

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.**

If you sell or transfer, or have sold or otherwise transferred, all of your Ordinary Shares, please send this document 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 is or was effected for onward transmission to the purchaser or transferee, save that you should not forward or transmit such documents in or into any jurisdiction in which to do so would constitute a violation of that jurisdiction's relevant laws. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document.

This document is being sent to you solely for the purpose of convening the Annual General Meeting referred to below and to provide information to you as a member of the Company to help you to decide how to cast your vote in respect of the Resolutions. No reliance may be placed on this document for any other purpose.



*(Registered in England and Wales with registered number 05984855)*  
**Notice of 2023 Annual General Meeting**

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**Your attention is drawn to the letter from the Chairman of the Company which is set out in part 1 of this document, which includes a recommendation that you vote in favour of the Resolutions to be proposed at the Annual General Meeting to be held at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 28 June 2023.**

Notice of the Annual General Meeting is set out in part 2 of this document. Proxies should be appointed online at [www.signalshares.com](http://www.signalshares.com), or if you are an institutional investor via proxyimity at [www.proxyimity.io](http://www.proxyimity.io) no later than 10.00 a.m. on 26 June 2023. If you hold Ordinary Shares through CREST you may appoint a proxy by completing and transmitting a CREST proxy instruction to Link Group (CREST participant ID RA 10) so that it is received by no later than 10.00 a.m. on 26 June 2023. Completion and appointment of a proxy or a CREST proxy instruction will not preclude Shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

Copies of this document, the service agreements or letters of appointment of each of the Directors, and any applicable deeds of indemnity relating to the Directors and the Articles will be available for inspection free of charge during normal business hours on any Business Day at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA from the date of this notice until the conclusion of the AGM.

Copies of this document and the Articles are also available during such period at the Company's website: [investors.vertumotors.com](http://investors.vertumotors.com)

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## EXPECTED TIMETABLE

Posting of this document or posting or email of a Notice of Availability to Shareholders	25 May 2023
Latest time and date for appointments of proxies for the Annual General Meeting	10.00 a.m. on 26 June 2023
Record Date for the Annual General Meeting	Close of business on 26 June 2023
Annual General Meeting	10.00 a.m. on 28 June 2023
Proposed date for payment of final dividend	28 July 2023

### *Notes:*

*Each of the dates and times in the above timetable are subject to change. All times stated are British Summer Time.*

*All references in this document to £ or p are to the lawful currency of the United Kingdom.*

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>Act</b>	the Companies Act 2006, as amended
<b>AGM or Annual General Meeting</b>	the annual general meeting of the Company to be held at the registered office of the Company at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 28 June 2023, or any adjournment thereof, notice of which is set out in part 2 of this document
<b>AGM Notice</b>	the notice of the AGM set out in part 2 of this document
<b>Articles</b>	the articles of association of the Company that are proposed to be adopted at the AGM, as summarised in part 3 of this document
<b>Board or Directors</b>	the directors of the Company
<b>Business Day</b>	any day other than a Saturday, Sunday or public holiday on which banks are open in the City of London for the transaction of general commercial business
<b>certificated or in certificated form</b>	an Ordinary Share which is not in uncertificated form (that is, not in CREST)
<b>Company</b>	Vertu Motors plc (registered number 05984855)
<b>CREST</b>	the relevant systems (as defined in the CREST Regulations) for paperless settlement of share transfers and the holding of shares in uncertificated form of which Euroclear is the operator as defined by the CREST Regulations
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001, as amended
<b>Directors' Remuneration Report</b>	the directors' remuneration report for the year ended 28 February 2023, which is set out on pages 66-71 (inclusive) of the Company's 2023 Annual Report
<b>Existing Share Capital</b>	the 348,708,440 Ordinary Shares in issue as at 12 May 2023 (of which none are treasury shares)
<b>Euroclear</b>	Euroclear UK & International Limited
<b>Group</b>	the Company and its subsidiary undertakings (as defined in the Act)
<b>Ordinary Shares</b>	ordinary shares of 10p each in the capital of the Company
<b>Resolutions</b>	the resolutions to be proposed at the AGM as set out in the AGM Notice
<b>Shareholders</b>	holders from time to time of Ordinary Shares
<b>Statement of Principles</b>	the Pre-Emption Group, Disapplying Pre-Emption Rights A Statement of Principles 2022
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>uncertificated or in uncertificated form</b>	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

