

**Notice of Annual General Meeting**  
of  
**Hansard Global plc**  
(the “Company”)

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000, if you are within the United Kingdom, or a person licensed to carry on investment business in accordance with the Financial Services Act 2008, if you are within the Isle of Man and, in either case, who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares, please send this document, together with the other accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## **Hansard Global plc**

(incorporated in the Isle of Man with company number 113389C)

**Directors:**

Mr O A Byrne  
Mrs E N Harwerth, OBE  
Mr P B Kay  
Mr T Morfett  
Mr D J G Peach  
Mr M A L Polonsky  
Mr J Ribeiro

**Registered Office:**

55 Athol Street  
Box 192  
Douglas  
IM99 1QL

4 October 2024

Dear Shareholder,

### **Annual General Meeting – 13 November 2024 at 11.00 am**

The Directors of Hansard Global plc (the “**Company**”) wish to take the opportunity at the forthcoming annual general meeting (the “**Annual General Meeting**”), notice of which appears in the document accompanying this letter, to propose the items of business summarised below. I set out below reasons why these proposals will be put to Shareholders.

If you would like to vote on the resolutions, but you are unable to attend the Annual General Meeting, please vote by proxy as per the instructions in this notice, by no later than 11.00am on 11 November 2024.

#### **1. Election or re-election of Directors**

In accordance with the Articles of Association the Directors will each retire and seek election or re-election at the Annual General Meeting. Each of the Directors has undergone a performance evaluation and has demonstrated that they remain committed to the role, have the necessary skills and experience, and continue to be an effective and valuable member of the Board. Details of the Board’s assessment on the independence of each Director can be found on page 41 of the Annual Report.

Mrs Noel Harwerth, OBE was appointed as Director on 23 September 2024 and is now seeking election. Mrs Harwerth currently serves on the boards of OSB Group plc (as Senior Independent Director) and CAB Payments Holdings plc. Prior roles include Chair of the UK Export Finance Agency (until February 2024) and member of the Boards of the UK Department of Business and Trade, Scotia Bank Europe, Standard Life, London Metals Exchange, and Bank of England RTGS/CHAPS Board. Mrs Harwerth served as Chairman of Sumitomo Mitsui Bank (Europe, Middle East and Africa) from 2004 to June 2015.

From 1998 to 2004 Mrs Harwerth was Chief Operating Officer of Citibank International PLC in London. Mrs Harwerth was educated at the University of Texas in Austin and holds a Juris Doctor Degree from the University of Texas Law School. She has both US and British citizenship.

Mr Ollie Byrne was appointed as Director on 2 October 2024 and is now seeking election. Mr Byrne is a qualified actuary with over 30 years' experience in the life assurance industry, working for Guardian Life in Ireland prior to moving to Hansard in 1997. At Hansard he has held various roles and has been Commercial Director since 2017. He has a BA Honours Degree in Mathematics from Trinity College Dublin and a MSc in Numerical Analysis from Trinity College Dublin. Mr Byrne has been appointed in accordance with his forthcoming role of Chief Financial Officer, following Mr Morfett's move to the role of Chief Executive Officer.

The Service Agreement in place with Mr Byrne sets out the contractual employment arrangements, the key terms being Company contribution into personal pension arrangements; private healthcare for himself and his spouse; permanent health insurance; life assurance; full-pay sick leave for a maximum of eight weeks of absence, whether or not consecutive, in any 12-month period due to illness or injury and 30 days annual leave in addition to public holidays. Other than the right to receive a payment in lieu of notice upon termination, his service agreement dated 1st October 2024, does not provide for any benefits upon termination of employment. The notice period (by either party) is twelve months. He is a member of the deferred bonus scheme, which is based on corporate and individual performance.

None of the independent Directors seeking election or re-election have any existing or previous relationship with the Company, or its Board, nor any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R(2).

Under the Listing Rules, independent Directors are required to be elected or re-elected by a majority of votes cast by independent shareholders as well as by a majority of votes cast by all shareholders. Therefore, the votes cast by independent shareholders and all shareholders will be calculated separately and the relevant resolution will only be passed if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour. In the event that this formulation results in a resolution not being passed, another vote will be organised after 90 days. The resolutions impacted by the dual voting structure at the meeting are Resolutions 7, 8 and 9.

## **2. Dividend**

The Board proposes a final dividend of 2.65 pence per share making the total dividend for the year 4.45 pence per share, including the payment of an interim dividend of 1.80 pence per share in April 2024. The total dividend for the year is in line with the prior year.

## **3. Auditor**

The Board had selected KPMG Audit LLC ("KPMG") to act as auditor to the Company. Accordingly, resolutions to continue the appointment of KPMG as auditor to the Company, and to authorise the Directors to determine its remuneration, are being proposed.

## **Availability of Documents**

Copies of the Company's Articles of Association and copies of the Letters of Appointment for the non-executive Directors will be available for inspection at the Company's registered office and at the offices of Panmure Liberum Ltd, Ropemaker Place, Level 12, 25 Ropemaker Street, London, EC2Y 9LY during usual business hours on weekdays (public holidays excluded) until the conclusion of the Company's Annual General Meeting to be held on 13 November 2024. Alternatively, a copy may be obtained by contacting the Company Secretary at the above address or by telephoning (00 44) 1624 688000.

## **Relationship Agreement**

As required by the Listing Rules the Company confirms that it has in place an agreement with Dr Polonsky CBE, as a controlling shareholder. Further details can be found on page 68 of the Annual Report. The agreement is available for inspection in the same way as the Company's Articles of Association and Letters of Appointment.

**Proxy voting**

You will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or available from the Company's Registrar, Link Group (contact details below).

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 11am on Monday 11 November 2024.

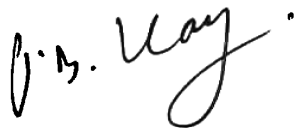
You may request a hard copy form of proxy directly from the Company's Registrar, Link Group (Isle of Man), via email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. They are open between 09:00 and 17:30, Monday to Friday excluding public holidays in England and Wales.

Alternatively, you may wish to appoint a proxy using CREST, Proxymity or LinkVote+, as detailed in the Notice of Annual General Meeting.

**Recommendation**

Your vote matters to us and we would strongly encourage you to vote in advance of the AGM. The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. The Directors will be voting in favour of the said resolutions, and they unanimously recommend that you do so as well.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'P. Kay', with a stylized flourish at the end.

**Philip Kay**  
Chairman

# Notice of Annual General Meeting

of

## Hansard Global plc

(the "Company")

Notice is hereby given that the Annual General Meeting of the Company will be held on Wednesday 13 November 2024 in the Board Room, No.55 Athol Street, Douglas, Isle of Man, IM99 1QL at 11am for the transaction of the following business:

### Ordinary Business

- |                           |   |
|---------------------------|---|
| Ordinary Resolution No 1  | THAT the Company's financial statements for the year ended 30 June 2024, together with the Directors' report and auditor's report on those financial statements, be and are hereby received and adopted.  |
| Ordinary Resolution No 2  | THAT the Remuneration Report of the Board of Directors for the year ended 30 June 2024 be and is hereby approved.   |
| Ordinary Resolution No 3  | THAT a final dividend for the year ended 30 June 2024 of 2.65 pence per ordinary share in the capital of the Company be and is hereby declared payable on 14 November 2024 to Shareholders on the Company's Register of Members at the close of business on 4 October 2024. |
| Ordinary Resolution No 4  | THAT Mr P B Kay be and is hereby re-elected as a Director of the Company.   |
| Ordinary Resolution No 5  | THAT Mr T Morfett be and is hereby re-elected as a Director of the Company.   |
| Ordinary Resolution No 6  | THAT Mr O A Byrne be and is hereby elected as a Director of the Company.  |
| Ordinary Resolution No 7  | THAT Mr D J G Peach be and is hereby re-elected as a Director of the Company.   |
| Ordinary Resolution No 8  | THAT Mr J Ribeiro be and is hereby re-elected as a Director of the Company  |
| Ordinary Resolution No 9  | THAT Mrs E N Harwerth, OBE be and is hereby elected as a Director of the Company.   |
| Ordinary Resolution No 10 | THAT Mr M A L Polonsky be and is hereby re-elected as a Director of the Company   |
| Ordinary Resolution No 11 | THAT KPMG be and is hereby appointed as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.  |
| Ordinary Resolution No 12 | THAT the Directors be and are hereby authorised to determine the auditor's remuneration.  |

*By order of the Board*



**H Stewart**

Company Secretary

Dated: 4 October 2024



**Notes:**

1. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in their stead. A proxy need not be a member of the Company.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 20 minutes prior to the commencement of the AGM at 11am (UK time) on 13 November 2024 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Company's Register of Members in respect of the relevant joint holding.

The total number of issued ordinary shares in the Company on 30 August 2024, which is the latest practicable date before the publication of this document, is 137,557,079. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.

Entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company's Register of Members at close of business on 11 November 2024 or, if the AGM is adjourned, at close of business two days prior to the adjourned AGM (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.

5. You can vote either:
  - i) by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions.
  - ii) using LinkVote+, 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 (cont.):

iii) You may request a hard copy form of proxy directly from the registrars, Link Group (Isle of Man) by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales

iv) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group (Isle of Man), PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11am on 11 November 2024.

v) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11am on 11 November 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 them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11am on 11 November 2024. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system 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.

**Notes** *(cont.)*:

7. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
8. Copies of the current Articles of Association of the Company will be available for inspection at the registered office of the Company and at the offices of Panmure Liberum Ltd, Ropemaker Place, Level 12, 25 Ropemaker Street, London, EC2Y 9LY during usual business hours on weekdays (public holidays excluded) from the date of this Notice until the date of the Annual General Meeting and will also be available for inspection 15 minutes prior to, and during, the Annual General Meeting. Alternatively, a copy may be obtained by contacting the Company Secretary at No.55 Athol Street, Box 192, Douglas, Isle of Man, IM99 1QL; by telephoning (00 44) 1624 688000.

**Hansard Global plc**

55 Athol Street, Box 192, Douglas, Isle of Man IM99 1QL, British Isles

Telephone: +44 1624 688000 Website: [hansard.com](http://hansard.com)

Registered Office: as above. Registered Number: 113389C