

**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 2021**

**Notice of the Annual General Meeting to be held at The Goldsmiths' Centre, 42 Britton Street, London EC1M 5AD on Tuesday 28 September 2021 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](http://www.signalshares.com) by following the on-screen instructions; or
- 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](http://www.euroclear.com)).

If you are unable to vote online, you may request a hard copy form of proxy by contacting the Company's registrar, Link Group, on 0371 664 0300 and returning it to them.

# Letter to Shareholders

Moonpig Group plc  
10 Back Hill  
London  
EC1R 5EN

11 August 2021

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 first Annual General Meeting ("AGM"), to be held on Tuesday 28 September 2021 at 10:00 am at The Goldsmiths' Centre, 42 Britton Street, London EC1M 5AD.

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.

The Board continues to monitor the situation surrounding Covid-19 and the advice from the UK Government on public gatherings. If the Government's guidance changes at any point prior to the AGM, such that shareholders are unable to attend in person, the Company will update shareholders through an announcement to the London Stock Exchange and on the Company's website.

Due to this being the first AGM of the Company, the Company's Remuneration Policy is being put to the meeting for approval. The Remuneration Policy is as determined by the Remuneration Committee with advice from the Company's remuneration consultants, FIT Remuneration Consultants LLP. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors.

The Committee has taken care to ensure that the Remuneration Policy being put to shareholders is aligned to the Company's purpose, values and culture and that remuneration is clearly linked to the successful delivery of our long-term strategy. The Remuneration Policy is designed to support a high performance, collegiate and inclusive culture with appropriate reward for superior Company, business unit and individual performance without creating incentives that will encourage excessive risk taking or unsustainable Company performance. Once approved, Directors, past and present, must normally comply with the terms of the Policy, unless specifically approved by shareholders at a general meeting. It is not anticipated that this Policy will be voted on again until the Company's fourth AGM, unless changes are proposed in the interim.

All Directors will stand for election at the AGM, in line with the provisions of the UK Corporate Governance Code. As part of the IPO process, we carried out an exercise to recruit three additional experienced and highly knowledgeable Independent Non-Executive Directors with a range of backgrounds, including myself as Chair of the Board. A further Non-Executive Director was appointed to the Board under the Company's Relationship Agreement with Exponent Private Equity LLP. David Keens, Susan Hooper, Niall Wass, Simon Davidson and I were appointed to sit on the Board of Moonpig Group plc alongside the existing executive directors, Nickyl Raithatha and Andy MacKinnon. The Board considers each Director to be fully effective and committed to their role and recommends them all for election by shareholders. The Directors' biographies are detailed within the appendix to the Notice at Pages 14 to 17.

The Board is focused on ensuring leadership diversity at all levels and has committed to meet the Hampton-Alexander target for FTSE 250 companies to have at least 33% representation of women on the Board by the time of the 2022 AGM. At the date of this letter, the Board has 29% female representation. The Company currently meets the target set out in the Parker Review for FTSE 250 companies to have one or more Directors from a diverse ethnic background by 2024.

In addition, action is being taken to increase the representation of both women and ethnic minorities within the Extended Leadership Team as part of the Company's ESG strategy, which is outlined in the Annual Report and Financial Statements for the period ended 30 April 2021.

### Website

Our corporate website [www.moonpig.group/investors](http://www.moonpig.group/investors) provides more information about the Company including:

- a copy of the Notice of AGM;
- a copy of the full Annual Report and Financial Statements for the period ended 30 April 2021; and
- all of the Company's news and regulatory announcements.

## **Letter to Shareholders continued**

### **Resolutions and explanatory notes**

The business to be considered at the AGM is set out in the Notice on pages 4 to 6 of this document. Explanatory notes on each resolution to be considered at the AGM appear on pages 7 to 10 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.

### **Action to be taken**

We look forward to welcoming as many shareholders in person to the AGM, at which shareholders will have the opportunity to speak to, and vote on, the resolutions being put to the AGM.

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](http://www.signalshares.com). 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 the AGM on page 12.

Please note that, to be valid, all proxy forms and appointments must be received by 10.00 am on 24 September 2021. 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 which amount in aggregate to 7,153,845 shares representing approximately 2.09% of the existing issued ordinary share capital of the Company.