## PART 1 – LETTER FROM THE CHAIRMAN OF THE COMPANY



(Registered in England and Wales with registered number 05984855)

**Registered office:**

Vertu House  
Fifth Avenue Business Park  
Team Valley  
Gateshead  
Tyne and Wear  
NE11 0XA

25 May 2023

Dear Shareholder

### 2023 Annual General Meeting

#### Introduction

I enclose, in part 2 of this document, the formal notice of the Annual General Meeting of the Company which is to be held at the registered office of the Company at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 28 June 2023.

I hope to see as many of you as possible at the AGM, which is the main opportunity each year for the Board to engage with Shareholders, to answer your questions and to listen to your views.

#### Summary of the resolutions to be proposed at the Annual General Meeting

At the AGM, the following resolutions will be proposed:

##### **Resolution 1 – Annual Report and Accounts (ordinary resolution)**

Company law requires the Directors to present to Shareholders the Company's and Group's annual accounts for the year ended 28 February 2023, together with their report and the auditors' report, all of which are contained within the Group's 2023 Annual Report.

##### **Resolution 2 – Reappointment of the auditors (ordinary resolution)**

The Company is required to appoint auditors at each annual general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Audit Committee has assessed the effectiveness, independence and objectivity of the external auditor and concluded that the auditor was in all respects effective. Accordingly, at the AGM, Shareholders will be asked to confirm the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors.

##### **Resolution 3 – Authority for the Directors to fix the auditors' remuneration (ordinary resolution)**

This resolution will authorise the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

##### **Resolution 4 – Declaration of a final dividend (ordinary resolution)**

Shareholders are being asked to approve and declare a final dividend of 1.45p per Ordinary Share for the year ended 28 February 2023. If approved and declared at the AGM, the final dividend will be paid on 28 July 2023 to all holders of Ordinary Shares on the register of members of the Company at the close of business on 30 June 2023.

##### **Resolutions 5 and 6 – Re-election of Directors (ordinary resolutions)**

The articles of association of the Company require that, at the AGM, newly appointed Directors and one third of all the other Directors shall retire by rotation. At the AGM, Robert Forrester and Pauline Best will retire and will offer themselves for re-election. Resolutions 5 and 6 propose the re-election of Robert

Forrester and Pauline Best respectively, as directors. Biographies of the Directors can be found in the Annual Report and Accounts and on the Company's website.

#### **Resolution 7 – Approval of the Directors' Remuneration Report (ordinary resolution)**

The purpose of resolution 7 is to approve the Directors' Remuneration Report, set out on pages 66 to 71 (inclusive) of the Annual Report and Accounts for the year ended 28 February 2023.

The Directors' Remuneration Report is presented for an annual advisory vote so that Shareholders vote by way of ordinary resolution to approve the Directors' remuneration for the relevant financial year and how the Remuneration Policy (set out in the Remuneration Committee Report) will be implemented in the following financial year. The vote is advisory in nature and no entitlement to remuneration is conditional on the passing of the resolution.

#### **Resolution 8 – Authority to allot shares (ordinary resolution)**

This resolution proposes to grant the Directors authority under section 551 of the Act to allot Relevant Securities. If passed, the resolution will authorise the Directors to allot up to a maximum aggregate nominal value of £21,250,000, representing approximately two-thirds of the Existing Share Capital less an amount to allow for the previously announced buyback programme to be continued, but subject to the proviso that half of such sum (being shares with an aggregate nominal value of £10,625,000) may only be allotted in connection with a rights issue or similar pre-emptive share issue.

Resolution 8 replaces the authority to allot shares passed at the annual general meeting of the Company held on 22 June 2022.

As at close of business on 12 May 2023, the Company did not hold any treasury shares.

The Directors have no present intention to exercise the authority conferred by this resolution.

This resolution complies with the Investment Association Share Capital Management Guidelines issued in February 2023.

