

Notice of Annual General Meeting

This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this notice of meeting or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor, tax advisor, accountant or other independent professional advisor.

If you have recently sold or otherwise transferred all of your ordinary shares in PayPoint plc, please pass this notice of meeting, 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 as soon as possible.

In response to the UK Government's compulsory measures which prohibits, among other things, public gatherings of more than two people and non-essential travel, the Board has taken the decision to implement the following measures to safeguard the health of our shareholders and employees at PayPoint's Annual General Meeting ('AGM'):

- The 2020 AGM will only address the formal matters contained in the Notice of Meeting, and there will be no corporate presentation.
- In accordance with the Company's Articles of Association, two employee shareholders of the Company will participate in the meeting. No additional shareholders will be required to attend and will not therefore be allowed entry.

Notwithstanding these alterations to our usual AGM format, we remain committed to engaging with our shareholders so please do send any questions you may have for the Board, relating to the business of the meeting, to our Company Secretary at companysecretary@paypoint.com.

Meantime, we encourage you to submit your proxy votes to the Company's registrars, Link Asset Services, as early as possible. Further information on how you can submit your proxy votes can be found on page 128. The deadline for submitting proxy votes is 12.00 noon on Wednesday 22 July 2020.

Notice is hereby given that the 2020 Annual General Meeting of PayPoint plc (the 'Company') will be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL on Friday 24 July 2020 at 12.00 noon. You will be asked to consider and pass the resolutions below. Resolutions 1 to 12 and 17 will be proposed as ordinary resolutions, and Resolutions 13 to 16 will be proposed as special resolutions.

Routine business

1. Directors' Report and Accounts

To receive the accounts for the financial year ended 31 March 2020 together with the directors' report and the auditors' report on those accounts.

2. Directors' Remuneration Policy

To approve the Directors' Remuneration Policy, set out on pages 67 to 73 of the annual report 2020, to take effect from 24 July 2020.

3. Directors' Remuneration Report

To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 March 2020 as set out on pages 74 to 81 of the annual report 2020.

4. Declaration of final dividend

To declare a final dividend of 15.6 pence per ordinary share of the Company for the year ended 31 March 2020.

5. Election of Director – Ben Wishart

To elect Mr Ben Wishart as a Director who, having been appointed since the last AGM of the Company, offers himself for election in accordance with the Company's Articles of Association.

6. Re-election of Director – Gill Barr

To re-elect Ms Gill Barr as a Director.

7. Re-election of Director – Giles Kerr

To re-elect Mr Giles Kerr as a Director.

8. Re-election of Director – Rakesh Sharma

To re-elect Mr Rakesh Sharma as a Director.

9. Re-election of Director – Nick Wiles

To re-elect Mr Nick Wiles as a Director.

10. Appointment of Auditor

To appoint KPMG LLP as auditor of the Company until the conclusion of the next AGM of the Company at which the accounts are laid.

11. Auditor's remuneration

To authorise the Directors to determine the auditor's remuneration.

Special business

12. Directors' authority to allot shares

That the Board be generally and unconditionally authorised under section 551 of the Companies Act 2006 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 £75,979 (such amount to be reduced by any allotments or grants made 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 £151,959 (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 the AGM in 2021 (or, if earlier, until the close of business on 22 October 2021) 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.

13. Disapplication of pre-emption rights

That if resolution 12 is passed, the Board be given power to allot equity securities (as defined in section 560(1) of 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 12, by way of a rights issue only):

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

and so that the 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;

(B) in the case of the authority granted under paragraph (A) of resolution 12 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraphs (A) and (B) above) of equity securities or sale of treasury shares up to a nominal amount of £11,397, such power to apply until the end of the AGM in 2021 (or, if earlier, until the close of business on 22 October 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Notice of Annual General Meeting **continued**

14. Additional disapplication of pre-emption rights

That if resolution 12 is passed, the Board be given power in addition to any power granted under resolution 13 to allot equity securities (as defined in section 560(1) of 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 authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £11,397; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company 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, such power to apply until the end of the AGM in 2021 (or, if earlier, until the close of business on 22 October 2021) 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.