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 Tuesday 28 September 2021 at 10:00 am at The Goldsmiths' Centre, 42 Britton Street, London EC1M 5AD in accordance with the information provided on pages 11 to 13 to consider and, if thought fit, pass the following resolutions of which Resolutions 1 to 13 and 18 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 Financial Statements

To receive the Company's audited financial statements for the period ended 30 April 2021 together with the Directors' Report, auditors' report and strategic report on those financial statements, which are contained in the Annual Report and Financial Statements.

### 2. Directors' Remuneration Report

To approve the Directors' Remuneration report set out on pages 65 to 82 of the Annual Report and Financial Statements for the financial period ended 30 April 2021 (excluding the Directors' Remuneration Policy included in the report).

### 3. Directors' Remuneration Policy

To approve the Directors' Remuneration Policy on pages 68 to 78 of the Company's Annual Report and Financial Statements for the period ended 30 April 2021. If approved, the policy will take effect immediately after the conclusion of the annual general meeting.

## Election of Directors

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

### 4. To elect Kate Swann as a Director.

### 5. To elect Nickyl Raithatha as a Director.

### 6. To elect Andy MacKinnon as a Director.

### 7. To elect David Keens as a Director.

### 8. To elect Susan Hooper as a Director.

### 9. To elect Niall Wass as a Director.

### 10. To elect Simon Davidson as a Director.

### 11. Auditors of the Company

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

### 12. Remuneration of the Company's Auditors

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

### 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 £11,403,721 (representing 114,037,207 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph b below in excess of such sum); and

## Notice of Annual General Meeting continued

- b) comprising equity securities (as defined in the Act) up to a nominal amount of £11,403,721 (representing 114,037,207 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph a above) in connection with an offer by way of a rights issue:
  - 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 considers necessary, and so that, in both cases, the Directors may impose any limits or restrictions and make any arrangements which it considers 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, to be held in 2022, (or, 28 December 2022), whichever is earlier, 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.

### **Special Resolutions**

#### **14. Authority to disapply pre-emption rights**

That, if resolution 13 above is passed, the Directors be given power pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b of resolution 13, by way of a rights issue only):
  - 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 Board otherwise considers necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- b) in the case of the authority granted under paragraph (a) of resolution 13 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a above) up to a nominal amount of £1,710,558,

such power to apply until the end of the next annual general meeting to be held in 2022, or 28 December 2022, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

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

That, if resolution 13 above is passed, and in addition to any power granted under resolution 14 above, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority granted by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,710,558; and
- b) used only for the purposes of financing 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, or for the purposes of refinancing such a transaction within six months of it taking place,

such power to apply until the end of the next annual general meeting to be held in 2022, or 28 December 2022, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

## **Notice of Annual General Meeting continued**

### **16. Authority to purchase own shares**

To unconditionally and generally authorise the Company 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 provided that:

- a) the maximum number of ordinary shares hereby authorised to be acquired is 34,211,162, representing 10% of the issued ordinary share capital of the Company as at 4 August 2021;
- 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) 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 purchases by the Company pursuant to the authority conferred by this Resolution 16 will be carried out;
- d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting in 2022 or 28 December 2022, whichever is earlier 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.

### **Ordinary resolution**

#### **18. Political donations**

That, in accordance with Part 14 of 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 Annual General Meeting of the Company to be held in 2022 (or, if earlier, at the close of business on the date falling 12 months after the resolution conferring it is passed). 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.

By order of the Board

**Penny Thomas**

Company Secretary

11 August 2021

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

## **Explanatory notes**

### **The notes on the following pages give an explanation of the Proposed Resolutions.**

Resolutions 1 to 13 and 18 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than half 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).

### **Resolution 1 – Annual Report and Financial Statements**

*Resolution 1 seeks the receipt of the Annual Report and Financial Statements of the Company.*

The first item of business is the receipt by the shareholders of the Annual Report and Financial Statements of the Company for the period ended 30 April 2021. This contains the Directors' report, the accounts, and the report of the Company's Auditors on the accounts 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 65 to 82 of the Annual Report and Financial Statements for the period ended 30 April 2021 (excluding the Directors' Remuneration Policy included in the report).

This resolution is subject to an "advisory vote" by shareholders and is therefore not binding on the Company.

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

*Resolution 3 proposes the Company's first Directors' Remuneration Policy as a listed company for shareholder approval.*

The Act requires quoted companies to present to their shareholders a Directors' Remuneration Policy for approval at the first Annual General Meeting following listing, and at least every three years thereafter.

This will be the first time that the approval of shareholders will be sought to the Directors' Remuneration Policy.

