

Explanatory Notes

- 1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf.
- 2 You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - To appoint more than one proxy, you should photocopy the Form of Proxy. Please indicate, in the box below the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the Form of Proxy if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned to the Company's registrar, Equiniti, by 10:30 a.m. on Tuesday, 5 May 2020.
 - To appoint the Chairman as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank.
 - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the meeting' and insert the name and address of your proxy (who need not be a member of the Company).

Then complete the rest of the Form of Proxy, but leave all other proxy appointment details blank.
- 3 The Form of Proxy gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies, please cross out either or both of the words 'speak' or 'vote' as you feel appropriate where indicated by an asterisk.
- 4 If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 5 To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast) you must be entered on the Company's register of members at 6.30 p.m. on 5 May 2020 or, if the meeting is adjourned, you must be entered on the register at 6.30 p.m. two days prior to the date of any adjourned meeting.
- 6 Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Notice of AGM.
- 7 Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the meeting.
- 8 If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box the name of the proxy and the number of shares to be voted or withheld from voting by him or her.
- 9 The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
- 10 Any alterations to this Form of Proxy should be initialled.
- 11 If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.
- 12 A corporation must seal the Form of Proxy or have it signed by an officer or attorney in person, and voting at the meeting be carried out by an officer or attorney in person should you subsequently decide to do so.
- 13 In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior 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 shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 14 Alternatively you can scan, or take a photo of the signed and completed proxy and return it to proxyvotes@equiniti.com. If you return the form in a different envelope please use the following address: Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA.
- 15 Electronic Proxy Appointment ('EPA') is available for this meeting. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and shareholder reference number shown overleaf will be required to complete the procedure. The EPA will not be valid if received after 10.30 a.m. on Tuesday, 5 May 2020 and will not be accepted if found to contain a computer virus.
- 16 The CREST electronic proxy appointment service is available for this meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's registrar, Equiniti, CREST participant ID RA19 by no later than 10.30 a.m. on 5 May 2020.

Admission Card

Please detach and retain this section. Do not post with Proxy Form

2020 Annual General Meeting ('AGM') of Reach plc to be held on Thursday, 7 May 2020 at 10.30 a.m.

In light of the current UK Government measures on staying at home and away from others (social distancing) to reduce the transmission of COVID-19, and specifically the avoidance of gatherings and non-essential use of public transport, shareholders are not able to attend the meeting in person this year if the measures continue to be the same or are even more restrictive. Any adjustments or updates to the arrangements of the AGM will be announced on the Company's website at www.reachplc.com and via a regulatory news service.

If you wish to attend the meeting

It is not lawful for us to hold our AGM in the normal way and attendance in person is not possible. Any adjustments or updates to the arrangements of the AGM will be announced on the Company's website at www.reachplc.com and via a regulatory news service..

If you are unable to attend the meeting

Given the current restrictions, we strongly encourage Shareholders to vote in advance of the AGM, either online or by completing and returning their form of Proxy.

You may appoint a proxy: by post (please detach the Proxy Form, fill it in, sign it, and send it to Equiniti in the reply paid envelope provided); the proxyvotes@equiniti.com email address; electronically at www.sharevote.co.uk; or, CREST participants may lodge proxy appointments via CREST. Further information on appointing a proxy is provided overleaf in the Explanatory Notes. **Please note the deadline for receiving proxy appointments is 10:30 a.m. on Tuesday, 5 May 2020.**

Shareholders are invited to submit any questions via email to company.secretary@reachplc.com or in writing to AGM Questions, c/o Company Secretary, Reach plc, One Canada Square, Canary Wharf, London, E14 5AP by 10:30 a.m. on Tuesday, 5 May 2020. Answers of which will be posted on the Company's website following the end of the meeting.

Notice of Availability

2019 Annual Report and Accounts and Notice of 2020 Annual General Meeting.

Reach plc is monitoring closely any developments relating to the recent outbreak of Covid-19 including relevant measures mandated or recommended by the UK Government regarding public events and travel.

On 23 March 2020, the UK Government announced further mandatory measures in relation to social distancing to reduce the transmission of Covid-19. These mandatory measures include requiring people to stay at home, except for very limited purposes; and stopping all gatherings of more than two people in public.

As a result, it is not lawful for us to hold our AGM in the normal way and attendance in person is not possible. Any adjustments or updates to the arrangements of the AGM will be announced on the Company's website at www.reachplc.com and via a regulatory news service.

Important – please read carefully

The 2019 Report and Accounts and Notice of 2020 Annual General Meeting of Reach plc are now available on the Company's website:

www.reachplc.com

Please tear along dotted line

Proxy Form

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2020 Annual General Meeting of Reach plc to be held on Thursday, 7 May 2020 at 10.30 a.m.

0625-049-S

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Voting ID

Task ID

Shareholder reference number

I/WE HEREBY APPOINT the Chairman of the meeting OR the following person in respect of all my shares:

Number of shares the proxy is appointed over:

to be my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of Reach plc to be held at 10.30 a.m. on Thursday, 7 May 2020 and at any adjournment thereof. I appoint my/our proxy to attend, speak* and vote* in the manner indicated below (see Note 3 overleaf).

☐ Please indicate here with an 'X' if this proxy form is one of multiple instructions being given; please refer to Note 2 overleaf.

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 Receive the audited Report and Accounts for the 52 weeks ended 29 December 2019 together with the reports of the directors' and auditor's	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-elect Ms Helen Stevenson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To re-elect Ms Olivia Streatfeild as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Re-Appoint PricewaterhouseCoopers LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Declare a final dividend of 4.05 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Authorise the Audit & Risk Committee acting on behalf of the directors to determine remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Ms Anne Bulford as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To elect Mr Jim Mullen as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Disapplication of pre-emption rights†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mr Simon Fuller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Further disapplication of pre-emption rights†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mr Nick Prettejohn as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Authority for the Company to purchase own shares†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Mr Steve Hatch as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Authority under Part 14 of the Companies Act 2006 to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Dr David Kelly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Notice period for general meetings other than annual general meetings†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

† Special resolution

Please mark this box ☐ if signing on behalf of the shareholder as Power of Attorney, Receiver, or Third Party. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised. This card should not be used for any comments, change of address or other queries. Please send separate instruction.

Date

Signed

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