15. Company's authority to purchase its own shares

That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 1/3 pence each, provided that:

- (A) the maximum number of ordinary shares hereby authorised to be purchased is 6,838,184;
- (B) the minimum price which may be paid for an ordinary share is 5 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) 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 at the relevant time, in each case, exclusive of expenses;

such authority to apply until the end of the AGM in 2021 (or, if earlier, until the close of business on 22 October 2021) but in each case so that during this period the Company may enter into a contract to purchase ordinary shares which would, or might be, completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

16. Calling of general meetings on 14 days' notice.

That any general meeting of the Company that is not an AGM may be called on not less than 14 clear days' notice.

17. PayPoint Restricted Share Plan

That the Directors be authorised to amend the rules of the PayPoint Restricted Share Plan ('RSP'), as described in the explanatory notes to this Notice, and that they also be authorised to do all acts and things which they may consider necessary or expedient to carry the amended RSP into effect. The amended rules are produced to the meeting and signed by the Chairman for the purposes of identification.

By order of the Board

Sarah Carne
Company Secretary
22 June 2020

Registered office:

1 The Boulevard
Shire Park
Welwyn Garden City
Hertfordshire AL7 1EL
United Kingdom

Registered in England and Wales
Company No. 3581541

Notes to the Notice of Annual General Meeting

1. Shareholders should submit their proxy vote via www.signalshares.com not less than 48 hours before the time of the AGM. Although the Company will no longer be providing a proxy form, you may request one from our registrar, Link Asset Services, on 0371 664 0300. From overseas call +44 (0) 371 664 0391 (calls are charged at the standard geographic rate and will vary by provider). Calls outside of the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 and 17.30, Monday to Friday excluding public holidays in England and Wales).
2. A member entitled to attend, speak and vote at the AGM may appoint a proxy (who need not be a member of the Company) to exercise all or any of his or her rights to attend and to speak and vote on his or her behalf. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. Given the current restrictions on attendance, we suggest that you appoint the chair of the meeting as your proxy, rather than a named person who will not be permitted to attend the meeting. To appoint more than one proxy please contact the Company's registrar using the details provided above. CREST members should utilise the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by the Company not less than 48 hours before the time of the meeting. You must inform the Company's registrar in writing of any termination of the authorities of a proxy.
3. 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.
4. The statement of the rights of shareholders to appoint a proxy in paragraphs one and two above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment 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 by means of CREST to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedure 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 therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
6. 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.
7. To be entitled to attend and vote at the AGM or any adjournment thereof (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by close of business on 22 July 2020 (or by close of business on the date being two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. Biographical details of the Directors of the Company are shown on pages 46 and 47 of the 2020 annual report.

Notes to the Notice of Annual General Meeting continued

9. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause such questions to be answered. However, 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.
10. Information relating to the meeting which the Company is required by section 311A of the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at www.paypoint.com. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.
11. It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting 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 circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditor by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.
12. The issued share capital of the Company as at 27 May 2020, the latest practicable date before publication of this notice, was 68,381,842 ordinary shares of 1/3 pence each, carrying one vote each. The Company holds no treasury shares. The total number of voting rights in the Company on 27 May 2020 is 68,381,842.
13. The Directors' service agreements, Directors' letters of appointment, Directors' deeds of indemnity and rules of the Restricted Share Plan are available for inspection at the registered office of the Company and at the office of Mills & Reeve, Monument Place, 24 Monument Street, London EC3R 8AJ during normal business hours on any weekday and will be available at the place of the AGM from 15 minutes before the meeting until it ends.

Recommendation and voting intentions

With respect to resolutions 5 to 9 (inclusive), the Chairman confirms that, based on the performance evaluation undertaken during the period, each of the retiring Directors' performance continues to be effective and to demonstrate commitment to the role. The Board has considered this and recommends that each Director who wishes to serve again be proposed for re-election. This opinion is based on an assessment of each Director's relevant knowledge and experience and the conclusion that, in each case, their informed opinions are of significant value and contribute greatly to Board discussions. Biographies of the Directors including their areas of expertise relevant to their role as a Director are given on pages 46 to 47 of the 2020 annual report.

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and most likely to promote the success of the Company for the benefit of those shareholders. Those Directors who are shareholders will be voting in favour of the resolutions and unanimously recommend that you do so as well.

Explanatory notes to certain of the resolutions to be proposed at the Annual General Meeting

Resolution 1: To receive the Directors' report and accounts

The Board asks that shareholders receive the Strategic Report, Directors' Report and the financial statements for the year ended 31 March 2020, together with the report of the auditor.

Resolution 2: Directors' Remuneration Policy

There are two remuneration resolutions this year. The first is to seek shareholder approval for our future Directors' Remuneration Policy, which is intended to take effect from 24 July 2020. Our existing policy was approved at the 2017 AGM and a new policy must be put forward for approval by shareholders at least every three years. This resolution will be a binding vote and Directors can only receive remuneration if it is within the approved Remuneration Policy. If resolution 2 is not passed, our existing Directors' Remuneration Policy, approved at the 2017 AGM, will continue in effect until a new policy is approved by shareholders.

Shareholders are asked to approve the Directors' Remuneration Policy that appears on pages 67 to 73 of the 2020 annual report. A summary of the changes made in the proposed 2020 policy is set out below:

- LTIP awards will be replaced by Restricted Share Awards ('RSA'), subject to shareholder approval of amendments to the RSP under resolution 18;
- RSAs granted to an Executive Director will be subject to an underpin that the Remuneration Committee is satisfied that PayPoint's underlying performance and delivery against its strategy and plans is sufficient to justify the level of vesting having regard to such factors as the Remuneration Committee considers to be appropriate in the round (including revenue, earnings and share price performance) and the shareholder experience more generally (including the risk of windfall gains);
- Pension provision for new Executive Directors and employees promoted to the Board will be aligned, in percentage of salary terms, to the general workforce contribution rate (currently 5%);
- The Finance Director's shareholding guideline will be increased from 150% to 200% of salary (in line with that operated for the Chief Executive role);
- A post cessation shareholding guideline will be introduced (going forward Executive Directors will need to retain shares equal to 100% of the shareholding guideline up until the first anniversary of cessation, reducing to 50% of the guideline between the first and second anniversary); and
- Malus and clawback provisions will be enhanced;

Resolution 3: Directors' Remuneration Report

Shareholders are asked to approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) that appears on pages 74 to 81 of the 2020 annual report. This vote is advisory, and the Directors' entitlement to remuneration is not conditional on it.

Resolution 4: Declaration of final dividend

Shareholders are being asked to approve a final dividend of 15.6 pence per ordinary share for the year ended 31 March 2020. Subject to approval, the dividend will be paid in equal instalments of 7.8 pence per share on 27 July 2020 and 28 September 2020 to the holders of ordinary shares whose names are recorded on the register of members at the close of business on 26 June 2020 and 28 August 2020 respectively.

Resolutions 5 – 9: Directors

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. This follows a process of formal evaluation, which confirms that each Director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required). In accordance with the UK Corporate Governance Code and in line with previous years, all Directors will again stand for election or re-election, as relevant, at the AGM this year. Biographies are available on pages 46 and 47 of the annual report. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Resolutions 10 and 11: Appointment and remuneration of auditor

The Company is required to appoint or reappoint an auditor at each general meeting at which accounts are presented to shareholders. Following an evaluation of the effectiveness and independence of KPMG, the Directors recommend KPMG be reappointed as auditor. Resolution 11 grants authority to the Company to determine the auditor's remuneration.

Explanatory notes to certain of the resolutions to be proposed at the Annual General Meeting **continued**

Resolution 12: Directors' authority to allot shares

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 £75,979 (representing 22,793,947 ordinary shares of 0.03 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 27 May 2020, the latest practicable date prior to publication of this notice. In line with guidance issued by the Investment Association, 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 £151,959 (representing 45,587,895 ordinary shares of 5 pence each), 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 27 May 2020, being 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 end of the AGM in 2021 (or, if earlier, until the close of business on 22 October 2021). The Directors have no present intention to exercise either of the authorities sought under this resolution, other than to allot ordinary shares as following the exercise of options and awards under the Company's share schemes. However, if they do exercise the authorities, the Directors intend to follow Investment Association recommendations concerning their use. As at the date of this Notice, no shares are held by the Company in treasury.

Resolutions 13 and 14: Authority to disapply pre-emption rights

Resolutions 13 and 14 are proposed as special resolutions. If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are first offered to shareholders in proportion to their existing holdings.

At last year's AGM, a special resolution was passed, in line with institutional shareholder guidelines, empowering the Directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. It is proposed, under resolution 13, that this authority be renewed. If approved, the resolution will authorise Directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £11,397 (representing 3,419,092 ordinary shares) which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash.

The Pre-Emption Group's Statement of Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares) and are used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of resolution 14 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 12, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders, up to a further nominal amount of £11,397 (representing 3,419,092 ordinary shares). The authority granted by this resolution, if passed, will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 14 is used, the Company will publish details of its use in its next annual report. The authority granted by resolution 14 would be in addition to the general authority to disapply pre-emption rights under resolution 13. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £22,794. The Directors intend to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in resolution 14 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than: (i) With prior consultation with shareholders; or (ii) In connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The Directors have no present intention of using the power under these authorities but they will have the flexibility to act in the best interests of the Company when opportunities arise.

Resolution 15: Authority to make market purchases of ordinary shares

Resolution 15 is another special resolution and renews the Directors' authority granted by the shareholders at previous AGMs to make market purchases of up to 10 per cent of the Company's issued ordinary shares (excluding any treasury shares). The Company may make purchases of its own shares if, having taken account of all major factors such as the effect on earnings and net asset value per share, gearing levels and alternative investment opportunities, such purchases are considered to be in the Company's and shareholders' best interests while maintaining an efficient capital structure. If the Company purchases any of its ordinary shares pursuant to resolution 15, the Company may cancel these shares or hold them in treasury. Such decision will be made by the Directors at the time of purchase. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 5 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (i) an amount equal to 5 per cent. 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 at the relevant time. At last year's AGM, the Company was given authority to make market purchases of up to 6,824,520 shares. No shares have been purchased by the Company in the market since then. Options to subscribe for a total of 545,412 shares, being 0.007 per cent. of the issued ordinary share capital, were outstanding at 27 May 2020 (being the latest practicable date prior to the publication of this notice). If the existing authority given at the 2019 AGM and the authority being sought under resolution 15 were to be fully used, these would represent 0.01 per cent. of the Company's issued ordinary share capital at that date. The Directors do not have any current plans to exercise the authority to be granted pursuant to resolution 15. The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally. The authority will expire at the earlier of 22 October 2021 and the conclusion of the AGM of the Company held in 2021.

Resolution 16: Authority to allow any general meeting of the Company that is not an annual general meeting to be called on not less than 14 clear days' notice

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for annual general meetings) provided that:

- (a) the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company has a facility enabling all shareholders to appoint a proxy by means of a website; and
- (b) on an annual basis, a shareholders' resolution approving the reduction of the minimum notice period from 21 days to 14 days is passed.

The Board is therefore proposing this resolution as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval of this resolution will be effective until the end of the 2021 AGM of the Company, when it is intended that the approval will be renewed. The Board intends that the shorter notice period will only be used in limited exceptional circumstances which are time-sensitive, rather than as a matter of routine, and only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the necessary flexibility to respond to all eventualities.

Resolution 17: Amendments to the PayPoint Restricted Share Plan

The PayPoint Restricted Share Plan ('RSP') was introduced in 2019 to enable the grant of 'Restricted Share Awards' below Board level. Shareholder approval was obtained for the adoption of the RSP at the 2019 AGM (receiving 99.74% support).

The Company is seeking shareholder approval for proposed amendments to the RSP, to reflect proposed changes to the Directors' Remuneration Policy (as explained on pages 67 to 73 of the annual report 2020).

In particular the proposed amendments to the RSP will:

- (a) enable Executive Directors to participate in the RSP (subject to shareholder approval of the proposed Directors' Remuneration Policy under resolution 2);
- (b) allow the application of a holding period (following the end of the initial vesting period) during which a participant will ordinarily be required to retain the net of tax number of vested shares (if any) delivered under the RSP (or the full number of the vested shares whilst held under an unexercised nil-cost option award, where relevant) for a specified period from the date an award vests. It is intended that in the case of an RSP award to an Executive Director, any shares resulting from a vested award may not be sold until at least five years from the grant date (other than to pay relevant taxes); and
- (c) expand the scope of the malus and clawback provisions by adding a trigger for the occurrence of a corporate failure of insolvency event.

A copy of the RSP, showing the proposed amendments are available for inspection as described on page 128 to this Notice.