

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser under the Financial Services and Markets Act 2000.**

**If you have sold or otherwise transferred all your ordinary shares in Savills plc (the 'Company'), please forward this document and the enclosed Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**



**Savills plc**

Registered in England

Registered Office: 33 Margaret Street, London W1G 0JD

Registered Number: 2122174

# Notice of Annual General Meeting 2023



**Savills plc**  
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London  
W1G 0JD

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www.savills.com

Registered in England No. 2122174



3 April 2023

Dear Shareholder,

### **Annual General Meeting (the 'AGM')**

This letter explains the resolutions to be proposed at the AGM of the Company to be held at 12 noon on Wednesday 17 May 2023 at 33 Margaret Street, London W1G 0JD. The Notice of the AGM is set out on pages 4 to 5 of this document.

### **Resolution 1 – Receipt of the 2022 Annual Report and Accounts**

This resolution deals with the receipt of the audited accounts for the year ended 31 December 2022, together with the Auditors' report thereon, as well as the reports of the Directors.

### **Resolution 2 – Approval of Directors' Remuneration Report**

In accordance with section 439 of the Companies Act 2006, shareholders are requested to approve the Directors' Remuneration Report, (other than the Directors' Remuneration Policy), the relevant pages of which are pages 114 to 134 of the 2022 Annual Report and Accounts. The vote is advisory.

### **Resolutions 3 – Declaration of a final dividend**

Subject to shareholder approval of the recommended final dividend at the AGM, a final dividend of 13.4p per ordinary share will be paid on 22 May 2023 to shareholders on the register of members as at the close of business on 11 April 2023, together with the supplemental interim dividend of 15.6p per ordinary share resolved to be paid by the Board.

### **Resolutions 4 to 12 – Re-appointment and re-election of Directors**

The Company's articles of association provide that any Director who has been appointed by the Board since the last AGM is required to retire and to be considered for re-appointment. Marcus Sperber was appointed on 15 December 2022 and will retire at the AGM and, being eligible, offers himself for re-appointment.

In accordance with the UK Corporate Governance Code, all other Directors will retire at the AGM and seek re-election. The Board is satisfied that each Director standing for re-election continues to show the necessary commitment to be an effective member of the Board given their skills, expertise and business acumen.

Biographical details of all of the Directors are set out on pages 80 to 82 of the 2022 Annual Report and Accounts and can also be found in Appendix 1 of this document. In accordance with the UK Corporate Governance Code, the contributions and reasons for the re-appointment or the re-election of each Director are also set out in Appendix 1.

## **Resolutions 13 and 14 – Re-appointment of the Auditors and their remuneration**

Resolutions 13 and 14 seek shareholder approval for the re-appointment of Ernst & Young LLP as Auditors from the conclusion of the AGM until the conclusion of the AGM in 2024 and authorise the Directors to set the remuneration of the Auditors. In accordance with rules on statutory audit services for large companies, the fee for audit work will be agreed between the Audit Committee and the Auditors.

## **Resolution 15 – Directors' authority to allot shares**

The Directors may allot shares or grant rights to subscribe for or to convert any security into shares if authorised to do so by shareholders. The authority granted at the 2022 AGM is due to expire at this year's AGM. Accordingly, Resolution 15 will be proposed as an Ordinary Resolution to grant a new authority. The Companies Act 2006 provides that the Directors may only allot shares or grant rights to subscribe for or to convert any security into shares if authorised by shareholders to do so. Resolution 15 will, if passed, authorise the Directors to allot shares up to an aggregate nominal amount of £2,405,888, which represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at 16 March 2023.

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued share capital of the Company) will enable the Directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third) may only be used in connection with a pre-emptive offer in favour of ordinary shareholders. This is in line with guidance issued by the Investment Association.

As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a pre-emptive offer. If given, this authority will expire at the conclusion of the 2024 AGM of the Company or on 16 August 2024, whichever is the earlier.

Passing Resolution 15 will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares.

The Directors have no present intention of issuing shares pursuant to this authority.

The Company holds no treasury shares.

## **Resolutions 16 and 17 – Disapplication of statutory pre-emption rights**

In November 2022, the Pre-Emption Group updated their Statement of Principles (the 'Pre-Emption Group Principles'), to amongst other things, support companies seeking authority to issue for cash equity securities otherwise than in connection with a pre-emptive offer representing:

- (i) no more than 10% of issued ordinary share capital whether or not in connection with an acquisition or specified capital investment (a general disapplication);
- (ii) no more than an additional 10% of issued ordinary share capital, provided that it is intended to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue; and

- (iii) in the case of both (i) and (ii), up to an additional 2% of issued ordinary share capital in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolutions 16 and 17 seek shareholder approval such that the Board, subject to Resolution 15 being passed, be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by these resolutions 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. The authorities in Resolutions 16 and 17 are limited to a combined aggregate amount of 20% of the Company's issued ordinary share capital, as at 16 March 2023. In the case of both Resolutions 16 and 17, up to an additional 2% of the Company's issued ordinary share capital may be issued in connection with a follow-on offer to retail investors or existing investors not allocated shares in the non-pre-emptive offer. These disapplication authorities are in line with the updated Pre-Emption Group Principles.

The Directors confirm their intention to follow the Pre-Emption Group Principles in advance of exercising their authority under either Resolution 16 and/or Resolution 17. The Directors have no present intention of exercising either of the authorities granted by Resolution 16 and/or Resolution 17 but they consider their grants to be appropriate in order to preserve maximum flexibility in the future.

Resolution 16 seeks shareholder approval to disapply statutory pre-emption rights up to 10% of the Company's issued ordinary share capital. This part of the authority is designed to provide the Directors with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they might arise. Resolution 16 also gives the Directors flexibility to implement a pre-emptive offer on terms that do not strictly reflect statutory pre-emption rights where strict compliance would be unduly burdensome (for example, due to overseas securities laws).

Resolution 17 seeks shareholder approval to disapply statutory pre-emption rights in respect of an additional 10% of the Company's issued ordinary share capital. In accordance with the Pre-Emption Group Principles, and as referred to above, the Directors confirm that this additional authority is intended to be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

In the case of both Resolutions 16 and 17, the Directors are also authorised to issue up to an additional 2% of the Company's issued ordinary share capital in connection with follow-on offers as referred to in paragraph (iii) above.

If given, these authorities will expire at the conclusion of the 2024 AGM of the Company or on 16 August 2024, whichever is the earlier. In each case, prior to its expiry 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 relevant authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### **Resolution 18 – Company purchase of own shares**

It is proposed to renew the Company's authority to purchase its own shares. The Board considers that it remains in the interests of all shareholders for the Company to have the authority to continue to effect such purchases and would like to be able to act quickly if circumstances arise in which they consider such purchases to be desirable.

The maximum and minimum prices of any repurchase are set out in the resolution. This resolution will give the Company the authority to purchase its own shares in the market up to a maximum of 10% of its issued share capital as at 16 March 2023. The Directors' present intention is that any ordinary shares purchased pursuant to this authority will be cancelled immediately on purchase. Alternatively, the shares may be held in treasury, sold for cash or (provided Listing Rule requirements are met) transferred for the purposes of or pursuant to an employee share scheme. The effect of any cancellation would be to reduce the number of ordinary shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends).

The ability to hold and sell treasury shares quickly and cost effectively provides the Company with additional flexibility in the management of its capital base. Any transfer of treasury shares for the purposes of the Company's employee share schemes will be made within the anti-dilution limits set out by the Investment Association. In any event, the Board will only exercise the authority granted pursuant to this resolution once it is satisfied that any purchase will have a beneficial impact on earnings per share and/ or will be in the best interests of all shareholders generally.

As at 16 March 2023, there were 2,660,012 options to subscribe for shares, representing approximately 1.84% of the Company's current issued ordinary share capital. If the full authority being sought to buy back shares was utilised and the repurchased shares cancelled, outstanding options would represent approximately 2.05% of the Company's issued ordinary share capital.

### **Resolution 19 – Notice of General Meetings**

In order to preserve flexibility to call general meetings (other than annual general meetings) on 14 clear days' notice, the Company must offer all shareholders the opportunity to appoint a proxy electronically (via the Company's website or its Registrars) and must obtain the approval of its shareholders by means of a Special Resolution passed each year. Accordingly, Resolution 19 seeks such approval. It is intended that this flexibility will only be used for non-routine business and where merited in the interests of shareholders as a whole. The approval will be effective until the 2024 AGM, when it is intended that a similar resolution will be passed.

### **Recommendation**

The Board considers that all the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and the Board recommends that shareholders vote in favour of all the proposed resolutions as the Directors each intend to do in respect to their own holdings of ordinary shares.

Yours faithfully

**Nicholas Ferguson CBE**  
Chairman

**SAVILLS PLC**  
**INCORPORATED IN ENGLAND AND WALES UNDER REGISTERED NUMBER 2122174**  
**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting (the 'AGM') of Savills plc (the 'Company') will be held at 12 noon on Wednesday 17 May 2023 at 33 Margaret Street, London, W1G 0JD.

The business of the AGM will be to consider and, if thought fit, approve the following resolutions of which Resolutions 1 to 15 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 16 to 19 (inclusive) as Special Resolutions:

1. THAT the Annual Report and Accounts for the financial year ended 31 December 2022, the Directors' Reports and the Auditors' Report on the Annual Report and Accounts be received.
  2. THAT the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2022 be approved.
  3. THAT a final dividend of 13.4p per ordinary share be declared on the ordinary share capital of the Company for the year ended 31 December 2022 and, if approved, paid on 22 May 2023.
  4. THAT Nicholas Ferguson be re-elected as a Director.
  5. THAT Mark Ridley be re-elected as a Director.
  6. THAT Simon Shaw be re-elected as a Director.
  7. THAT Stacey Cartwright be re-elected as a Director.
  8. THAT Florence Tondou-Mélique be re-elected as a Director.
  9. THAT Dana Roffman be re-elected as a Director.
  10. THAT Philip Lee be re-elected as a Director.
  11. THAT Richard Orders be re-elected as a Director.
  12. THAT Marcus Sperber be re-appointed as a Director.
  13. THAT Ernst & Young LLP be re-appointed as Auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next AGM of the Company at which financial statements are laid before the Company.
  14. THAT the Directors be authorised to set the remuneration of the Auditors.
  15. THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,405,888 comprising:
    - (a) an aggregate nominal amount of £1,202,944 (whether in connection with the same offer or issue as under (b) below or otherwise); and
    - (b) an aggregate nominal amount of £1,202,944 in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with a pre-emptive offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.
- This authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 16 August 2024 or, if earlier, at the conclusion of the AGM of the Company to be held in 2024, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.
16. THAT the Directors be authorised, pursuant to sections 570(1) and 573 of the Companies Act 2006, subject to the passing of Resolution 15 set out above, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authorisation conferred 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, provided that such authority be limited:
    - (a) to the allotment of equity securities or sale of treasury shares in connection with a pre-emptive offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever;
    - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £360,883; and
    - (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, 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 of Meeting,such authority to expire on 16 August 2024 or, if earlier, at the conclusion of the AGM of the Company to be held in 2024 but, in each case, prior to its expiry 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 authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. THAT the Directors be authorised, subject to the passing of Resolution 16 set out above, and in addition to any authority granted under Resolution 15 above, 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 £360,883, 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 specified 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 of Meeting; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, 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 of Meeting,

such authority to expire on 16 August 2024 or, if earlier, at the conclusion of the AGM of the Company to be held in 2024 but, in each case, prior to its expiry 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 authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. THAT the Company be generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 2.5p each provided that in doing so it:

- (a) purchases no more than 14,435,333 ordinary shares of 2.5p each in aggregate;
- (b) pays not less than 2.5p (excluding expenses) per ordinary share of 2.5p each; and
- (c) pays a price per ordinary share that is not more (excluding expenses) per ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which the Company purchases that ordinary share; (ii) the price of the last independent trade on the trading venue where the purchase is carried out; and (iii) the highest current independent purchase bid on that venue.

This authority shall expire on 16 August 2024 or, if earlier, at the conclusion of the AGM of the Company to be held in 2024, except that the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

19. THAT the Directors be authorised to call a general meeting of the Company (not being an annual general meeting) on not less than 14 clear days' notice.

By order of the Board

**C M Lee**  
Group Legal Director & Company Secretary  
3 April 2023

Registered office:  
33 Margaret Street  
London W1G 0JD

# Notes

## (i) Proxies

A member who is an individual is entitled to attend, speak and vote at the Meeting or to appoint one or more other persons as their proxy to exercise all or any of their rights on their behalf. Further details of how to appoint a proxy, and the rights of proxies, are given below. A member that is a company can appoint one or more corporate representatives (such as a director or employee of the company) whose attendance at the Meeting is treated as if the company were attending in person, or it can appoint one or more persons as its proxy to exercise all or any of its rights on its behalf. In each case, a person attending the Meeting will need to provide the Company or the Registrar with evidence of their identity and, if applicable, their appointment as a proxy or corporate representative with authority to vote on behalf of a member.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and to vote at the Meeting. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. A proxy need not be a member of the Company. A proxy is legally required to vote in accordance with any voting instructions given by their appointing member. Members will receive a Form of Proxy with this Notice of Meeting and, if they wish to appoint a proxy, should complete the Form of Proxy and send or deliver it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received not later than 48 hours before the time at which the Meeting is to take place.

If the proxy is being appointed in relation to less than a member's full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as proxy. If left blank the proxy will be deemed to be authorised in respect of the member's full voting entitlement (or if the Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). To appoint more than one proxy, additional Form(s) of Proxy may be obtained by contacting the Registrar's helpline on +44 (0)371 384 2018; lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Completion of a Form of Proxy will not preclude a member attending and voting in person at the Meeting.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).

You may register your proxy appointment or voting directions electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk), where full details of the procedure are given. If you return more than one proxy appointment, either by paper or electronic communication, the proxy appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully.

Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

Appointing a proxy will not prevent a shareholder from attending in person, speaking and voting at the Meeting. If you appoint a proxy and attend the Meeting and vote in person, the proxy appointment will be superseded.

Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

## (ii) CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on 17 May 2023 and any adjournment(s) thereof by using the procedures and to the address 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy or 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 the Notice of Meeting or, in the event of adjournment of the Meeting, 48 hours before the date of the adjourned meeting.

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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & 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 their 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## Notes continued

### (iii) Proxymity

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 the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12 noon on 15 May 2023 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.

### (iv) Right to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend, speak and vote at the Meeting (and for the purpose of determining how many votes a person entitled to attend, speak and vote may cast), members must be entered on the Company's Register of Members at 6.30 p.m. on 15 May 2023 or, in the event of any adjournment, at 6.30 p.m. on the date which is two days before the day of the adjourned meeting. Changes to the entries on the Company's Register of Members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

On a show of hands, every member who is entitled to vote and is present in person or by proxy has one vote and, on a poll, every member who is present in person or by a proxy has one vote for every ordinary share held by them.

### (v) Right to ask questions or propose resolutions etc.

Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form; must identify the resolution of which notice is to be given or the matter to be included in the business; must be authorised by the person or persons making it; must be received by the Company not later than the date falling six weeks before the Meeting (excluding the date of the Meeting itself and the date on which the request is received); and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### (vi) Nominated persons

Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right under an agreement between them and the member by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it they may have a right under such agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the rights of the members in relation to the appointment of proxies in note (i) does not apply to Nominated Persons.

### (vii) Website publication of audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the Meeting for the financial year; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditors 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 Companies Act 2006 to publish on a website.

### (viii) Documents on display

Copies of the Executive Directors' service contracts and, letters of appointment of Non-Executive Directors may be inspected during normal business hours (Saturdays, Sundays and public holidays excepted), at 33 Margaret Street, London, W1G 0JD. Please email [sreely@savills.com](mailto:sreely@savills.com) to book an appointment to view these documents.

### (ix) Total number of shares and voting rights

As at 16 March 2023, the Company's issued share capital consists of 144,353,329 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 16 March 2023 are 144,353,329.

### (x) Communication

Shareholders who have general queries about the Meeting should use the following means of communication:

Email: [sreely@savills.com](mailto:sreely@savills.com).

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

### (xi) Website availability

A copy of this Notice of Meeting, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website [www.savills.com](http://www.savills.com).

# Appendix 1

## