
NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares.

Senior plc

(incorporated and registered in England
and Wales under number 00282772)

Registered Office:
59/61 High Street
Rickmansworth
Hertfordshire WD3 1RH
United Kingdom

CHAIRMAN'S INTRODUCTION

1 March 2017

Dear Shareholder

ANNUAL GENERAL MEETING – FRIDAY 21 APRIL 2017

I am pleased to be writing to you with details of the Annual General Meeting ("AGM") of Senior plc (the "Company") to be held on Friday 21 April 2017. The formal Notice of Meeting appears on page 3 of this circular; together with an explanation of the main resolutions to be presented to the Meeting. A separate proxy form for use at the AGM is enclosed with this circular.

RESOLUTIONS

You will be invited to consider and vote on the Resolutions set out in the Notice of Meeting. Resolutions 15 to 17 (inclusive) will be proposed as special resolutions; all other resolutions will be proposed as ordinary resolutions.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the AGM.

INSPECTION OF DOCUMENTS

The following documents will be available for inspection at the Registered Office of the Company and the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the time of the AGM:

- copies of the executive Directors' service contracts;
- copies of letters of appointment of the non-executive Directors; and
- draft updated Directors' Remuneration Policy.

All the above documents will also be on display at the venue of the AGM: Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD, for at least 15 minutes prior to and during the AGM.

RECOMMENDATION

The Directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully

CHARLES BERRY
CHAIRMAN

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the Company will be held at Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30 am on Friday 21 April 2017 for the transaction of the following business:

ORDINARY BUSINESS

1 Annual Report & Accounts 2016

That the Reports of the Directors and the Auditor's Report, including supplementary Reports and Financial Statements, for the year ended 31 December 2016 be adopted.

2 Directors' Remuneration Report (Other than the Directors' Remuneration Policy) 2016

That the Directors' Remuneration Report contained within the Directors' Report, other than the part containing the Directors' Remuneration Policy, be approved.

3 Directors' Remuneration Policy

That the updated Directors' Remuneration Policy contained within the Directors' Remuneration Report be approved.

4 Declaration of a Final 2016 Dividend

That the final dividend of 4.62 pence per share, as recommended by the Directors, be approved.

Resolutions 5 to 11

In compliance with the UK Corporate Governance Code, all Directors are offering themselves for re-election.

5 Re-Election of Director – Charles Berry

That Charles Berry be elected as a Director of the Company.

6 Re-Election of Director – Celia Baxter

That Celia Baxter be re-elected as a Director of the Company.

7 Re-Election of Director – Susan Brennan

That Susan Brennan be re-elected as a Director of the Company.

8 Re-Election of Director – Derek Harding

That Derek Harding, if he is a Director at the opening of the 2017 AGM, be re-elected as a Director of the Company.

9 Re-Election of Director – Giles Kerr

That Giles Kerr be re-elected as a Director of the Company.

10 Re-Election of Director – David Squires

That David Squires be re-elected as a Director of the Company.

11 Re-Election of Director – Mark E. Vernon

That Mark E. Vernon be re-elected as a Director of the Company.

12 Appointment of Auditor

That KPMG LLP be appointed as Auditor of the Company until the conclusion of the next AGM.

13 Auditor's Remuneration

That the Directors be authorised to determine the remuneration of the Auditor.

SPECIAL BUSINESS

14 Authority to allot equity securities

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to a nominal amount of £13,980,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a nominal amount of £27,961,000 (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 Board otherwise considers necessary,

and so that the Board 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,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2018) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

15 Authority to disapply pre-emption rights

That if Resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash 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 14, 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,

NOTICE OF MEETING CONTINUED

and so that the Board 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 15, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £2,097,000;

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2018) 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.

16 Authority to purchase the Company's own shares

That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of that Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares to be purchased is £41,940,000;
- (b) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10p;
- (c) the maximum price which may be paid for each ordinary share is the highest of:
 - (i) an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 (or, if earlier, on 30 June 2018) but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such agreement as if the authority had not ended.

17 Notice period for General Meetings

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 5 to 7 of this document.

Yours faithfully

By order of the Board

ANDREW BODENHAM

GROUP COMPANY SECRETARY

EXPLANATORY NOTES ON THE RESOLUTIONS

THE NOTES ON THE FOLLOWING PAGES GIVE AN EXPLANATION OF THE PROPOSED RESOLUTIONS

Resolutions 1 to 14 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 17 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Only those Members registered on the Register of Members of the Company as at 6.30 pm on 19 April 2017 (or in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Any Member entitled to attend and vote at the AGM will be entitled to appoint a proxy to attend and vote in his/her place. Instructions on how to appoint a proxy can be found on pages 8 and 9. A proxy need not be a Member of the Company. Completion and return of a proxy form will not however preclude a Member from attending and voting at the AGM if otherwise eligible.

Resolution 1 Adoption of the Annual Report & Accounts including the Financial Statements 2016

Resolution 2 Approval of the Directors' Remuneration Report (other than the Directors' Remuneration Report) 2016

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together the "Directors' Remuneration Report"). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. The vote is an advisory one.

The Directors' Remuneration Report is set out on pages 53 to 68 of the Annual Report & Accounts 2016.

Resolution 3 Approval of the Directors' Remuneration Policy

The Company is required to seek shareholders' approval for changes to its policy on the Remuneration of Directors ("Directors Remuneration Policy"), set out in the Directors' Remuneration Report on pages 55 to 60. The vote is a binding one.

The Directors' Remuneration Policy was originally approved by shareholders on 25 April 2014. A small number of changes to the Directors' Remuneration Policy are being recommended, as follows:

- (i) Benefits (Non-executive Directors and Executive Directors)
"Any reasonable business related expenses (including tax thereon) can be reimbursed."
- (ii) 2014 Long-Term Incentive Plan
"The Committee has the discretion in certain circumstances to grant and/or settle an award in cash. In practice this will only be used in exceptional circumstances for Executive Directors."

The updated Directors' Remuneration Policy, if approved, will take effect on 21 April 2017 and will apply until it is replaced by a new or amended policy. Once the updated policy is effective, the Company will not be able to make remuneration payments to a Director, or loss of office payments to a current or past Director, unless the payment is consistent with the approved updated policy or has been otherwise approved by shareholders.

Resolution 4 Declaration of a final 2016 dividend as recommended by the Directors

If shareholders approve the recommended final dividend of 4.62 pence per share, this will be paid on 26 May 2017 to all ordinary shareholders who were on the Register of Members on 28 April 2017.

Resolutions 5 to 11

In compliance with the UK Corporate Governance Code, all Directors are offering themselves for election.

In 2016, each Director seeking election or re-election underwent an annual performance evaluation by other members of the Board. It was concluded that all Directors continue to contribute effectively to the running of the Company and have demonstrated commitment to the role. The Board recommends that it is in the interests of the Company that Charles Berry, Celia Baxter, Susan Brennan, Derek Harding, Giles Kerr, David Squires and Mark E. Vernon be re-elected, so that they may continue in their roles as Directors.

Resolution 5 Re-election of Director – Charles Berry

Non-executive Chairman. Joined the Board in March 2012. He is chairman of The Weir Group PLC. He is a former non-executive director and chairman of Eaga plc and Thus Group plc and a former non-executive director of Drax Group plc, Impax Environmental Markets PLC and Securities Trust of Scotland plc. He is also Chairman of the Nominations Committee.

Resolution 6 Re-election of Director – Celia Baxter

Joined the Board in September 2013. In September 2016, she stepped down from her role as Director of Group HR of Bunzl plc. She is a non-executive director of Bekaert. Her early career was with Ford Motor Company and KPMG. She has held executive HR positions with Hays plc, Enterprise Oil Plc and Tate & Lyle Plc. She is the Chair of the Remuneration Committee. The Board considers Celia Baxter to be independent.

Resolution 7 Re-election of Director – Susan Brennan

Joined the Board in January 2016. She is Chief Operations Officer at Bloom Energy Corporation, a leading developer of solid oxide fuel cell technology based in Sunnyvale, California. Susan has more than 25 years of manufacturing experience, including automotive vehicle, powertrain and components assembly. She served as VP of Manufacturing at Nissan North America, Inc. and as director of global manufacturing at Ford, where she led a global business office for Ford's assembly, powertrain and stamping plants. The Board considers Susan Brennan to be independent.

Resolution 8 Re-election of Director – Derek Harding

A Chartered Accountant, he joined the Board and was appointed Group Finance Director in September 2013. Derek Harding joined Senior from Wolseley plc, where he had held a number of group and operational positions and was latterly the Finance Director of Wolseley UK.

As at the date of this notice, Derek Harding has announced his resignation but remains in post pending the appointment of a successor, which may or may not have occurred by the time of the AGM. If a successor has been appointed, this resolution ensures that Derek will not be re-appointed as a Director.

EXPLANATORY NOTES ON THE RESOLUTIONS CONTINUED

Resolution 9 Re-election of Director – Giles Kerr

Joined the Board in September 2013. Giles Kerr is Director of Finance of Oxford University. He is a non-executive director of BTG Plc, PayPoint plc and Adaptimmune plc; he was appointed to the latter in November 2016. He previously served as a non-executive of Victrex plc. Giles formerly held a number of positions with Amersham PLC within finance and corporate development, culminating in his role as Group Finance Director. A Chartered Accountant, he was formerly a partner with Arthur Andersen & Co. He is the Chairman of the Audit Committee. The Board considers Giles Kerr to be independent.

Resolution 10 Re-election of Director – David Squires

Group Chief Executive. Joined the Board on 1 May 2015 and appointed Group Chief Executive on 1 June 2015.

A graduate in business management, a Fellow of the Chartered Institute of Purchasing and Supply and Fellow of the Royal Aeronautical Society, David has held senior posts in operations and procurement, business development, programme management and general management in GEC-Marconi's Electronic Warfare business, BAE Systems Inertial Systems business and Eaton Aerospace's Fuel Systems Division. Prior to joining Senior plc, David was Chief Operating Officer of Cobham plc.

Resolution 11 Re-election of Director – Mark E. Vernon

Joined the Board in April 2011. He is a director of LiqTech International, Inc. He is a former Group Chief Executive of Spirax-Sarco Engineering plc. Mark is the Company's Senior Independent Director.

Resolution 12 Appointment of KPMG LLP as Auditor of the Company

As set out in the Annual Report & Accounts 2015 the Group undertook a formal tender of its external audit during the first half of 2016. The process began in March 2016 with a selected number of audit firms receiving an invitation to tender. Deloitte LLP, the Group's external Auditor from 2000 to 2016, was not invited to tender due to the longevity of its appointment. The process involved access to a data room, detailed meetings with management, selected site visits and a final presentation to the Audit Committee by each shortlisted firm. Following conclusion of the tender process, the Board recommends that KPMG be appointed as the Group's external Auditor for the financial year commencing 1 January 2017.

Resolution 13 Authority to determine the Auditor's Remuneration
Following best practice, this resolution seeks authority for the Audit Committee to determine the Auditor's remuneration.

Resolution 14 Authority to allot equity securities

Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £13,980,000 (representing 139,800,000 ordinary shares of 10p each).

This amount represents approximately one-third of the issued ordinary share capital of the Company as at 24 February 2017, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers (the "ABI"), paragraph (b) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in

connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £27,961,000 (representing 279,610,000 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 24 February 2017, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2018 (the last date by which the Company must hold an Annual General Meeting in 2018) or the conclusion of the Annual General Meeting of the Company held in 2018.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to satisfy options under the Company's share option plans. If they do exercise the authorities, the Directors intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

As at the date of this Notice, no shares are held by the Company in treasury.

SPECIAL RESOLUTIONS

Resolutions 15 to 17 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour.

Resolution 15 Authority to disapply pre-emption rights

This resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to the authority adopted in 2016, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £27,961,000 (representing 279,610,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 24 February 2017, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 30 June 2018 (the last date by which the Company must hold an Annual General Meeting in 2018) or the conclusion of the Annual General Meeting of the Company held in 2018.

Resolution 16 Authority to purchase the Company's own shares

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation, or to be held in treasury, up to a maximum of 41,940,000 shares representing approximately 10% of the issued ordinary share capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share, is 10p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an

ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out. The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares.

The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares. Options to subscribe for 7,276,091 equity shares in the Company are outstanding on 24 February 2017, representing 1.73% of the issued share capital at the time. If the existing authority given at the 2016 Annual General Meeting and the authority now being sought by Resolution 16 were to be fully used, these would represent 2.17% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 30 June 2018 (the last date by which the Company must hold an Annual General Meeting in 2018) or the conclusion of the Annual General Meeting of the Company to be held in 2018.

Resolution 17 Notice period for general meetings

Members may give approval to shorten the notice period required for general meetings (other than Annual General Meetings) from 21 clear days to 14 clear days. At the Annual General Meeting of the Company held on 22 April 2016 shareholders approved the reduction of the notice period for general meetings (other than Annual General Meetings) to 14 clear days' notice.

In order to preserve this reduction, Resolution 17 seeks to renew this approval this year.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice in accordance with the Companies Act 2006, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

It is intended that the authority granted by Resolutions 14 to 17 will be renewed annually.

NOTES

1. Members are entitled to appoint a proxy to exercise all or any 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 share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary at the Company's Registered Office.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Registrars of the Company at the address below, no later than 11.30 am on 19 April 2017: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under 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, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. As at 24 February 2017 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 419,416,250 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 February 2017 are 419,416,250 .
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 (RA19) by 11.30 am on 19 April 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the 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.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland 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, 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.
10. 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.
11. Under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous Meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
14. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.seniorplc.com/investors.
15. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive the Notice of Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved 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 (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (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 11 March 2016, being the date 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.
16. Voting on all resolutions at this year's AGM will be conducted by way of a poll, rather than on a show of hands. The Board believes that a poll is more representative of shareholders' voting intentions because it gives as many shareholders as possible the opportunity to have their votes counted (whether their votes are tendered by proxy in advance of, or in person at, the AGM). The result of the poll will be announced via Regulatory News Service and made available at www.seniorplc.com/investors/shareholder-information/annual-general-meeting.aspx as soon as practicable after the AGM.
17. In the case of joint holders, where more than one of the joint holders tenders a vote or purports to appoint a proxy, only the vote or appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holdings (the first names being the most senior).

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

TELEPHONE

Shareholder helpline number – 0371 384 2136*

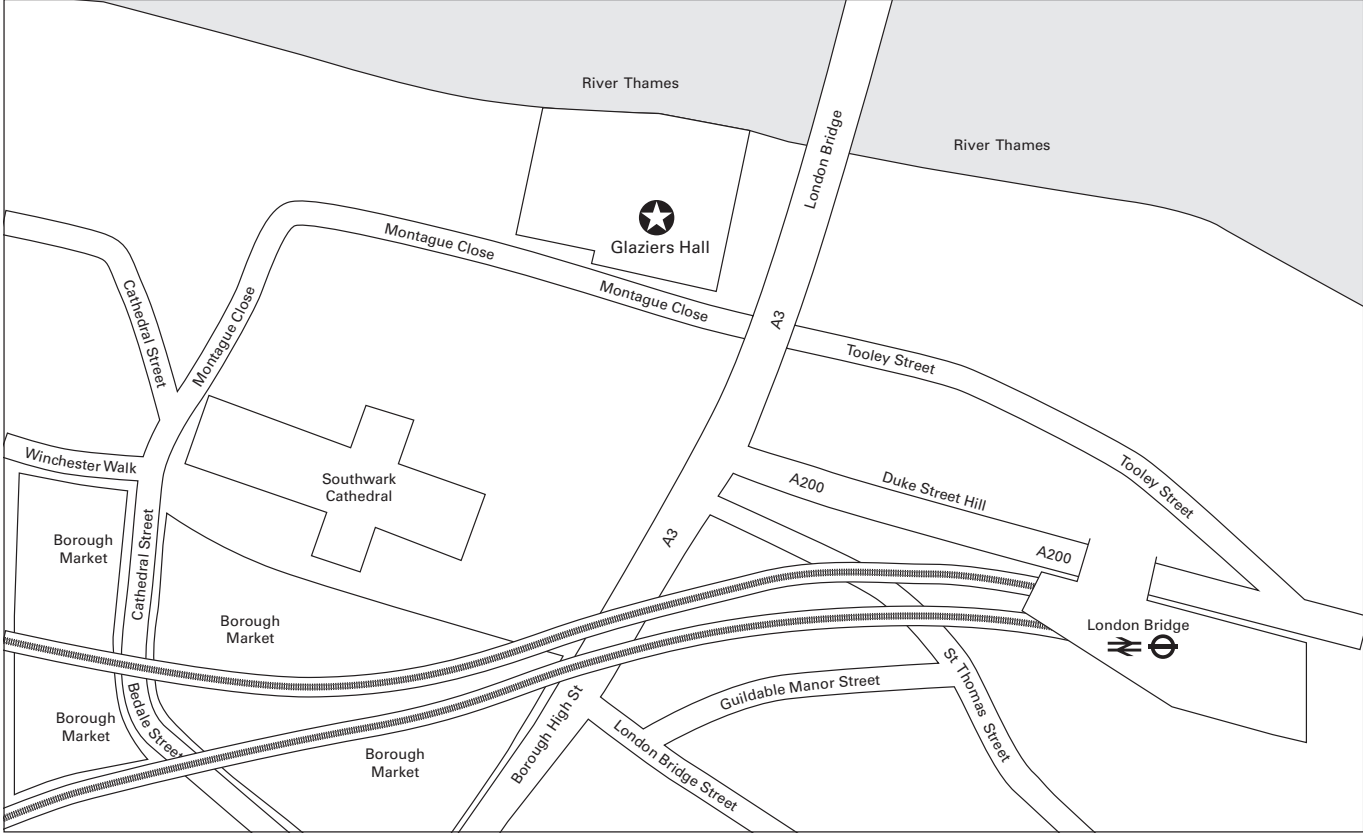
Overseas helpline number – +44 121 415 7047

* Lines are open from 8.30 am to 5.30 pm Monday to Friday (excluding public holidays).

POSTAL

Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA

AGM LOCATION



Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD





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