee share scheme of the Company, may not exceed 10 per cent of the Ordinary Share capital of the Company from time to time.

To the extent required by investor guidelines, the use of treasury shares to satisfy awards under the Plans shall be treated as newly issued shares for the purposes of calculating this limit. For the avoidance of doubt, market purchase shares (including Ordinary Shares purchased in the market by the trustee of the UK SIP and/or the Company's employee benefit trust) shall not count as newly issued Ordinary Shares for the purposes of calculating this limit.

### **(g) Unallocated UK SIP Shares**

Subject to the requirements of Schedule 2 of the ITEPA Act and HMRC law and practice, if any assets are held in the UK SIP trust (other than shares and cash belonging to participants) after the UK SIP has ceased to operate, the Board may direct the UK SIP trustee to apply such assets (or the proceeds of sale of such assets) and only after all the liabilities, costs and expenses of the UK SIP trustee have been settled, to or for the benefit of participating companies of the Group in such proportions as the Board shall see fit (but having regard to the respective participating companies' contributions to the UK SIP trust fund, if any).

### **(h) Variation of Share Capital**

In the event of a capitalisation issue or offer by way of rights (including an open offer), or upon any consolidation, subdivision or reduction or other variation of the Company's capital, the number of Plan Shares the subject of an award may, subject to the prior approval of HM Revenue & Customs ('HMRC') (if required under the UK SIP), be adjusted in such a manner as the Committee shall confirm in writing to be, in their option, fair and reasonable.

**(i) Amendments and General**

Subject to the below, the Board may amend either of the Plans by way of separate schedules or the adoption of separate sub-plans, following consultation with the Committee, to enable them to be operated overseas and to obtain or maintain favourable tax, exchange control, legal or regulatory treatment for participants, the Company or a member of the Group.

The Plans may be amended by the Board in any way, following consultation with the Committee, provided that:

- (a) No such alteration or addition would mean that the requirements of Schedule 2 of the ITEPA Act would no longer be met in relation to the UK SIP, and such alteration or amendment will be notified to HMRC (as applicable);
- (b) No such alteration or addition would adversely affect any right already acquired by the participant, without the prior written consent of each participant (other than in a case where the alteration or addition is made as a result of a change in the law);
- (c) No such alteration or addition would cause the Plans to cease to be employees' share schemes for the purposes of the Act;
- (d) No such alteration or addition would adversely affect the provisions of the UK SIP trust deed for the protection and indemnity of the trustee of the UK SIP (without the prior written consent of the trustee of the UK SIP);
- (e) No such alteration or addition would offend the rule against perpetuities in respect of the UK SIP; and
- (f) Where the alteration or addition is to the advantage of existing or future participants, no such alteration or addition can be made without prior Shareholder approval, if such alteration or addition relates to:
  - a. the persons to whom or for the benefit of whom Plan Shares may be awarded or acquired under the Plans; and
  - b. the limitations on the number of Ordinary Shares that may be awarded or acquired on participants behalf and/or made available under the Plans (subject to any adjustment permitted under the Plans themselves);
  - c. the determination of the price at which the Trustee/Administrator is to subscribe for Plan Shares;
  - d. the voting, dividend, transfer and other rights attaching to Plan Shares; or
  - e. the rights of Participants on the winding-up of the Company, unless it is a minor alteration or addition to benefit the administration of the Plans or to obtain or maintain favourable tax, exchange control, legal or regulatory treatment for participants, the Company or a member of the Group.

In addition, no more awards may be made under the Plans 10 years after the time the Plan was first established, without the approval of the Company's shareholders in general meeting, and such approval may be sought on a 10-year rolling basis thereafter.

**(i) French Sub-Plan to the ISIP**

If Shareholder approval is given to continue to operate the SIP and ISIP for a further 10 years, such approval shall apply to the operation of the French Sub-Plan as well.

The above is a summary of the principal terms of the proposed UK SIP and ISIP. The Directors reserve the right (up to the time of the Annual General Meeting) to make such amendments and additions to the rules of the Plans as they may consider necessary or desirable provided that such amendments and additions do not conflict in any material respect with the summary set out above.

## Appendix 2 – Definitions

The following definitions apply throughout this document and the Form of Proxy, unless the context otherwise requires:

‘2023 Annual Report’ means the Annual Report and Accounts of the Company for the year ended 30 September 2023;

‘Act’ means the Companies Act 2006, as amended;

‘AGM’ or ‘Annual General Meeting’ means the Annual General Meeting of the Company convened for 10.00 am on Tuesday 30 January 2024 (or any adjournment of it), notice of which is set out in this document;

‘Board’ or ‘Directors’ means the Directors of the Company;

‘Code’ means the UK Corporate Governance Code;

‘Company’ means SSP Group plc (incorporated in England and Wales with registered company number 5735966);

‘Computershare’ means Computershare Investor Services plc (incorporated in England and Wales with registered company number 03498808);

‘CREST’ means the relevant system (as defined in the Uncertificated Securities Regulations 2001 (as amended)) in respect of which Euroclear is the operator (as defined in the Uncertificated Securities Regulations 2001 (as amended));

‘CREST Manual’ means the manual, as amended from time to time, produced by Euroclear describing the CREST system, and supplied by Euroclear to users and participants thereof;

‘Employee Share Schemes’ means the PSP, RSP, the UK SIP and the ISIP;

‘Euroclear’ means Euroclear UK & International Limited;

‘Form of Proxy’ means the form of proxy to be used at the AGM;

‘ISIP’ means the SSP Group plc International Share Incentive Plan (as amended from time to time);

‘Latest Practicable Date’ means 12 December 2023 (being the latest practicable date prior to the publication of this Notice);

‘Notice of AGM’ or ‘Notice’ means the notice convening the Annual General Meeting as set out on pages 2 to 4 of this document;

‘Ordinary Shares’ means the ordinary shares of 1<sup>17</sup>/<sub>200</sub> pence each in the capital of the Company;

‘PSP’ means the SSP Group plc Performance Share Plan (as amended from time to time);

‘Regulatory Information Service’ has the meaning given to it in the Financial Conduct Authority’s Listing Rules;

‘Resolution(s)’ means the resolution(s) set out in the Notice of AGM;

‘RSP’ means the SSP Group plc Restricted Share Plan (as amended from time to time);

‘Shareholders’ means holders of Ordinary Shares in the Company;

‘UK SIP’ means the SSP Group plc UK Share Incentive Plan (as amended from time to time); and

‘UK’ or ‘United Kingdom’ means the United Kingdom of Great Britain and Northern Ireland.

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