

Reach

Notice of Annual General Meeting 2024

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

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

Reach plc

(Incorporated and registered in England and Wales No. 82548)

Notice of the 2024 annual general meeting and a letter from your Chairman including an explanation of the business to be conducted at the meeting which is to be held on Thursday, 2 May 2024 at 11:00 a.m. at Numis' offices, 45 Gresham St, London, EC2V 7BF.

Whether or not you propose to attend the annual general meeting, please complete and submit the enclosed proxy form in accordance with the instructions printed on it. The proxy form must be received by no later than 11:00 a.m. on Tuesday, 30 April 2024. Completion and return of the proxy form will not prevent you from attending and voting at the annual general meeting in person.

Alternatively, you can register your proxy vote electronically no later than 11:00 a.m. on Tuesday, 30 April 2024 either at www.shareview.co.uk or CREST members can use the service provided by Euroclear. Further details are given in the notes to this document.

Chairman's letter

Reach plc
(Incorporated and registered
in England and Wales No. 82548)

Registered office
One Canada Square
Canary Wharf
London E14 5AP

Dear Shareholder

The 119th annual general meeting of Reach plc (the 'Company') will be held at 11:00 a.m. on Thursday, 2 May 2024 at Numis' offices, 45 Gresham St, London, EC2V 7BF (the 'Meeting'). The resolutions proposed are set out on pages 3 to 5 in this document, contained within the Notice of Meeting (the 'Notice').

The Meeting provides a valuable opportunity for you, the shareholders, to meet the Board of Directors (the 'Board') of Reach plc and ask questions and we look forward to your attendance and welcoming shareholders in person at the Meeting.

How to participate in the Meeting remotely

To support engagement with our shareholders we are providing a facility to allow shareholders to listen to the business of the Meeting, but not ask questions, via webcast by using this link <https://edge.media-server.com/mmc/p/wbk8s2gi>. Please note that shareholders who join remotely will not count in the quorum for the Meeting. Please check the Company's website www.reachplc.com in advance of the Meeting in case there are any further changes to the arrangements for the Meeting.

Procedures at the Meeting

Shareholders are permitted to appoint multiple proxies. A proxy form which may be used to make such appointment and give proxy instructions accompanies this document.

Details of how to appoint multiple proxies are set out in the explanatory notes on your proxy form.

We propose to put all resolutions at the Meeting to shareholders by way of a poll. The Board considers that a poll is more democratic since it allows the votes of all shareholders to be counted. I will call for the poll at the start of the formal business of the Meeting.

Action to be taken

A proxy form for use at the Meeting is enclosed with this document and shareholders are strongly encouraged to submit their proxy form in advance of the Meeting. Whether or not you propose to attend the Meeting in person, it is important that you complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and in any event no later than 11:00 a.m. on Tuesday, 30 April 2024.

If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti on +44 (0) 371 384 2235. Please note lines are open from 8:30 a.m. to 5:30 p.m. (UK time) Monday to Friday (excluding public holidays in England and Wales). You may prefer to submit your proxy electronically. If so, please access Shareview, which is operated by Equiniti, by logging in or creating an online portfolio at www.shareview.co.uk and following the on-screen instructions. You will need your Shareholder Reference Number shown on the proxy form.

The deadline for receipt of electronic proxies is no later than 11:00 a.m. on Tuesday, 30 April 2024. Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the Meeting by using the CREST electronic proxy appointment service may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual.

CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider(s). The completion and return of a proxy form will not preclude you from attending the Meeting and voting in person. Further details of submitting proxy documentation can be found in the explanatory notes on your proxy form.

The results of voting at the Meeting will be announced through a Regulatory Information Service and made available on the Company's website www.reachplc.com as soon as possible following the Meeting.

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 Equiniti. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 a.m. on Tuesday, 30 April 2024 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.

Shareholders are invited to submit any question 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 11:00 a.m. on Thursday, 18 April 2024. Answers of which will be posted on the Company's website www.reachplc.com as a written Q&A, grouped into themes relevant to the business of the Meeting as soon as practicable, and no later than Tuesday, 23 April 2024. We will however endeavour to answer questions received after Thursday, 18 April 2024 but before the proxy deadline at 11:00 a.m. on Tuesday, 30 April 2024 and they will be posted to the Company's website www.reachplc.com after the Meeting.

Dividends

As a responsible business, the Company is committed to reducing its carbon footprint across its business activities. In support of this, the Board agreed, and first announced with the final dividend paid in June 2022, that dividends would be chequeless effective from June 2023. If you want to continue to receive your dividends, you will need to provide your bank or building society account details to Equiniti to ensure that future dividend payments and any other money payable to you in connection with your shares can be made by direct payment. Please see note 20 for further information.

Recommendation

Your directors believe the resolutions which are to be proposed at the Meeting are in the best interests of the Company and its shareholders as a whole. Your directors unanimously recommend shareholders to vote in favour of the resolutions as each of your directors intends to do in respect of their own shareholdings.

If arrangements for the Meeting change before the date of the Meeting, we will notify shareholders of any change with an announcement on the Company's website at www.reachplc.com and via a Regulatory Information Service. Any updates to the position will be included on our website at www.reachplc.com.