In this resolution, Relevant Securities means:

- shares in the Company, other than shares allotted pursuant to:
  - an employee share scheme (as defined in section 1166 of the Act);
  - a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
  - a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

#### **Resolutions 9 and 10 – Disapplication of pre-emption rights (special resolutions)**

Resolutions 9 and 10 ask Shareholders to grant the Directors authority to allot equity securities or to sell treasury shares for cash in connection with a rights issue or otherwise, on a non pre-emptive basis. The resolutions will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 8, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash, without first offering them to existing Shareholders in proportion to their existing holdings: (a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £10,625,000 which represents approximately one third of the Existing Share Capital less an amount to allow for the previously announced buyback programme to be continued and, in relation to rights issues and pre-emptive offers only, up to a maximum additional amount of £10,625,000 which represents approximately one third of the Company's Existing Share Capital less an amount to allow for the previously announced buyback programme to be continued; and (b) in any other case, up to a maximum nominal amount of £3,180,000 which represents approximately 10% of the Company's Existing Share Capital less an amount to allow for the previously announced buyback programme to be continued, to be used on an unrestricted basis, a further £3,180,000 to be used for an acquisition or specified capital investment, and

a follow-on offer to existing holders of securities not allocated shares under any of the other offers described above.

These resolutions are in line with guidance issued by the Investment Association (as updated in February 2023) and the Statement of Principles and the template resolutions published by the Pre-Emption Group in 2022.

These resolutions replace the authorities granted to the Directors at the annual general meeting of the Company held on 22 June 2022.

In compliance with the Statement of Principles, the Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 10 other than in accordance with an acquisition, or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding twelve-month period, and is disclosed in the announcement of the allotment.

In addition, the Directors also confirm that in accordance with the Statement of Principles, they do not intend to issue shares for cash representing more than 10% of the Company's issued ordinary share capital in any rolling three-year period other than to existing Shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless Shareholders have been notified and consulted in advance.

The Directors have no present intention to exercise the authority conferred by these resolutions.

#### **Resolution 11 – Purchases of own shares by the Company (special resolution)**

Resolution 11 seeks authority for the Company to make market purchases of up to 31,850,000 of its own Ordinary Shares, representing approximately 10% of the Existing Share Capital less an amount to allow for the previously announced buyback programme to be continued. The price payable must not be more than 5% above the average market value of an Ordinary Share for the five Business Days before the purchase is made and, in any event, not less than 10p per share, being the nominal value of each Ordinary Share. This power will only be used for any future buyback programmes if the Directors consider that to do so would be in the best interests of Shareholders generally and would increase the earnings per share of those Ordinary Shares that are not re-purchased. Any such shares would be cancelled or held in treasury. Resolution 11 would replace a similar resolution passed at the 2022 annual general meeting of the Company held on 22 June 2022.

On 12 May 2023, the total number of options to subscribe for ordinary shares in the Company amounted to 29,561,164. This represented 8.48% of the Company's issued ordinary share capital (excluding treasury shares) on that date. If this authority to purchase shares was exercised in full the options would represent 9.33% of the issued ordinary share capital (excluding treasury shares) as at 12 May 2023. The Company does not have any outstanding share warrants.

#### **Resolution 12 – Approval of adoption of new articles of association (special resolution)**

Resolution 12 seeks approval for the adoption of new articles of association of the Company, following a review by the Directors. The Company's articles of association were last reviewed in 2016 and the Articles reflect changes in market practice since that date.

A summary of the changes made by the Articles is set out in part 3 of this document.

### **Proxy**

If you are unable to attend the AGM, a Proxy can be appointed online at [www.signalshares.com](http://www.signalshares.com) no later than 10.00 a.m. on 26 June 2023.

Appointment of a Proxy will not prevent you from attending and voting at the AGM if you subsequently find that you are able to do so. CREST Members can cast their votes using CREST electronic proxy voting (further details of which are set out in note 10 on page 12 of the AGM Notice).

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (further details of which are set out in note 2 on page 11 of the AGM Notice).

## **Recommendation**

**Your Directors believe that the Resolutions are in the best interests of the Company and Shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each Resolution, as they intend to do in respect of their own beneficial holdings in the Company.**

Yours faithfully

**Andrew Goss**

*Non-executive Chairman*

*By order of the Board*

## PART 2 – NOTICE OF ANNUAL GENERAL MEETING



(Registered in England and Wales with registered number 05984855)

Notice is hereby given that an annual general meeting of Vertu Motors plc (the **Company**) will be held at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 28 June 2023 for the purposes set out below.

In this Notice, references to the **directors** shall be construed as references to the directors of the Company from time to time.

### Ordinary Business

1. To receive the accounts for the financial year ended 28 February 2023, together with the reports of the directors and of the auditors thereon.
2. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the directors of the Company to determine the remuneration of the auditors of the Company.
4. To declare a final dividend for the financial year ended 28 February 2023 of 1.45 pence per ordinary share of 10p in the capital of the Company, to be paid on 28 July 2023 to members whose names appear on the register of members in respect of such shares at the close of business on 30 June 2023.
5. To re-elect as a director Robert Forrester, who retires in accordance with the Company's articles of association and who is eligible for re-election.
6. To re-elect as a director Pauline Best, who retires in accordance with the Company's articles of association and who is eligible for re-election.
7. To approve the Directors' Remuneration Report for the financial year ended 28 February 2023 as set out in the Company's annual report and accounts.

### Special Business

As special business, to consider and, if thought fit, pass the following resolutions, which will be proposed as to resolution 8 as an **ordinary resolution** and as to resolutions 9, 10, 11 and 12 as **special resolutions** of the Company:

8. THAT, subject to and in accordance with article 3.1 of the articles of association of the Company, and in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution):
  - 8.1 comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £21,250,000 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 8.2 below) in connection with an offer by way of a rights issue:
    - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical



problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2 in any other case, up to an aggregate nominal amount of £10,625,000 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 8.1 above in excess of £10,625,000)

and provided that:

- (a) save as referred to in paragraphs (b) and (c) below, this authority shall, unless renewed, varied or revoked by the Company, expire on 27 September 2024 or, if earlier, the conclusion of the next annual general meeting of the Company;
- (b) the Company may, before such expiry, make offers or enter into agreements which would or might require Relevant Securities to be allotted, and the directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
- (c) this resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

9. THAT, if resolution 8 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

9.1 the allotment of equity securities in connection with an offer by way of a rights issue or other pre-emptive offer:

9.1.1 to the holders of ordinary shares of 10p each in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and

9.1.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

9.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 9.1 above) up to an aggregate nominal amount of £3,180,000; and

9.3 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 9.1 or 9.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 9.2 above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and provided that:

- (a) save as referred to in paragraphs (b) and (c) below, this authority shall, unless renewed, varied or revoked by the Company, expire on 27 September 2024 or, if earlier, the conclusion of the next annual general meeting of the Company;
- (b) the Company may, before such expiry, 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 equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and
- (c) this resolution revokes and replaces all unexercised authorities previously granted to the directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

10. THAT if resolution 8 is passed, the directors be authorised in addition to any authority granted under resolution 9 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall be:
- 10.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,180,000 and used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors of the Company determine to be either an acquisition or a specified 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; and
- 10.2 limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 10.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 10.1 above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this notice
- and provided that:
- (a) save as referred to in paragraphs (b) and (c) below, this authority shall, unless renewed, varied or revoked by the Company, expire on 27 September 2024 or, if earlier, the conclusion of the next annual general meeting of the Company;
- (b) the Company may, before such expiry, 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 equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and
- (c) this resolution revokes and replaces all unexercised authorities previously granted to the directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.
11. THAT the Company be and is generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (the **Act**), to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company (**Ordinary Shares**) on such terms and in the manner as the directors of the Company may from time to time determine provided that:
- 11.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 31,850,000 (representing less than 10% of the Company's issued ordinary share capital as at the date of this notice);
- 11.2 the minimum price which may be paid for such Ordinary Shares shall be 10p per share;
- 11.3 the maximum price which may be paid for an Ordinary Share shall not be more than 5% above the average market value of an Ordinary Share for the five Business Days immediately preceding the date on which the contract for the purchase is made;
- 11.4 unless previously renewed, varied or revoked, the authority conferred shall expire on 27 September 2024 or, if earlier, at the conclusion of the Company's next annual general meeting provided that:
- 11.5 the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to its expiry which will or may be executed wholly or partly after the expiry of this authority; and
- 11.6 the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.
12. THAT the articles of association in the form produced to the meeting be and are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's current articles of association.

Dated: 25 May 2023

By Order of the Board

Registered Office:

**Nicola Loose**  
Company Secretary

Vertu House  
Fifth Avenue Business Park  
Team Valley  
Gateshead  
Tyne and Wear  
NE11 0XA

**Notes:**

**Appointment of proxies**

1. If you are a member of the Company at the time set out in note 14 below, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting by submitting the appointment online at [www.signalshares.com](http://www.signalshares.com) using your username and password. You can only appoint a proxy using the procedures set out in these notes.
2. 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 the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00am on 26 June 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
3. If you are unable or do not wish to vote online, please email [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or you may call the Shareholder Helpline +44 (0) 371 664 0300 administered by Link Group to request a hard copy proxy card. 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. The helpline is open between 09.00 and 17.30 Monday to Friday excluding public holidays in England and Wales. Hard copy proxy forms should then be returned to Link Group, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL
4. If you are not a member of the Company, but you have been nominated by a member of the Company to enjoy information rights, you do not have the right to appoint any proxies.
5. A proxy does not need to be a member of the Company but must attend the annual general meeting to represent you. Details of how to appoint a proxy are set out online at [www.signalshares.com](http://www.signalshares.com). If you wish your proxy to speak on your behalf at the annual general meeting you will need to appoint your own choice of proxy (not the Chairman of the meeting) and give your instructions directly to them.
6. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
7. Appointment of a proxy does not preclude you from attending the annual general meeting and voting in person. If you have appointed a proxy and attend the annual general meeting in person, your proxy appointment will automatically be terminated.
8. 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 or any adjournment thereof.
9. All proxy appointments must be made (or received by Link if using a hard copy proxy card) no later than 10.00am on 26 June 2023 or, if this annual general meeting is adjourned, not less than 48 hours before the time of the adjourned meeting.

## **Appointment of proxies through CREST**

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting convened by this notice and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's (**EUI**) 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 the latest time for receipt of proxy appointments specified in note 9 above. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting 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.

## **Appointment of proxy by joint members**

11. 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).

## **Termination of proxy appointments**

12. A shareholder may revoke a proxy instruction but to do so will need to inform the Company in writing by sending a signed hard copy notice clearly stating their intention to revoke their proxy appointment to Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. A shareholder may change a proxy instruction submitted online by logging in online at [www.signalshares.com](http://www.signalshares.com).

Any changes must be made no later than 10.00 a.m. on 26 June 2023.

## **Alteration of proxy appointments**

13. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

## **Entitlement to vote**

14. Only those members registered on the Company's register of members at close of business on 26 June 2023 or, if the annual general meeting is adjourned, at close of business two days prior to the adjourned meeting, shall be entitled to vote at the meeting. Such Shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to vote at the meeting.

15. If you wish to attend the meeting in person, please bring a form of identification with you.

#### **Corporate representatives**

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### **Voting**

17. Voting on all resolutions will be conducted on a show of hands. As soon as practicable following the meeting, the results of the voting and proxy votes received will be shown on the Company's website.

#### **Documents on display**

18. Copies of this document and the service contracts or letters of appointment and deeds of indemnity of each of the Directors will be available for inspection at the offices of Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA during normal business hours on any Business Day from the date of this notice until the conclusion of the annual general meeting.

In addition, a copy of the proposed new articles of association of the Company will also be available for inspection at the same place and time.

#### **Biographical details**

19. The biographical details of each Director who is being proposed for re-election by Shareholders, including their membership of board committees, are set out in the Annual Report and Accounts made available to Shareholders with this notice.

#### **Communication**

20. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [investors.vertumotors.com](http://investors.vertumotors.com).
21. Except as provided above, members who have general queries about the annual general meeting should contact the Company Secretary at Vertu Motors plc, Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA or at [cosec@vertumotors.com](mailto:cosec@vertumotors.com) (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the Chairman's letter),

to communicate with the Company for any purposes other than those expressly stated.

#### **Share capital**

22. As at 12 May 2023, the Company's issued share capital comprised the Existing Share Capital. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 May 2023 was 348,708,440.

The website referred to in note 20 includes information on the number of shares and voting rights.

#### **Questions**

23. Any member entitled to vote has the right to ask questions. Members may also submit any questions to the Company Secretary at least 72 hours in advance of the AGM by email to [cosec@vertumotors.com](mailto:cosec@vertumotors.com).

#### **Nominated persons**

24. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):
- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
  - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.

- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

### PART 3 – PROPOSED CHANGES TO ARTICLES OF ASSOCIATION

This Part summarises the changes that are proposed to the Company's articles of association which were last reviewed in 2016 so the Board considered it appropriate to carry out a review to ensure that they reflect current legislation, corporate governance recommendations and market practice. The principal differences between the Articles and the Company's current articles of association are summarised below:

1. The Articles update the procedure the Company would intend to follow in relation to any exercise of its power to sell the shares of untraced shareholders. Untraced shareholders are shareholders who have not claimed or cashed a dividend payment over a period of six years where, during that time, the Company has paid at least three dividends. Before being entitled to sell any shares of an untraced shareholder, the Company will give notice to the untraced shareholder at their last known address of its intention to sell the shares. Before sending such notice, the Company will use reasonable efforts to trace the shareholder in such manner as the Company considers appropriate, which may include engaging a tracing agent and/or giving notice in a national and a local newspaper.

In relation to the proceeds of a sale of shares of an untraced shareholder, the Articles provide that, if no valid claim for the money has been received by the Company during a period of two years from the date on which the relevant shares are sold (during which time no interest shall be payable and the Company shall not be required to account for any money earned from the net proceeds which may be employed as the Company thinks fit), the net proceeds will be forfeited and belong to the Company.

2. The Articles will enable the Board to hold a general meeting (including an annual general meeting) as a hybrid meeting, whereby a general meeting will continue to be held at a physical place, but the Board will have the option to put in place additional facilities to enable Shareholders to attend the meeting by electronic means instead. This would include by means of electronic facilities such as via a website, conference call systems and other electronic devices. The Articles will allow the Board to determine whether to hold a general meeting as a physical meeting or as a hybrid meeting. The Articles will not require the Board to convene a general meeting as a hybrid meeting.

The Articles set out the procedures and processes (subject to the requirements of the Act) for attendance at, and participation in, hybrid general meetings. This includes, in particular, the requirement for the Company to provide details of the facilities to be used to enable a hybrid meeting to take place and the power of the Board to make arrangements for participation at such meetings. The Articles also provide that unless a meeting is adjourned by the Chairman, the inability of a person to participate in the meeting via an electronic platform, despite adequate facilities being made available by the Company, will not affect the validity of a general meeting or the business conducted at a general meeting. All resolutions put to members at a hybrid meeting shall be decided on a poll.

It is not the Board's current intention routinely to adopt hybrid meetings, but the Board believes it is appropriate to amend the Company's current articles of association to embrace developing technology and provide flexibility to Shareholders to allow them to participate by electronic means when it is deemed appropriate. The proposed Articles are in line with best practice and do not allow the Company to hold a general meeting by wholly electronic facilities. Nothing in the proposed Articles will preclude the holding of a purely physical general meeting.

3. The Articles update the provisions of the Company's current articles of association that relate to the way dividends are paid. The Board has previously decided that dividend payments are to be made exclusively by bank transfer. If no such account is nominated (or a payment is rejected or refunded), the dividend will be retained by the Company until details of a valid account are received (but no interest shall be payable on such retained dividends) for a period of up to six years, after which the dividend will be forfeited and be returned to the Company, unless the Board determines otherwise.

A copy of the Articles and a copy marked up to show the changes being proposed against the current articles of association of the Company are available on the Company's website: [investors.vertumotors.com](http://investors.vertumotors.com).