The Directors' Remuneration Policy is contained in the Directors' Remuneration Report and can be found at pages 68 to 78 of the Annual Report and Financial Statements for the period ended 30 April 2021. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors.

Under section 439A of the Act, there must be a binding shareholder vote on the Directors' Remuneration Policy at least once every three years (unless the Directors wish to change the policy within that three-year period). Therefore, this resolution seeks shareholder approval of the Directors' Remuneration Policy which, if passed, will take effect at the conclusion of the AGM.

Once effective, all future payments to Directors, past and present, must normally comply with the terms of the policy, unless specifically approved by shareholders at a general meeting.

### **Resolutions 4 to 10 – Election of Directors**

*Resolutions 4 – 10 seeks approval of the election of all Directors of the Company.*

In accordance with the Company's Articles of Association and the Code, all Directors will retire and stand for election at the AGM. Resolutions 4 – 10 (inclusive) propose their election by the Company's shareholders.

The Nomination Committee has reviewed the independence of David Keens, Susan Hooper, 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.

Simon Davidson is not deemed to be independent due to his relationship with the Company's major shareholder, Exponent Private Equity Partners.

## **Explanatory notes** continued

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 at Appendix 1 of this document to enable shareholders to take an informed decision on their election.

All Directors are recommended by the Board for election.

As at 4 August 2021, Exponent Private Equity LLP ("Exponent"), held 24.47% of the total voting rights of the Company. Consequently, under the UK Listing Rules, Exponent is not classed as a "controlling shareholder" of the Company (i.e a shareholder that controls more than 30% of the votes at a General Meeting of the Company). The Company's independent Non-Executive Directors seeking election at the AGM are not therefore subject to rule 9.2.2E of the UK Listing Rules requiring that such election must be approved by a majority vote of both the independent shareholders (i.e. shareholders of the Company, other than Exponent, who are entitled to vote on the election of Directors), and the shareholders as a whole.

### **Resolution 11: Auditors of the Company**

*Resolution 11 seeks the approval of the 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. Resolution 11 proposes, on the recommendation of the Audit Committee, the 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 12 – Remuneration of the Auditors**

*Resolution 12 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.

### **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 AGM of the Company.*

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 approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 4 August 2021, being the latest practicable date prior to publication of the Notice of meeting, is equivalent to a nominal value of £11,403,721.

The authority in paragraph 13(b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £11,403,721, which is equivalent to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 4 August 2021.

As at 4 August 2021, 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 considered in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

The Directors have no present intention to undertake a rights issue or 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 AGM or 28 December 2022.

## **Explanatory notes** continued

### **Resolutions 14 and 15 – Disapplication of pre-emption rights**

*Resolutions 14 and 15 deal with the granting of power to Directors to allot securities whilst dis-applying pre-emption rights (the rights for shareholders to have first refusal on the issue of new shares by a company) and seeks the additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments.*

Resolution 14 grants the Directors' power to allot equity securities and sell treasury shares in exchange for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company. Resolution 14 allows the Directors to issue equity securities and to sell treasury shares for cash on a non-pre-emptive basis: (i) to ordinary shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities, or as the Directors consider necessary, and to deal with, among other things, treasury shares, fractional entitlements and legal and practical problems in any territory, for example, in the case of a rights issue or other similar share issue; and (ii) otherwise, up to an aggregate nominal amount of £1,710,558 (representing 17,105,581 ordinary shares). This number represents approximately 5% of the issued share capital as at 4 August 2021, the latest practicable date prior to publication of the Notice.

On 12 March 2015, the Pre-Emption Group, an association of companies and investors that produces best practice guidance on disapplying pre-emption rights in the UK market, issued a revised Statement of Principles. This stated that, in addition to the previous standard annual disapplication of pre-emption rights up to a maximum equal to 5% of issued ordinary share capital, the Pre-Emption Group is now supportive of extending the general disapplication authority for certain purposes.

On 5 May 2016, The Pre-Emption Group recommended a template resolution for disapplying pre-emption rights in respect of the additional 5% which may be used when the Board considers the use to be for an acquisition or specified capital investment in accordance with the 2015 Statement of Principles.

Resolution 15 seeks this separate authority. Where the authority granted under resolution 15 is used, the Company will disclose this in the announcement regarding the issue, the circumstances that have led to its use and the consultation process undertaken. In accordance with the section of the Statement of Principles regarding cumulative usage of authorities within a rolling three-year period, the Directors also confirm their intention that (except in relation to an issue pursuant to resolution 14 in respect of the additional 5% referred to above) no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period other than (i) with prior consultation with shareholders; or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Directors have no present intention of exercising these powers but believe that this resolution will assist them to respond to market developments and to take advantage of business opportunities as they arise.

### **Resolution 16 – Authority to purchase own shares**

*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 34,211,162 ordinary shares, until the next AGM or 28 December 2022, whichever is the earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at 4 August 2021, being the latest practicable date prior to the publication of the Notice. 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 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).

## **Explanatory notes** continued

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority. 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 4 August 2021, being the latest practicable date prior to publication of this notice, there were no outstanding warrants or options to subscribe for ordinary shares in the Company. As at 4 August 2021, the Company does not hold any ordinary shares in treasury within the meaning of the Act.

### **Resolution 17 – Notice of general meetings**

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

Under the Act, the notice period required for all general meetings of the Company is 21 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. 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 Company's next AGM, when it is intended that a similar resolution will be proposed.

### **Resolution 18 – Political donations**

*Resolution 18 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 Directors until the next AGM or 28 December 2022, 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 for the Company and for subsidiary companies.

# 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 24 September 2021; 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 poll and not by a show of hands. The Board also 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.

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 in the notes to the proxy form.

## 3. Voting by proxy

You may vote on the resolutions online at [www.signalshares.com](http://www.signalshares.com).

Alternatively, you can print and post a copy of the proxy form. This can be downloaded from [www.signalshares.com](http://www.signalshares.com). Complete the proxy form in the usual way in accordance with the instructions thereon and please ensure you also add your full name, post code and shareholder reference number if known. Once completed and signed, please return your proxy form to PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

To be valid your proxy instruction must be received by Link Registrars at least 48 hours before the appointed time of the meeting, no later than 10.00am on 24 September 2021. Voting online is quicker, more environmentally sustainable, and more secure than paper voting.

## 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](http://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 Registrars at least 48 hours before the appointed time of the meeting, no later than 10.00am on 24 September 2021. 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](http://www.signalshares.com).

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](http://www.proxymity.io). Your proxy must be lodged by 10:00am on 24 September 2021 in order to be considered valid. 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.

## 5. Nominated persons

Any person to whom the Notice 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.

## **Notes to the Notice of AGM continued**

### **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](http://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 & Ireland 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 10:00am on 24 September 2021, 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.

### **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 21 September 2021, (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**

Any shareholder attending the AGM has the right to ask questions. If you have any questions for the Board or Moonpig please contact [investors@moonpig.com](mailto:investors@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.

## **Notes to the Notice of AGM** continued

### **10. Availability of the Notice and other information**

The Notice 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 9.45am 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 Directors' Remuneration Policy.

### **12. Issued share capital and total voting rights**

As at 4 August 2021 (being the latest practicable date prior to the publication of this document), the Company's issued ordinary share capital consisted of 342,111,621 Shares, carrying one vote each. The Company does not hold any Shares in treasury. Therefore, the total voting rights in the Company as at 4 August 2021 were 342,111,621.

### **13. Dates and times**

All dates and times stated in the Notice 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 notice of the AGM) 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 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.

### **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](mailto:company-secretary@moonpig.com).

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

### **AGM LOCATION**

#### **The Goldsmiths' Centre**

42 Britton Street  
London EC1M 5AD

Website: <https://www.goldsmiths-centre.org/about-us/plan-your-visit/>

Located a three-minute walk from Farringdon station on the corner of Britton Street, Albion Place and Benjamin Street.

## Appendix 1: Directors' biographies

### **Kate Swann**

#### **Chair**

Kate joined the Group as Chair in August 2019 and was appointed to the Board of Moonpig Group plc in January 2021.

#### **Background and experience**

Kate has more than 30 years of experience leading businesses, having held many senior positions throughout her career. She has extensive listed company experience, having served as the Chief Executive Officer and Executive Director of SSP Group plc from 2013 to 2019 and as the Chief Executive Officer of WH Smith PLC from 2003 to 2013. Prior to this, Kate held roles as Managing Director of Homebase, and Managing Director of Argos.

In 2012, Kate was awarded the National Business Awards' Daily Telegraph Special Award for a decade of excellence in business, and in 2019, she was awarded the Business Leader of the Year award at the Evening Standard Business Awards.

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**

Chair of Secret Escapes, an online members-only luxury travel club, Chair of IVC Evidensia, a large veterinary care provider, Chair of Parques Reunidos, an international leisure park operator, Chair of Beijer Ref AB, leading wholesaler of cooling technology and air conditioning and Chancellor of the University of Bradford.

#### **Committee membership**

Nomination Committee (Chair), Remuneration Committee

### **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 of Moonpig Group plc 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 e-commerce for 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 LLP 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**

None

#### **Committee membership**

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 of Moonpig Group plc 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 operating in the daily voucher deals sector, from 2015 to 2018, and as Chief Financial Officer of The LateRooms Group, an online travel agency business, where he worked from 2012 until 2015. Prior to that, he worked at Shop Direct Group (now The Very Group), which is one of the UK's largest online retail and financial services businesses. 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 and ACA with KPMG in 1999.

#### **Current external appointments**

None

#### **Committee membership**

None

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

David joined the Board of Moonpig Group plc as the Senior Independent Non-Executive Director in January 2021 and is the Chair of the Audit Committee.

#### **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 plc from 2015 until July 2021. He was formerly Group Finance Director of NEXT plc from 1991 to 2015 and their 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**

Senior Independent Director and Chair of the Audit Committee of Auto Trader Group plc.

#### **Committee membership**

Audit Committee (Chair), Nomination Committee, Remuneration Committee

## **Appendix 1: Directors' biographies continued**

### **Susan Hooper Independent Non-Executive Director**

Susan joined the Board as an Independent Non-Executive Director in January 2021.

#### **Background and experience**

Susan has a track record of leading consumer-facing businesses combined with broad non-executive experience. She was a Non-Executive Director of both Wizz Air plc and the Department for Exiting the European Union until 2020. She was managing director of British Gas Residential Services during 2014 and chief executive of Acromas Group's travel division (including the brands Saga and the AA) from 2009 until 2013. Prior to this, Susan 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 Johns Hopkins University and the John Hopkins University's School of Advanced International Studies (SAIS).

#### **Current external appointments**

Non-Executive Director of Uber Britannia Limited, Non-Executive Director of The Rank Group plc, Non-Executive Director and Chair of the Remuneration Committee of Affinity Water Limited, Chair of Caresourcer Limited, and a director of Chapter Zero Limited.

#### **Committee membership**

Audit Committee, Nomination Committee, Remuneration Committee (Chair)

### **Niall Wass Independent Non-Executive Director**

Niall joined the Board of Moonpig Group plc as an Independent Non-Executive Director in January 2021.

#### **Background and experience**

Niall has deep experience in the online consumer business space. He is a Partner at Atomico, an early and growth stage venture capital fund, where he helps portfolio companies in the consumer space with their growth strategy and scaling. Niall has also spent over 15 years as CEO and COO in early-stage tech-enabled consumer businesses. His most recent operational role was as part of the Executive Team at Uber, leading the international business into 50 countries.

Niall holds degrees in Economics from Oxford University and Birmingham University and an MBA from INSEAD.

#### **Current external appointments**

Chair and Independent Non-Executive Director of Glovo and Chair and Independent Non-Executive Director of Trouva. Non-Executive Director (in his capacity as a Partner at Atomico) at each of Koru Kids, Habito, OnTruck, Ree Technology and Jobandtalent.

#### **Committee membership**

Audit Committee, Nomination Committee, Remuneration Committee

## **Appendix 1: Directors' biographies** continued

### **Simon Davidson** **Non-Executive Director**

Simon has been a director of the Group since 2016 and was appointed as a Non-Executive Director of Moonpig Group plc in January 2021. He serves as a Nominee Director, appointed under the terms of the Company's Relationship Agreement with Exponent Private Equity LLP.

#### **Background and experience**

Simon Davidson is a Senior Partner at Exponent Private Equity, where he invests in the consumer sector. In addition to leading Exponent's investment into Moonpig in 2016, his other realised investments at Exponent include the Ambassador Theatre Group and Quorn Foods. Prior to joining Exponent in 2008, Simon worked at Apax Partners and OC&C Strategy Consultants.

Simon holds an MBA from the Wharton School and a bachelor's degree in Politics, Philosophy and Economics from Oriel College, Oxford.

#### **Current external appointments**

Senior Partner, Exponent Private Equity. Non-Executive Director (in his capacity as a Partner of Exponent) in Photobox, Wowcher, Evergreen Garden Care, Vibrant Foods, Warp Snacks and Gu. Director of the Unicorn Children's Centre.

#### **Committee membership**

None