Yours faithfully,

Nick Prettejohn
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 119th annual general meeting of Reach plc (the 'Company' or 'Group') will be held at Numis' offices, 45 Gresham St, London, EC2V 7BF on Thursday, 2 May 2024 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions (in the case of resolutions 1 to 17 and 21) and as special resolutions (in the case of resolutions 18 to 20 and 22).

Report and Accounts

1. To receive the audited Report and Accounts for the 53 weeks ended 31 December 2023, together with the reports of the directors' and auditor.

Remuneration Policy

2. To approve the Directors' Remuneration Policy in the form set out on pages 107 to 115 of the audited Report and Accounts for the 53 weeks ended 31 December 2023.

Remuneration Report

3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy set out on pages 107 to 115) set out on pages 104 to 126 of the audited Report and Accounts for the 53 weeks ended 31 December 2023.

Final dividend

4. To declare a final dividend of 4.46 pence per ordinary share.

Directors

5. To re-elect Mr Nick Prettejohn as a director.
6. To re-elect Mr Jim Mullen as a director.
7. To re-elect Mr Darren Fisher as a director.
8. To re-elect Ms Anne Bulford, CBE, as a director.
9. To re-elect Ms Priya Guha, MBE, as a director.
10. To re-elect Ms Denise Jagger as a director.
11. To re-elect Mr Barry Panayi as a director.
12. To re-elect Mr Wais Shaifta as a director.
13. To re-elect Ms Olivia Streatfeild as a director.

Auditor

14. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company from the conclusion of this Meeting until the conclusion of the next annual general meeting at which accounts are laid.
15. To authorise the Audit & Risk Committee acting on behalf of the directors to determine the remuneration of the auditor.

Amendment to the Reach Long Term Incentive Plan

16. THAT, the proposed amendment to the rules of the Reach Long Term Incentive Plan (the 'LTIP'), as described in the explanatory note to resolution 16, and a copy of which is produced in draft to this Meeting (marked up to show the proposed amendment), be approved and the directors be authorised to adopt the amendment into the rules of the LTIP and to do all such other acts and things as they may consider appropriate to implement the amendment.

Authority to allot shares

17. THAT, in substitution for all subsisting authorities to the extent unused, the directors be and are hereby generally and unconditionally authorised 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 and grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (i) up to an aggregate nominal amount of £10,599,156 (such amount to be reduced by the nominal amount of any equity securities, as defined in section 560 of the Act, allotted or granted under paragraph (ii) of this resolution 17 in excess of £10,599,156); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £21,198,312 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) of this resolution 17) in connection with a fully pre-emptive offer:
 - a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider 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 the requirements of any regulatory body or stock exchange or any other matter (including such problems arising by virtue of equity securities being represented by depositary receipts).

The authorities conferred under paragraphs (i) and (ii) above shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2025, whichever is the earlier, save that under each authority the Company may before such expiry make offers, or enter into agreements, which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Notice of Annual General Meeting continued

Authority to disapply pre-emption rights

18. THAT, subject to the passing of resolution 17 and in substitution for all subsisting authorities to the extent unused, the directors be and are hereby authorised, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 17 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, such authority shall be limited to:

(i) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of resolution 17 by way of a fully pre-emptive offer only):

- a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- b) to holders of other equity securities as required by the rights of those securities, or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider 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 the requirements of any regulatory body or stock exchange or any other matter (including such problems arising by virtue of equity securities being represented by depositary receipts);

(ii) in the case of the authority granted under paragraph (i) of resolution 17 and/or in the case of any sale or transfer of treasury shares for cash to the allotment (otherwise than under paragraph (i) of this resolution 18) of equity securities up to an aggregate nominal value of £1,589,873; and

(iii) in the case of the authority granted under paragraph (i) of resolution 17 and/or in the case of any sale or transfer of treasury shares for cash, to the allotment of equity securities or the sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) of this resolution 18) up to a nominal amount equal to 10% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) of this resolution 18, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and shall, unless renewed, varied or revoked by the Company in a general meeting, such authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2025 whichever is earlier, save that the Company shall be entitled to make offers, or enter into agreements, before the expiry of such authority which would or might require equity securities to be

allotted (and treasury shares to be sold) after such expiry and the directors shall be entitled to allot equity securities (and sell treasury shares) pursuant to such offers or agreements as if the authority had not expired.

Further disapplication of pre-emption rights for acquisitions etc.

19. THAT, subject to the passing of resolution 17 above and in substitution for all subsisting authorities to the extent unused, the directors be and are hereby authorised in addition to any authority granted under resolution 18, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by paragraph (i) of resolution 17 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be limited to:

- (i) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,589,873 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the directors determine 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; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) of this resolution 19) up to a nominal amount equal to 10% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) of this resolution 19, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2025, whichever is the earlier, save that, in each case, the Company may, before such expiry, make offers, or enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such offers or agreements as if the authority had not expired.

Authority to purchase own shares

20. THAT, the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Companies Act 2006 (the 'Act'), to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the directors of the Company may from time to time determine, and in substitution for all existing authorities conferred on the directors of the Company, provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 31,797,469;
- (ii) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 10 pence;
- (iii) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to the higher of:
 - a) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased; and
 - b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the purchase is carried out;
- (iv) the authority hereby conferred by this resolution 20 shall, unless renewed, varied or revoked by the Company in a general meeting expire at the end of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2025, whichever is the earlier; and
- (v) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

Political donations

21. THAT, in accordance with the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this resolution is effective, be and are hereby authorised to:

- (i) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total; and/or
- (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and/or
- (iii) incur political expenditure not exceeding £50,000 in total,

during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company, after the passing of this resolution or at the close of business on 30 June 2025, whichever is the earlier, provided that the aggregate amount of any such donations and expenditure within such period shall not exceed £75,000.

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.

Notice of general meetings

22. THAT, a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2025, whichever is the earlier.

By order of the Board

Laura Harris

Company Secretary

One Canada Square
Canary Wharf
London E14 5AP

22 March 2024

Notice of Annual General Meeting continued

An explanation of the proposed resolutions is set out below.

Resolution 1: Report and Accounts

The directors present to shareholders at the Meeting the audited Report and Accounts for the 53 weeks ended 31 December 2023, together with the reports of the directors' and the auditor ('2023 Annual Report and Accounts').

Resolution 2: Directors' Remuneration Policy

Under the Companies Act 2006 (the 'Act'), the Company is required to present a Directors' Remuneration Policy for approval by shareholders at least every three years. The current Directors' Remuneration Policy was approved by shareholders at the 2021 annual general meeting.

Shareholders will be asked to receive and approve the Directors' Remuneration Policy (the '2024 Policy') as set out on pages 107 to 115 of the 2023 Annual Report and Accounts.

The 2024 Policy sets out the Company's policy on remuneration and potential payments to directors, including payments for loss of office, and it is intended to take effect immediately following approval at the Meeting.

Unless requested earlier, approval of the Directors' Remuneration Policy will next be sought at the annual general meeting in 2027.

Resolution 3: Remuneration Report

Shareholders will be asked to approve the Directors' Remuneration Report which is set out on pages 104 to 126 of the 2023 Annual Report and Accounts, excluding the Directors' Remuneration Policy. The vote is advisory and will not affect the actual remuneration paid to any individual director.

Resolution 4: Final dividend

The Board proposes a final dividend of 4.46 pence per ordinary share for the 53 weeks ended 31 December 2023. If approved the final dividend will be paid on Friday, 31 May 2024 to those shareholders on the register at the close of business on Friday, 10 May 2024.

Resolutions 5 to 13: Re-election of directors

In accordance with the Company's Articles of Association and the best practice recommendation in the FRC's UK Corporate Governance Code (the 'Code'), all directors will seek annual re-election or election by shareholders. Accordingly, Nick Prettejohn, Jim Mullen, Darren Fisher, Anne Bulford, Priya Guha, Denise Jagger, Barry Panayi, Wais Shaifta and Olivia Streatfeild are standing for re-election. The Board considers that each director who is proposed for re-election has appropriate and relevant skills, experience, independence and knowledge of the Company to enable him or her to discharge the duties and responsibilities of a director effectively. The Board conducted a performance evaluation during the financial year ended 31 December 2023 and it was deemed that the performance of each of the directors continues to be effective and each demonstrates commitment to the role and has sufficient time to meet his/her commitments to the Company. In accordance with Listing Rule 9.8.8, the non-executive directors do not have service agreements, but are bound by letters of appointment issued for and on behalf of the Company. Non-executive directors are appointed for an initial three-year term, subject to re-election by shareholders at each annual general meeting. On expiry of the initial term and subject to the needs of the Board, non-executive directors are typically invited to serve a further three-year term. The Board may invite a non-executive director to serve additional periods at the discretion of the Nomination Committee. Any term beyond six years is subject to a particularly rigorous review by the Nomination Committee.

In line with recommendations in the Code, the Board has outlined in the biographies of the directors why each director provides a valuable contribution to the success of the Company as well as the Board, and why each director should be re-elected.

Nick Prettejohn

Chairman

N S R

Appointment date: March 2018
(appointed as Chairman in May 2018)

Skills, experience and contribution: Nick has significant chairmanship and listed company experience. Since his appointment in 2018, Nick has successfully led the Board through a period of transition, bringing on board a new CEO, two CFOs, a Senior Independent Director and Audit & Risk Committee Chair. Nick has deep financial services experience, in-depth regulatory knowledge, significant experience in strategic planning and implementation, and strong leadership qualities. The Board believes Nick's strong leadership and chairing skills means he continues to effectively lead the Board. Some of Nick's previous appointments include Chairman of the Financial Services Practitioner Panel, the Britten-Pears Foundation, Brit Insurance, the Royal Northern College of Music and Scottish Widows Limited; Non-Executive Director of Lloyds Banking Group plc, the Prudential Regulation Authority and Legal & General plc; Member of the BBC Trust; and CEO of Prudential UK and Europe, and Lloyd's of London.

Current external appointments: Chairman of TSB Banking Group plc and the charity Prisoners Abroad, Senior Independent Director of YouGov plc and a Trustee of the charity Opera Ventures.

Jim Mullen

Chief Executive Officer

N S

Appointment date: August 2019

Skills, experience and contribution: Jim has significant experience in advertising and communications, having spent more than 10 years in some of the industry's leading marketing and communications groups, as well as on significant digital transformation projects. Since his appointment in August 2019, Jim has developed and communicated a clear strategic vision for the future of the business, and the Board considers his continuing leadership critical to executing the strategy. Some of Jim's previous appointments include Group CEO of Ladbrokes Coral plc and Ladbrokes plc, Chief Operating Officer of William Hill Online, and Director of Digital Strategy and Product Management at News International.

Current external appointments: Senior Non-Executive Director of Racecourse Media Group.

Darren Fisher

Chief Financial Officer

S

Appointment date: February 2023

Skills, experience and contribution: Darren is a seasoned finance professional with more than 30 years' leadership experience in global multi-service sector, blue-chip companies in the UK, India and Australia. Darren has worked across the media, technology, business services and aviation sectors. His extensive experience means he offers the Board relevant insight into strategy development and implementation, business transformation and integrating acquisitions.

Darren was previously Group Director of Finance of ITV plc, responsible for the group finance functions and operations. He was also divisional CFO for the Media & Entertainment division, which contains the UK broadcast business as well as ITV's digital offerings (ITVX). He has previously served as Director of Finance for Micro Focus plc, Sage plc and Xchanging plc.

Current external appointments: None.

Key: N Member of the Nomination Committee

R Member of the Remuneration Committee

S Member of the Sustainability Committee

Denotes Committee Chair

A Member of the Audit & Risk Committee

Notice of Annual General Meeting continued

Anne Bulford, CBE

Independent Non-Executive Director

N S A R

Appointment date: June 2019

Skills, experience and contribution: Anne is a chartered accountant and an experienced media CFO and Audit Committee Chair. The Board considers her continuing leadership of the Audit & Risk Committee to be important to ensuring the Company continues to benefit from an independent and objective audit. Anne was awarded an OBE in 2012 for services to UK broadcasting and, in 2020, a CBE for services to broadcasting and charity. Some of Anne's previous appointments include Deputy Director General of the BBC and Chief Operating Officer of Channel 4. Her previous non-executive roles include Chair of the Audit Committee of the Executive Committee of the Army Board, and Audit Committee Chair of Ofcom and the Ministry of Justice. Anne qualified as a chartered accountant with KPMG and spent 12 years in practice.

Current external appointments: Non-Executive Member of KPMG's Public Interest Committee, Non-Executive Chair of Trustees of Great Ormond Street Children's Hospital Charity, and Governor of the Royal Ballet.

Priya Guha, MBE

Independent Non-Executive Director

N S A R

Appointment date: September 2022

Skills, experience and contribution: Priya brings a unique mix of senior diplomatic and governmental leadership to the Board, alongside extensive experience of the technology sector. She is a Venture Partner at Merian Ventures, with a focus on women-led innovation investments. She is also a Non-Executive Director of Herald Investment Trust, UK Research & Innovation and the Digital Catapult. Previously, Priya was a career diplomat, most recently as British Consul General to San Francisco, with postings before that in India and Spain. In 2021, Priya was awarded an MBE for services to international trade and women in innovation.

Current external appointments: Venture Partner at Merian Ventures, Non-Executive Director of Herald Investment Trust, UK Research & Innovation and the Digital Catapult, Adjunct Faculty at the Hult Ashridge Business School, Member of the Royal Academy of Engineering International Committee and Trustee of TechSheCan.

Denise Jagger

Senior Independent Director

N S A R

Appointment date: December 2022

Skills, experience and contribution: Denise is a qualified solicitor, having been a partner at Addleshaw Goddard and, until 2020, at Eversheds Sutherlands LLP. Denise brings extensive governance and plc experience to the Board, having held a number of non-executive positions during her career. Her previous appointments include Non-Executive Director at CLS Holdings plc, Bellway plc, Pool Reinsurance Company Limited, Redrow plc, and the British Olympic Association, and Chair and Pro Chancellor of the University of York. She was also a Director of Asda Stores, and Group General Counsel and Company Secretary of Asda Walmart. Through these roles, she has acquired a broad range of M&A, finance raising, competition, regulation compliance, HR, and remuneration and benefits experience.

Current external appointments: Non-Executive Director of Topps Tiles plc, Trustee of the National Trust and a Member of the Advisory Panel of the charity IntoUniversity.

Key:

N	Member of the Nomination Committee	R	Member of the Remuneration Committee
S	Member of the Sustainability Committee		Denotes Committee Chair
A	Member of the Audit & Risk Committee		

Barry Panayi

Independent Non-Executive Director

N S A R

Appointment date: October 2021

Skills, experience and contribution: Barry is an established and recognised leader in the digital and data space, having spent most of his career in senior positions at a range of sectors focusing on data, insight and analytics capability development. Barry has current executive experience, having worked as Chief Data and Insight Officer at the John Lewis Partnership since March 2021. Before this, he was Group Chief Data & Analytics Officer at Lloyds Banking Group. Barry has extensive experience in leading data-driven transformations and managing large teams, having also held senior roles at Bupa and Virgin Group. He started his career working in consultancy for EY, specialising in data and digital.

Current external appointments: Chief Data and Insight Officer at the John Lewis Partnership and Non-Executive Director of Ofgem.

Wais Shaifta

Independent Non-Executive Director

N S A R

Appointment date: September 2022

Skills, experience and contribution: Wais brings a varied ecommerce background and customer focus expertise to the Board, having previously held executive roles in a number of online businesses. He has extensive experience driving growth and transformation for several digitally enabled brands, with a track record of leveraging data to drive customer engagement. As the former CEO at Push Doctor, one of the leading digital healthcare companies in Europe, Wais worked in partnership with the NHS to connect thousands of patients each week with clinicians. Before joining Push Doctor, Wais was Director of Global Operations at Treatwell, and before that International Operations Director at Just Eat.

Current external appointments: Chief Executive Officer of PrivateDoc, Non-Executive Director and Chair of the Sustainability Committee and Remuneration Committee of The Gym Group plc, Non-Executive Director of Snappy Shoppers Ltd and Operating Partner of Samaipata.

Olivia Streatfeild

Independent Non-Executive Director and Colleague Ambassador

N S A R

Appointment date: January 2016

Skills, experience and contribution: Olivia has a strong commercial and consumer background, having previously held executive roles at TalkTalk, including as Commercial Director and Marketing & CRM Director. Olivia has a data-driven and analytical approach to problem solving, having worked in consulting for McKinsey & Company. This enables Olivia to support the Board in overseeing the data-driven and customer-centric strategy. Some of Olivia's previous appointments include Chief Executive Officer of INTO University Partnerships, Commercial Director of TalkTalk's consumer business, and Partner at Sir Charles Dunstone's investment vehicle Freston Ventures. Olivia was an Associate Principal at McKinsey & Company and a leader in the business's consumer retail practice.

Current external appointments: Chief Executive Officer of Flamingo Horticulture Investments.

Key:

N Member of the Nomination Committee

S Member of the Sustainability Committee

A Member of the Audit & Risk Committee

R Member of the Remuneration Committee

 Denotes Committee Chair

Notice of Annual General Meeting continued

Resolution 14: Re-appointment of PricewaterhouseCoopers LLP as auditor

The Company is required at each general meeting at which the accounts are presented to appoint auditors to hold office until the next such meeting.

PwC have indicated their willingness to continue in office. Resolution 14 proposes PwC's re-appointment as auditor.

Resolution 15: Remuneration of the auditor

Resolution 15 seeks authority for the Audit & Risk Committee to set the auditor's remuneration.

Resolution 16: Amendment to the Reach Long Term Incentive Plan

The Reach Long Term Incentive Plan (the 'LTIP') was approved by shareholders and adopted on 6 May 2021 and is the Company's long-term incentive arrangement for the Company's executive directors and other senior employees.

The purpose of the proposed amendment is to obtain some additional flexibility in how the dilution limit applies to the operation of the LTIP.

As currently drafted, in any ten-year period the Company may not issue (or have the possibility to issue) more than:

- (i) 10% of the issued ordinary share capital of the Company in respect of awards made in that period under all share plans adopted by the Company (including selective share plans like the LTIP and all-employee plans like Sharesave); and
- (ii) 5% of the issued ordinary share capital of the Company in respect of awards made in that period under any selective share plans adopted by the Company (including our LTIP and deferred share bonus plan).

For the purposes of the above limits, treasury shares count as new issue shares but shares subject to awards which have been released or lapsed do not count.

If approved, resolution 16 will remove the 5% dilution limit that applies to selective share plans only, as described in (ii) above.

The effect of the proposed amendment is to remove the 5% limit, while maintaining the overall 10% limit for all share plans described in (i) above. This will enable the Company to keep offering its LTIP to a relatively broad population of participants which we believe to be important and in our shareholders' best interests. Further details on the Company's rationale for this amendment is set out in the Directors' Remuneration Report on pages 104 and 105 of the 2023 Annual Report and Accounts.

No other changes are proposed to the LTIP.

A copy of the rules of the amended LTIP, marked up to show the proposed changes, will be on display at the place of the Meeting from at least 15 minutes before the Meeting until it ends, and on the National Storage Mechanism from the date of this Notice.

Resolution 17: Authority to allot shares

The authority conferred on the directors at last year's annual general meeting, which expires on the date of the 2024 annual general meeting, and which gave authority to the directors to allot ordinary shares up to a maximum nominal amount of £10,569,028 representing approximately one-third of the Company's issued ordinary share capital.

Paragraph (i) of resolution 17 seeks to renew this authority for a further period expiring at the close of the 2025 annual general meeting or on 30 June 2025, whichever is earlier. This authority will relate to a total of 105,991,563 ordinary shares, representing approximately one-third of the issued share capital of the Company as at 18 March 2024 being the latest practicable date prior to publication of this Notice.

In addition, in accordance with the guidance issued by the Investment Association ('IA'), on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of resolution 17, the directors will have authority (pursuant to paragraph (ii) of the resolution) to allot ordinary shares in connection with a fully pre-emptive offer in favour of shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal, regulatory or practical issues) up to an aggregate nominal value amount of £21,198,312, as reduced by the nominal amount of any shares issued under paragraph (i) of resolution 17. This amount (before any reduction) will relate to a total of 211,983,127 ordinary shares representing approximately two-thirds of the Company's current issued share capital as at 18 March 2024 being the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (i) and (ii) of resolution 17 will expire at the conclusion of the annual general meeting in 2025 or on 30 June 2025, whichever is sooner.

As a result, if resolution 17 is passed, the directors could allot shares representing up to two-thirds of the current issued share capital pursuant to a fully pre-emptive offer, and this is in accordance with the most recent institutional guidelines published by the IA.

The directors have no present intention to exercise either of the authorities sought under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources. Should the Board exercise the authorities, the directors intend to follow IA recommendations concerning their use. The directors will continue to seek to renew these authorities at each annual general meeting, in accordance with best practice.

As at 18 March 2024, being the latest practicable date before publication of this Notice, the Company held 4,110,579 equity securities in treasury and the references above to the Company's share capital do not include treasury shares.

Resolutions 18 and 19: Authority to disapply pre-emption rights

If the directors wish to allot new shares or other equity securities (or sell treasury shares) for cash pursuant to the authority under resolution 17, company law requires that these shares are first offered to shareholders in proportion to their existing holdings unless shareholders have given authority for the waiver of their statutory rights by way of special resolution. It may, in certain circumstances, be in the interests of the Company to allot shares (or grant rights over shares) or sell treasury shares for cash without first offering them to shareholders in proportion to their holdings. As a result, as at the 2023 annual general meeting, and in accordance with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights ('Statement of Principles 2022'), the directors are seeking authority to disapply pre-emption rights in two separate resolutions 18 and 19: the first, resolution 18, seeks authority for the directors, pursuant to the allotment

authority in resolution 17, to disapply pre-emption rights and: (i) issue shares (or sell treasury shares) for cash in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors consider necessary; (ii) issue shares or sell treasury shares for cash (otherwise pursuant to (i) above) up to an aggregate nominal amount of £1,589,873 representing approximately 5% of issued share capital; and (iii) issue shares or sell treasury shares for cash (otherwise than pursuant to (i) and (ii) above) up to an aggregate nominal value of £317,974 representing approximately 1% of issued ordinary share capital, to be used only for the purposes of a follow-on offer (see further below); and the second, resolution 19, seeks authority for the directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority in resolution 17, or sell treasury shares for cash, up to a further aggregate nominal amount of £1,589,873 representing approximately 5% of issued share capital but only for the purposes of a transaction which the Board determines to be an acquisition or a specified capital investment, as contemplated by the Statement of Principles 2022, with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount of £317,974 representing approximately 1% of issued share capital to be issued only for the purposes of a follow-on offer. The authorities under resolutions 18 and 19 will expire at the earlier of the conclusion of the annual general meeting in 2025 or on 30 June 2025.

The aggregate nominal amounts above represent approximately 5% and 1% respectively of the issued share capital (excluding treasury shares) of the Company as at 18 March 2024, being the latest practicable date prior to the publication of this Notice.

The authorities in resolutions 18 and 19 are in line with the Statement of Principles 2022, although the directors have decided to seek authority, at thresholds lower than permitted by the Statement of Principles 2022, to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 5% (rather than 10%) of the Company's issued share capital for use on an unrestricted basis; (ii) up to an additional 5% (rather than 10%) of issued share capital in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of allotment; and (iii) in the case of both (i) and (ii), up to an additional 1% of issued share capital for the purposes of a follow-on offer.

The Statement of Principles 2022 provides for a follow-on offer as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. The Statement of Principles 2022 sets out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares. The directors confirm that they will follow the shareholder protections in Part 2B and the expected features of a follow-on offer in paragraph 3 of Part 2B of the Statement of Principles 2022.

As at 18 March 2024, being the latest practicable date before publication of this Notice, the Company held 4,110,579 equity securities in treasury and references above to the Company's share capital do not include treasury shares.

The directors have no present intention of exercising the authorities granted by resolutions 18 and 19 but they consider their grants to be appropriate and in the best interests of the Company in order to preserve maximum flexibility in the future. The directors intend to renew these authorities annually.

The directors are aware that the Statement of Principles 2022 include an increase to the limits in the disapplication of pre-emption rights. The directors have decided they do not wish to increase the disapplication thresholds at the current time, but will keep emerging market practice under review.

Each of resolutions 18 and 19 will be proposed as special resolutions, which requires a 75% majority of votes cast in favour.

Resolution 20: Authority to purchase own shares

This resolution renews the existing authority, granted at the last annual general meeting, to authorise the Company to make market purchases of its own Ordinary Shares of up to a maximum of 31,797,469 shares. The authority will expire at the conclusion of the annual general meeting in 2025 or on 30 June 2025, whichever is sooner. The Board intends to seek renewal of this authority at subsequent annual general meetings in accordance with current best practice.

