

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to consult with your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have recently sold or transferred all of your shares in Moonpig Group plc, please forward this document, together with the accompanying documents, as soon as possible either 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.

Moonpig Group plc is incorporated in England and Wales, the registered office is 10 Back Hill, London, EC1R 5EN with registered number 13096622.

moonpig group plc

MOONPIG GROUP PLC NOTICE OF ANNUAL GENERAL MEETING 2024

Notice of the Annual General Meeting to be held at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD on Wednesday 18 September 2024 at 10.00 am is set out in this document.

Your vote is important to us and whether or not you propose to attend the Annual General Meeting, please complete your voting instructions. In line with our ongoing paperless strategy we ask that you vote in one of the following ways:

- complete the online form of proxy at www.signalshares.com by following the on-screen instructions;
- by using the LinkVote+ app;
- if you are a CREST member, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of Meeting and the CREST Manual on the Euroclear website (www.euroclear.com); or
- if you are an institutional investor that uses Proximity, via the Proximity platform. For further information regarding Proximity, please refer to Note 4 to the Notice of Meeting on page 12 or go to www.proximity.io.

If you are unable to vote online, you may request a hard copy form of proxy to complete and return by contacting the Company's registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on +44 (0)371 664 0300.

Letter to Shareholders

Moonpig Group plc
Herbal House
10 Back Hill
London
EC1R 5EN

26 June 2024

To the holders of ordinary shares in Moonpig Group plc (the “Company”)

Notice of Annual General Meeting

Dear Shareholders

I am pleased to invite you to Moonpig Group plc’s 2024 Annual General Meeting (“AGM”), to be held on Wednesday 18 September 2024 at 10:00 am at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD.

The purpose of this letter is to explain the business to be considered at the AGM and to set out how the AGM will be conducted.

All Directors will stand for re-election at the AGM, in line with the provisions of the UK Corporate Governance Code. The Board considers each Director to be fully effective and committed to their role and recommends them all for re-election by shareholders. The Directors’ biographies are detailed within the appendix to the Notice of Meeting at pages 16 to 19.

Website

Our corporate website www.moonpig.group/investors provides more information about the Company including:

- a copy of the Notice of Meeting;
- a copy of the full Annual Report and Financial Statements for the year ended 30 April 2024; and
- all of the Company’s news and regulatory announcements.

Resolutions and explanatory notes

The business to be considered at the AGM is set out in the Notice of Meeting on pages 4 to 7 of this document. Explanatory notes on each resolution to be considered at the AGM appear on pages 8 to 11 of this document.

Resolutions 14 to 17 will be proposed as special resolutions and will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour. The remaining resolutions are being proposed as ordinary resolutions and will be passed if more than 50% of the votes cast (not counting votes withheld) are in favour.

Voting

Voting at the AGM will be conducted by way of a poll. The results of voting on the resolutions will be posted on the Company’s corporate website as soon as practicable after the AGM and through an announcement to the London Stock Exchange.

Admission on the day

Please arrive by 9:30am to allow sufficient time for registration and security clearance. Please bring your attendance document with you to facilitate registration. This will be a copy of the email or letter you will have received.

Letter to Shareholders continued

Action to be taken

We look forward to welcoming our shareholders in person to the AGM, where you will have the opportunity to speak to the Board, and to vote on the resolutions being put to the AGM. If you would like to ask a question at the AGM, it would be helpful if you could contact company-secretary@moonpig.com to give us the opportunity to prepare a response.

If you are not able to attend the AGM but wish to cast your vote on the resolutions, it is important that you complete your proxy vote online at www.signalshares.com or by using the LinkVote+ app. CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM as detailed in Note 6 to the Notice of Meeting on page 13. Institutional shareholders who use Proxymity should refer to Note 4 to the Notice of Meeting on page 12. Any shareholders who require a hard copy form of proxy should contact the Company's registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on +44 (0)371 664 0300, as soon as possible.

Please note that, to be valid, all proxy appointments and forms must be received by 10.00 am on 16 September 2024. If I am appointed as proxy, I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

The completion of an appointment of proxy does not preclude you from attending and voting in person at the AGM should you decide to do so.

Recommendation

The Board considers that all resolutions being proposed are in the best interests of the Company and its shareholders as a whole.

The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Kate Swann

Chair of the Board
Moonpig Group plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Moonpig Group plc (the “Company”) will be held on Wednesday 18 September 2024 at 10:00 am at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London, E1 6AD to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 13 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must be in favour of the resolution. Resolutions 14 to 17 will be proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

Ordinary Resolutions

1. **Annual Report and Accounts**

To receive the Company’s audited financial statements for the year ended 30 April 2024 together with the Directors’ report, auditors’ report and strategic report on those financial statements, which are contained in the Annual Report and Accounts.

2. **Directors’ Remuneration report**

To approve the Directors’ Remuneration report set out on pages 102 to 117 of the Annual Report and Accounts for the financial year ended 30 April 2024 (excluding the summary of the Directors’ Remuneration Policy included in the report).

Re-election of Directors

By separate resolutions and in respect of the following Directors who are subject to annual re-election in accordance with the UK Corporate Governance Code (the “Code”) and as set out in the Company’s Articles of Association (“Articles”):

3. To re-elect Kate Swann as a Director.

4. To re-elect Nickyl Raithatha as a Director.

5. To re-elect Andy MacKinnon as a Director.

6. To re-elect David Keens as a Director.

7. To re-elect Susan Hooper as a Director.

8. To re-elect ShanMae Teo as a Director.

9. To re-elect Niall Wass as a Director.

10. **Auditors of the Company**

To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

11. **Remuneration of the Company’s Auditors**

To authorise the Company’s Audit Committee to determine the remuneration of the Auditors.

Notice of Annual General Meeting continued

12. Political donations

That, in accordance with Part 14 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £100,000;
- (b) make political donations to political organisations other than political parties not exceeding £100,000; and
- (c) incur political expenditure not exceeding £100,000,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 October 2025.

For the purpose of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Act.

13. Directors' authority to allot shares

To authorise the Directors generally and unconditionally, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £11,454,049 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in the Act) up to a nominal amount of £22,908,098 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary

and so that, in both cases, the Directors may impose any limits or restrictions and make any arrangements which they consider necessary, expedient 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,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 October 2025, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry; and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Notice of Annual General Meeting continued

Special Resolutions

14. General authority to disapply pre-emption rights

That:

(a) the Directors be given power:

- (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006) (the "Act") for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
- (ii) to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash,

in either case as if section 561 of the Act did not apply to the allotment but this power shall be limited to:

- (A) the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
 - I. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (B) the allotment of equity securities (otherwise than under paragraph (A) above) up to a maximum nominal amount of £3,436,214 issued share capital; and
 - (C) the allotment of equity securities (otherwise than under paragraph (A) and/or (B) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (B) above, such authority to be used only for the purpose of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 October 2025; and
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

15. Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

That:

(a) in addition to any authority granted under resolution 14, the Directors be given power:

- (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006) (the "Act") for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
- (ii) to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash,

in either case as if section 561 of the Act did not apply to the allotment but this power shall be limited to:

- (A) the allotment of equity securities up to a maximum nominal amount of £3,436,214, such authority to be 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 Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting; and

Notice of Annual General Meeting continued

- (B) the allotment of equity securities (otherwise than under paragraph (A) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 October 2025; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.
16. **Authority to purchase own shares**
To unconditionally and generally authorise the Company in accordance with 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 £0.10 each in the capital of the Company on such terms and in such manner as the Directors may determine provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 34,362,148;
- (b) the minimum price which may be paid for each ordinary share is £0.10;
- (c) the maximum price which may be paid for any such Ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 October 2025 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase its ordinary shares in pursuance of any such contract.
17. **Notice of general meetings**
To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

Jayne Powell
Company Secretary
26 June 2024

Registered Office:
10 Back Hill
London
EC1R 5EN
United Kingdom

Explanatory notes

The notes on the following pages explain the proposed resolutions.

Resolutions 1 to 13 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 14 to 17 are proposed as special resolutions. For each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Throughout these notes, all references to “the Act” are to the Companies Act 2006 (as amended); and references to “AGM” are to the Annual General Meeting of the Company to be held on 18 September 2024.

Resolution 1 – Annual Report and Accounts

Resolution 1 seeks the receipt of the Annual Report and Accounts 2024.

The first item of business is the receipt by the shareholders of the Annual Report and Accounts of the Company for the year ended 30 April 2024 (“Annual Report”). This contains the strategic report, the Directors’ report, the financial statements, and the report of the Company’s Auditors on the financial statements and on those parts of the Directors’ Remuneration report that are capable of being audited.

Resolution 2 – Directors’ Remuneration report

Resolution 2 seeks to approve the Director’s Remuneration report.

This resolution seeks shareholder approval of the Directors’ Remuneration report as set out on pages 102 to 117 of the Annual Report (excluding the summary of the Directors’ Remuneration policy included in the report).

This resolution is subject to an “advisory vote” by shareholders and the Directors’ entitlement to remuneration is not conditional on it.

Resolutions 3 to 9 – Re-election of Directors

Resolutions 3 – 9 seek approval of the re-election of all Directors of the Company.

In accordance with the Company’s Articles and the Code, all Directors will retire and stand for re-election at the AGM. Resolutions 3 – 9 (inclusive) propose their re-election by the Company’s shareholders.

The Nomination Committee has reviewed the independence of David Keens, Susan Hooper, ShanMae Teo and Niall Wass and determined that they are all independent in character and judgement and there are no relationships or circumstances which are likely to affect their judgement.

Kate Swann, the Non-Executive Chair, was considered independent upon appointment, as set out in more detail on page 79 of the Company’s Prospectus issued in connection with the Initial Public Offering.

Biographical details of all the Directors are provided in the appendix of this document at pages 16 to 19 to enable shareholders to take an informed decision on their re-election. It is the Board’s view that this information illustrates the reasons why each Director’s contribution is, and continues to be, important to the Company’s long-term sustainable success.

All Directors are recommended by the Board for re-election.

Resolution 10 – Auditors of the Company

Resolution 10 seeks the approval of the re-appointment of PricewaterhouseCoopers LLP as the Company’s external auditors.

The Auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. This resolution proposes, on the recommendation of the Audit Committee, the re-appointment of PricewaterhouseCoopers LLP as the Company’s Auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolutions 11 – Remuneration of the Auditors

Resolution 11 proposes to grant authority to the Audit Committee to determine the auditor’s remuneration.

This resolution seeks shareholder consent for the Audit Committee of the Company to set the remuneration of the Auditors.

Explanatory notes continued

Resolution 12 – Political donations

Resolution 12 seeks shareholder approval for the Company to make political donations up to an aggregate amount of £100,000. The Company does not intend to make political donations of any kind; this resolution acts as a precaution due to the wide legal interpretation of ‘political donations’ and ‘political expenditure’.

Part 14 of the Act requires companies to obtain shareholders’ authority for donations to registered political parties in the UK under the Political Parties, Elections and Referendums Act 2000 totalling more than £5,000 in any twelve-month period. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. There are further restrictions on companies incurring political expenditure (as defined in the Act) without first obtaining shareholders’ consent.

The Company has not made any political donations and does not envisage making any; however, this resolution is proposed for approval as a precaution to avoid inadvertent breach of the legislation as a result of the wide meanings given to the terms “political donations” and “political expenditure”.

This resolution, if passed, will authorise the Company and its subsidiaries until the next annual general meeting of the Company or 31 October 2025, whichever is the earlier, to make donations and incur expenditure which might otherwise be caught by the terms of the Act, up to an aggregate amount of £100,000.

Resolution 13 – Directors’ authority to allot Shares

Resolution 13 provides the Directors with authority to allot (issue) a fixed amount of ordinary shares in the capital of the Company for a period expiring at the conclusion of the next annual general meeting of the Company, or 31 October 2025, whichever is earlier.

Under the Act, the directors of a company may only allot new shares (or grant rights over shares) if authorised to do so by the shareholders in a general meeting.

The authority in paragraph 13(a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £11,454,049, which represents approximately one third (33.3%) of the total issued ordinary share capital of the Company as at 26 June 2024, being the latest practicable date prior to publication of the Notice of Meeting.

The authority in paragraph 13(b) will, in accordance with the latest guidelines issued by the Investment Association in February 2023, allow the Directors to allot, including the shares referred to in paragraph 13(a), further of the Company’s, shares in connection with a rights issue or other pre-emptive offer up to a total maximum nominal value of £22,908,098, which represents approximately two thirds (66.6%) of the total issued ordinary share capital of the Company as at 26 June 2024.

As at 26 June 2024, being the latest practicable date prior to publication of the Notice of Meeting, the Company does not hold any ordinary shares in treasury within the meaning of the Act.

In total, the resolution will allow the Directors to allot a maximum aggregate of two-thirds of the issued share capital of the Company and is in line with the Investment Association’s Share Capital Management Guidelines issued in February 2023.

The Directors have no present intention to allot shares or grant rights to subscribe for or convert any security into shares pursuant to this authority, other than in connection with employee share and incentive plans.

However, the Directors consider it desirable to have the flexibility to respond to market developments and to enable allotments to take place in appropriate circumstances. If the resolution is passed the authority will expire on the earlier of the next annual general meeting of the Company or 31 October 2025.

Explanatory notes continued

Resolutions 14 and 15 – Disapplication of pre-emption rights (special resolutions)

Resolutions 14 and 15 deal with the granting of limited power to Directors to allot equity securities for cash whilst disapplying pre-emption rights (the rights for shareholders to have first refusal on the issue of new shares by a company).

At last year's annual general meeting of the Company special resolutions were passed, under sections 570 and 573 of the Act, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that these authorities be renewed and enhanced in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group in November 2022 (the "2022 Statement of Principles").

If approved, resolution 14, which follows the Pre-Emption Group's template resolution, will authorise the Directors, in accordance with the Company's Articles and the 2022 Statement of Principles, to issue shares in connection with a rights issue or other pre-emptive offer (paragraph (A) of the resolution) and otherwise to issue shares and/or sell treasury shares for cash:

1. for general corporate purposes (under paragraph (B) of the resolution), up to a maximum nominal amount of £3,436,214 (representing approximately 10% of the issued share capital of the Company as at 26 June 2024 (being the latest practicable date prior to publication of this Notice of Meeting)); and
2. for the purposes of making a follow-on offer to existing shareholders (under paragraph (C) of the resolution and as described in the 2022 Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph (B) of the resolution. The maximum additional nominal amount that could be issued under paragraph (C) of the resolution (based on the authority under paragraph (B) being used in full) is £687,242 (representing approximately 2% of the issued share capital of the Company as at 26 June 2024).

The total maximum nominal amount of equity securities to which resolution 14 relates is £4,123,456 (representing approximately 12% of the issued share capital of the Company as at 26 June 2024).

Resolution 15 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities and/or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution follows the Pre-Emption Group's template resolution and reflects the 2022 Statement of Principles.

The authority granted by resolution 15, if passed, would be in addition to any authority granted by resolution 14 and will be limited to the allotment of equity securities and the sale of treasury shares for cash:

1. under paragraph (A) of the resolution, up to an aggregate nominal value of £3,436,214 (representing approximately 10% of the issued share capital of the Company as at 26 June 2024 (being the latest practicable date prior to publication of this Notice of Meeting)), to be used only in connection with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment; and
2. under paragraph (B) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (A) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (B) of the resolution (based on the authority under paragraph (A) being used in full) is £687,242 (representing approximately 2% of the issued share capital of the Company as at 26 June 2024).

The total maximum nominal amount of equity securities to which resolution 15 relates is £4,123,456 (representing approximately 12% of the issued share capital of the Company as at 26 June 2024).

The authorities granted by resolutions 14 and 15, if passed, will expire at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 31 October 2025.

The Directors confirm that, should they exercise any authority granted by resolution 14 or resolution 15, they intend to follow best practice as regards use, including: (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) following the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

Explanatory notes continued

Resolution 16 – Authority to purchase own shares (special resolution)

Resolution 16 seeks authority for the Company to purchase ordinary shares in the Company, should the Directors see fit, up to an aggregate total of 10% of issued share capital.

The effect of resolution 16 is to authorise the Company to purchase its own ordinary shares, up to a maximum of 34,362,148 ordinary shares, until the next annual general meeting of the Company or 31 October 2025, whichever is the earlier. This represents 10% of the ordinary shares in issue as at 26 June 2024, being the latest practicable date prior to the publication of the Notice of Meeting. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, the upper limit being the price stipulated in Commission Delegated Regulation (EU) 2016/1052 as referred to in Article 5(6) of the UK Market Abuse Regulation (MAR), and the UK Listing Rules.

Pursuant to the Act, the Company can hold any shares which are repurchased as treasury shares (as an alternative to cancelling them) and either re-sell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be considered in future calculations of earnings per share (unless they are subsequently re-sold or transferred out of treasury). If the Directors exercise the authority conferred by resolution 16, they may consider holding those shares in treasury, rather than cancelling them.

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority. The authority would only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly that the purchase is in the interests of shareholders.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or half year results as dictated by the UK Listing Rules or MAR or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the UK Listing Rules and the MAR, at any other time when the Directors would be prohibited from dealing in shares.

As at 26 June 2024, being the latest practicable date prior to publication of this Notice of Meeting, there were outstanding 11,799,118 options to subscribe for ordinary shares under the Group's employee share schemes. The proportion of issued share capital that they represented at that time was 3.43% and the proportion of issued share capital that they would represent if the full authority to purchase shares, existing and being sought, is used is 4.29%. As at 26 June 2024, the Company does not hold any ordinary shares in treasury within the meaning of the Act.

Resolution 17 – Notice of general meetings (special resolution)

Resolution 17 shortens the minimum notice period required for general meetings of the Company (other than the Annual General Meeting) to 14 clear days.

Under the Act, the notice period required for all general meetings of the Company is 21 clear days, though shareholders can approve a shorter notice period for general meetings that are not annual general meetings, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held and is thought to be to the advantage of shareholders. Shareholder approval will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed.

Notes to the Notice of AGM

1. Attendance and eligibility to vote at the AGM

Only those shareholders whose name appears in the Company's register of members as at 6:30 pm on 16 September 2024; or if the meeting is adjourned, at 6:30 pm on the day two days prior to the adjourned meeting (excluding non-working days), shall be entitled to vote and attend the AGM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

All resolutions at the AGM will be decided by a poll. The Board believes a vote by way of poll to be more representative of shareholders' voting intentions so that the votes are counted according to the number of shares held.

2. Appointing a proxy

You are entitled, and we encourage you, to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. 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. A proxy need not be a member of the Company. Appointing a proxy does not preclude you from attending and voting in person at the AGM should you decide to do so.

Where no specific instruction is given, your proxy may vote at his/her own discretion or refrain from voting, as he or she sees fit. You can appoint more than one proxy in relation to the meeting if each is appointed to exercise the rights attaching to different shares held by you. Details of how to appoint a proxy are set out below.

3. Voting by proxy

You may appoint a proxy and give your voting instructions on the resolutions online at www.signalshares.com or by using the LinkVote+ app, as further explained in Note 4 below. Please also refer to Note 4 for information on Proxymity, and to Note 6 for information on CREST.

If you are unable to vote online, you may request a hard copy form of proxy by contacting the Company's registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on +44 (0)371 664 0300 and returning it to PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

To be valid your proxy appointment must be received by Link Group at least 48 hours before the appointed time of the meeting, no later than 10:00 am on 16 September 2024. Voting online is quicker, more environmentally sustainable, and more secure than paper voting. You must inform the Company's registrars in writing of any termination of the authority of a proxy.

4. Online proxy voting

You can register the appointment of a proxy or proxies or voting instructions for the meeting electronically by logging on to www.signalshares.com using your investor code (which you can find on your share certificate). Full details of the procedures are given on the website. The proxy appointment and/or voting instructions must be received by Link Group at least 48 hours before the appointed time of the meeting, no later than 10:00 am on 16 September 2024. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted.

The use of the internet service in connection with the AGM is governed by the conditions of use set out on the website, www.signalshares.com.

Alternatively, you can vote via the LinkVote+ app, a free app for smartphone and tablet provided by Link Group (the Company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



Notes to the Notice of AGM continued

If you are an institutional investor, you may 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. Your proxy must be lodged by 10:00 am on 16 September 2024 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 these terms 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.

5. Nominated persons

Any person to whom the Notice of Meeting is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "nominated person") may, pursuant to an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a nominated person has no such proxy appointment right or does not wish to exercise it, they may, pursuant to any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The rights relating to proxies set out above do not apply directly to nominated persons. The rights to appoint proxies can only be exercised by registered holders of shares.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

6. CREST proxy appointment

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy instruction service may do so for the AGM and any adjournment thereof by using the procedure described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) no later than 10:00 am on 16 September 2024, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 message. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/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 connection thereto, 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.

7. Corporate representatives

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

Notes to the Notice of AGM continued

8. Shareholder requisition rights

Shareholders meeting the threshold requirements set out in section 527 of the Act have the right to request that the Company publish a statement on its website setting out any matter that such shareholders propose to raise at the meeting relating to 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 meeting. The request must be received by the Company by 11 September 2024, (being at least one week before the meeting) and the Company may not charge the requesting shareholders for website publication of such a statement.

The Company must also forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website. The business which may be dealt with at the AGM includes any website statement relating to audit concerns.

9. Questions for the Board of Moonpig Group plc and behaviour at the AGM

Any shareholder attending the AGM has the right to ask questions. If you have any questions for the Board or Moonpig please contact company-secretary@moonpig.com to give us the opportunity prepare a response to your questions.

The Chair will ensure that any question relating to the business being dealt with at the AGM receives a response, but in accordance with section 319A of the Act, no response will need to 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 the Company's website, <https://www.moonpig.group>;
- c) the Chair determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

The Chair may also determine the order in which questions raised by shareholders present at the AGM are answered.

Shareholders are reminded that unacceptable behaviour will not be tolerated at the AGM and will be dealt with appropriately by the Chair.

10. Availability of the Notice of Meeting and other information

The Notice of Meeting and other information required by section 311A of the Act, can be found at <https://www.moonpig.group/investors/>.

11. Documents for inspection

The following documents will be available for inspection during normal business hours at the registered office of the Company, as well as at the place of the AGM from 9:45 am on the day of the AGM until the conclusion of the AGM:

- (1) copies of the service agreements of the Executive Directors with the Company;
- (2) copies of the terms of engagement of the Non-Executive Directors with the Company; and
- (3) the Articles.

12. Issued share capital and total voting rights

As at 26 June 2024 (being the latest practicable date prior to the publication of this document), the Company's issued ordinary share capital consisted of 343,621,482 Shares, carrying one vote each. The Company does not hold any Shares in treasury. Therefore, the total voting rights in the Company as at 26 June 2024 were 343,621,482.

13. Dates and times

All dates and times stated in the Notice of Meeting and any further announcements regarding the AGM are in British Summer Time unless stated otherwise.

14. Member's resolutions and matters under sections 338 and 338A of the Act

Shareholders meeting the threshold under sections 338 and 338A of the Act can instruct the Company: (i) to give shareholders (entitled to receive the Notice of Meeting) notice of a resolution which may properly be proposed and is intended to be proposed at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be proposed, or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective; (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Notes to the Notice of AGM continued

15. Communication

Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- calling our shareholder helpline on 0371 664 0300 or if you are outside the United Kingdom, +44 371 664 0300; or
- emailing company-secretary@moonpig.com.

You may not use any electronic address provided either in the Notice of Meeting; or any related documents to communicate with the Company for any purposes other than those expressly stated.

AGM LOCATION

Allen Overy Shearman Sterling LLP
One Bishops Square
London
E1 6AD

Nearest tube stations: Liverpool Street, Aldgate, Aldgate East, Shoreditch High Street and Fenchurch Street.

Appendix 1: Directors' biographies

Kate Swann

Chair

Kate joined the Group as Chair in August 2019 and was appointed to the Board in January 2021. She is also the Chair of the Nomination Committee.

Background and experience

Kate has more than 30 years of experience leading businesses, having held many senior positions throughout her career. She was Chair of Secret Escapes from 2019 to 2021 and was previously Chancellor of the University of Bradford.

She has extensive listed company experience, having served as the Chief Executive Officer of SSP Group from 2013 to 2019 and of WH Smith from 2003 to 2013. Prior to this, Kate held roles as Managing Director of Homebase and of Argos.

Kate holds a Bachelor of Science with honours in Business Management from the University of Bradford and, in 2007, was awarded an honorary doctorate from the University of Bradford.

Current external appointments

Listed appointments: Chair of Beijer Ref.

Other appointments: Chair of IVC Evidensia and Chair of Parques Reunidos.

Nickyl Raithatha

Chief Executive Officer

Nickyl is the Chief Executive Officer of the Group, having held the role since June 2018. Nickyl was appointed to the Board at incorporation on 23 December 2020.

Background and experience

Nickyl has significant e-commerce leadership experience, having founded Finery, an online British womenswear brand in 2014 and holding the role of Chief Executive Officer until 2017. Nickyl served as the Chief Executive Officer of the e-commerce business, Rocket Internet, a company that incubates and invests in internet and technology companies globally, from 2012 to 2014.

Nickyl spent the early part of his career in financial services, where he was Vice President at Goldman Sachs until 2010 and then worked at Arrowgrass Capital Partners until 2012, leading research and investments into global technology, media and telecoms companies.

Nickyl holds an MBA from Harvard Business School and a bachelor's degree in Economics from Cambridge University.

Current external appointments

Listed appointment: None.

Other appointments: None.

Appendix 1: Directors' biographies continued

Andy MacKinnon **Chief Financial Officer**

Andy is the Chief Financial Officer of the Group, having held the role since January 2019. Andy was appointed to the Board at incorporation on 23 December 2020.

Background and experience

Andy has extensive operational and financial leadership experience in e-commerce, having previously held roles as Chief Financial Officer of Wowcher, an online consumer business, from 2015 to 2018 and as Chief Financial Officer of The LateRooms Group, an online travel agency, from 2012 until 2015. Prior to that, he worked at Shop Direct Group (now The Very Group).

Andy spent his early career working in corporate finance with professional service firm Deloitte and at HSBC's investment banking division.

Andy holds a Bachelor of Science with honours in Management Sciences from the University of Manchester and has, since 2009, been a Fellow of the ICAEW, having qualified as a Chartered Accountant with KPMG in 1999.

Current external appointments

Listed appointment: None.

Other appointments: None.

David Keens **Senior Independent Non-Executive Director**

David joined the Board as an Independent Non-Executive Director in January 2021. David is the Senior Independent Non-Executive Director, Chair of the Audit Committee, and a member of the Nomination and Remuneration Committees.

Background and experience

David brings a breadth of experience in online, consumer facing businesses, together with core skills in finance. He was Independent Non-Executive Director and Chair of the Audit Committee of J Sainsbury from 2015 until July 2021. He was formerly Group Finance Director of NEXT from 1991 to 2015 and Group Treasurer from 1986 to 1991. Previous management experience also includes nine years in the United Kingdom and overseas operations of multinational food manufacturer Nabisco and, prior to that, seven years in the accountancy profession.

David is a member of the Association of Chartered Certified Accountants and of the Association of Corporate Treasurers.

Current external appointments

Listed appointments: Senior Independent Director and Chair of the Audit Committee of Auto Trader Group.

Other appointments: None.

David Keens will formally retire from the board of Auto Trader Group at the conclusion of its AGM on 19 September 2024.

Appendix 1: Directors' biographies continued

Susan Hooper

Independent Non-Executive Director

Susan joined the Board as an Independent Non-Executive Director in January 2021. Susan is the Chair of the Remuneration Committee, the Designated Non-Executive Director for workforce engagement ("DNED") and the Non-Executive Director responsible for oversight of ESG matters. She is also a member of the Audit and Nomination Committees.

Background and experience

Susan has broad non-executive experience. She has a focus upon ESG and is a founding Director of Chapter Zero, which promotes corporate awareness of climate change.

Susan has previously been a Non-Executive Director and Chair of the Remuneration Committee of Affinity Water and a Non-Executive Director of Rank Group, Caresourcer, Wizz Air and the Department for Exiting the European Union. Prior to this, she was Managing Director of British Gas Residential Services and Chief Executive of Acromas Group's travel division (including the brands Saga and the AA). She has also held senior roles at Royal Caribbean International, Avis Europe, PepsiCo International, McKinsey & Co and Saatchi & Saatchi.

Susan holds bachelor's and master's degrees in International Politics and Economics from the John Hopkins University.

Current external appointments

Listed appointments: None.

Other appointments: Chair of Tangle Teezer and Non-Executive Director of Uber Britannia. Director of Chapter Zero.

ShanMae Teo

Independent Non-Executive Director

ShanMae joined the Board as an Independent Non-Executive Director on 27 June 2022. She is a member of the Audit, Nomination and Remuneration Committees.

Background and experience

ShanMae has extensive experience in driving growth with organic and M&A strategies through executive and investor roles. She is currently Chief Financial Officer at Climate Impact Partners. Prior to that, she was Chief Financial Officer at Third Bridge Group, a primary research provider and expert network and before that, she was Chief Financial Officer at the Ambassador Theatre Group.

She has over ten years of experience as a private equity and venture capital investor at Providence Equity Partners and M/C Venture Partners, focusing on consumer, media and technology sectors. Prior to that, she held roles in strategy consulting and investment banking at Bain & Company and Salomon Smith Barney. ShanMae holds a Bachelor of Science degree in Accounting and Finance from Boston College and an MBA from INSEAD.

Current external appointments

Listed appointments: None.

Other appointments: Chief Financial Officer of Climate Impact Partners and Director of Opera Holland Park.

Appendix 1: Directors' biographies continued

Niall Wass

Independent Non-Executive Director

Niall joined the Board as an Independent Non-Executive Director in January 2021. He is a member of the Audit, Nomination and Remuneration Committees.

Background and experience

Niall has deep experience in the online consumer business space both as an executive, investor and now as a Chair and NED. He is currently Chair of a number of growth stage tech businesses, as well as previously Chair of Glovo (sold to Delivery Hero), and Trouva (sold to Made). He was also previously a Partner at Atomico, a pan-European venture capital fund, leading consumer investments and remains an advisor there. In his executive career, Niall spent over 15 years as a CEO, COO and SVP in early-stage tech-enabled consumer businesses, such as Betfair (now listed as Flutter: LSE). His last executive role was as part of the Executive Team at Uber, leading the international business into 50 countries.

Current external appointments

Listed appointments: None.

Other appointments: Chair at Vay.io, World of Books Group and Jobandtalent. Non-Executive Director at Koru Kids.