The resolution specifies the maximum number of Ordinary Shares which may be purchased (representing 10% of the Company's issued share capital as at 18 March 2024, being the latest practicable date before publication of this Notice) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements under the Act and the Financial Conduct Authority's Listing Rules.

The Board has no present intention of exercising this power and the granting of this authority should not be taken to imply that any shares will be purchased.

Shares purchased through the previous repurchase programme are held in treasury. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under resolution 17 above) and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash, transferred for the purposes of an employee share scheme or cancelled. All rights attaching to the shares, including voting rights and any right to receive dividends, are suspended whilst the shares are held in treasury. If the Board exercises the authority conferred by resolution 20, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and it is the Company's present intention to hold any shares it buys back in treasury. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

Notice of Annual General Meeting continued

The Company will also consider the return of capital to shareholders through a share repurchase programme if it has generated surplus cash and sees an opportunity to enhance earnings per share and therefore shareholder value. Any share repurchase programme will carefully consider the cash generation of the business and the Group's obligations to the Group's defined benefit pension schemes.

As at 18 March 2024, which is the latest practicable date prior to the publication of this Notice, the total number of options to subscribe for Ordinary Shares of 10 pence each in the Company was 9,575,146 representing 3.01% of the issued share capital of the Company at that date. If the proposed market purchase authority were to be used in full and all of the repurchased shares were cancelled (but the Company's issued share capital otherwise remained unaltered), the total number of options to subscribe for Ordinary Shares of 10 pence each in the Company at that date would represent 3.35% of the Company's issued share capital.

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour.

Resolution 21: Political donations

Neither the Company nor any of its subsidiaries has made or has any intention of making direct political donations or incurring political expenditure under the terms of this resolution.

The Act prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the shareholders. Aggregate donations made by the Group of £5,000 or less in any 12 month period will not be caught. However, the Act defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting may be included in these definitions.

The authority is being sought on a precautionary basis to ensure that neither the Company nor its subsidiaries inadvertently commits any breaches of the Act that could arise from the uncertainty generated by the wide definitions in the Act. A technical breach of the Act could occur through the undertaking of routine activities that form part of the normal business activities of the Company or its subsidiaries, which would not normally be considered to result in the making of political donations and political expenditure being incurred in the ordinary sense of the words.

In addition, the directors believe that it is in the commercial best interests of certain of our titles to, on occasion, be associated to a limited extent with a political party. In the past, the Daily Mirror has sponsored, on commercial terms, the Labour Party Gala Dinner and the Daily Record has sponsored the Scottish Labour Party Gala Dinner. Despite being on commercial terms, this sponsorship may well be determined as a political expenditure.

The directors confirm however, that there is no intention:

- (i) to make any direct donation to political parties; or
- (ii) to alter its policy.

As permitted under the Act, resolution 21 extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place. The resolution authorises the Company and its subsidiaries to:

- (i) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total; and/or
- (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and/or
- (iii) incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £75,000. In line with best practice, it is proposed that this resolution will be put to shareholders annually. Therefore, the authority will expire at the earlier of the conclusion of the annual general meeting in 2025 or on 30 June 2025.

As required by the Act, the resolution is in general terms and does not purport to authorise particular donations.

Resolution 22: Notice of general meetings

This resolution seeks shareholder approval to allow the Company to continue to call general meetings (other than annual general meetings) on 14 clear days' notice. The Act requires the notice period required for general meetings of the Company is 21 days unless shareholders approve a shorter notice period (subject to a minimum period of 14 clear days).

Annual general meetings will continue to be held on at least 21 clear days' notice.

If approved, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The Company intends to only use the shorter notice period where the flexibility would be helpful given the business of the meeting and where the Company considers it is to the advantage of shareholders as a whole.

In accordance with the Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice. Details of the Company's arrangements for electronic proxy appointments can be found in note 7 and 8 on pages 13 and 14 of this Notice.

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour.

Notes

Shareholders entitled to attend and vote

1. The arrangements for attendance and voting at this year's Meeting and for asking questions on the business of the Meeting are explained in the Chairman's letter. Any changes to the arrangements will be communicated to shareholders, as soon as possible, before the Meeting on the Company's website www.reachplc.com and where appropriate, via a Regulatory Information Service. As explained in the Chairman's letter, we are providing a facility to allow shareholders to listen to the business of, but not participate in or ask questions at, the Meeting via a webcast by using this link <https://edge.media-server.com/mmc/p/wbk8s2gi>. Please check the Company's website www.reachplc.com in advance of the Meeting in case there are any changes to the arrangements for the Meeting.
2. Holders of Ordinary Shares, or their duly appointed representatives are entitled to attend, vote and speak at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, vote and speak on his/her behalf.
3. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of section 360B of the Companies Act 2006 (the 'Act'), the Company specifies that only those shareholders registered in the register of members of the Company as at 6:30 p.m. on Tuesday, 30 April 2024 (the 'Specified Time') (or, if the Meeting is adjourned to a time more than 48 hours after the Specified Time, by 6:30 p.m. on the day which is two days prior to the time of the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. If the Meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast at the adjourned meeting). Changes to entries on the relevant register of securities after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Voting by proxy

4. A proxy form is enclosed with this document, and members who wish to use it should see that it is deposited, duly completed, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) with the Company's registrar, Equiniti, not less than 48 hours before the time fixed for the Meeting. Completion and posting of the proxy form will not preclude shareholders from attending and voting in person at the Meeting should they wish to do so. You may appoint a proxy: (i) by post (please detach the proxy form, fill it in, sign it, and send it to Equiniti in the reply paid envelope provided); or (ii) electronically at www.shareview.co.uk; or (iii) for CREST participants by lodging proxy appointments via CREST; or (iv) for institutional investors by lodging proxy appointments via Proxymity.
5. Members are entitled to appoint a proxy in respect of some or all of their shares. Members are also entitled to appoint more than one proxy. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or

shares held by the member. A space has been included on the proxy form to allow members to specify the number of shares in respect of which that proxy has been appointed. Members who return the proxy form duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares.

6. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti on +44 (0) 371 384 2235 (please note lines are open from 8:30 a.m. to 5:30 p.m. (UK time) Monday to Friday, excluding public holidays in England and Wales) or in writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
7. Shareholders who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website Shareview, by creating an online portfolio at www.shareview.co.uk and following the on-screen instructions. You will need your Shareholder Reference Number shown on the proxy form. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk. Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote, and follow the on-screen instructions.

A proxy appointment submitted by hard copy form or made electronically will not be valid if sent to any address other than those provided or if received after 11:00 a.m. on Tuesday, 30 April 2024. Please note that any electronic communication found to contain a computer virus will not be accepted.

Electronic proxy appointment through CREST

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof 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) voting 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 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 (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Notes continued

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 services providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages.

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 or 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 this connection, 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 (www.euroclear.com). 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 (as amended).

Nominated Persons

9. The right to appoint a proxy does not apply to persons who have been nominated by a shareholder to enjoy rights under the Act (a 'Nominated Person'). A copy of this Notice is therefore sent to a Nominated Person for information purposes only. A Nominated Person may have a right under an agreement with the shareholder by whom they were nominated to be appointed (or to have someone else appointed) as a proxy for the Meeting. Alternatively, if a Nominated Person does not have such a right, or does not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

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 Equiniti. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 a.m. on Tuesday, 30 April 2024 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.

Voting by corporate representatives

10. 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.

Questions at the Meeting

11. Any member attending the Meeting in person has a 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: (i) to do so would interfere unduly with the preparation for the Meeting or would involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Documents available for inspection

12. Copies of the executive directors' service contracts; letters of appointment of the non-executive directors and a copy of the current Articles of Association will be available for inspection at an agreed time at the Company's registered office, One Canada Square, Canary Wharf, London, E14 5AP. So that appropriate arrangements can be made for shareholders wanting to inspect documents, we request that you please email company.secretary@reachplc.com to book an appointment to view these documents during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded).

All such documents will also be available for inspection at Numis' offices, 45 Gresham St, London, EC2V 7BF from 10:45 a.m. on Thursday, 2 May 2024 until the conclusion of the Meeting.

Total voting rights

13. As at 18 March 2024 being the latest practicable date prior to publication of this Notice, the Company's issued share capital consists of 322,085,269 Ordinary Shares including treasury shares with a nominal value of 10 pence carrying one vote each. The Company holds 4,110,579 Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at 18 March 2024 are 317,974,690.
14. The contents of this Notice details the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting as at 18 March 2024, being the last practicable date prior to the printing of this Notice, and if applicable, any members' statements, members' resolutions or members' matters of business received after the date of this Notice will be available on the Company's website www.reachplc.com.

Automatic poll voting

15. Each of the resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. The results of the poll will be published on the Company's website and announced via a Regulatory Information Service once the votes have been counted and verified.

Publication of audit concerns

16. Under section 527 of the Act, members that meet 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 Meeting; 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 Act.
17. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Means of communication

18. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice, proxy form, or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's annual general meeting).

Privacy notice

19. The latest version of our shareholder privacy notice including how we safeguard your personal data is available on the Company's website <https://www.reachplc.com/investors/shareholder-information/shareholder-privacy-notice>.

Receiving your dividend payments

20. To continue to receive Reach plc dividends and any other money payable to you in connection with your Reach plc shares, if you have not already done so, you will need to provide your bank or building society account details so that payments can be made directly to your nominated account by direct credit.

Please send your bank mandate to Equiniti before Friday, 10 May 2024 in order for your dividend to be paid into your bank account.

If you do not provide this information, you will still receive a dividend statement, however you will not receive the money until your bank details are received, after which, payment will be credited to your account as soon as possible.

You can provide your bank details online or download a bank mandate form at www.shareview.co.uk, or you can contact Equiniti by telephone on +44 (0) 371 384 2235. Please note lines are open from 8:30 a.m. to 5:30 p.m. (UK time) Monday to Friday, excluding public holidays in England and Wales.

Reach plc

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T: 020 7293 3000

www.reachplc.com

Registered in England and Wales

Company number: 82548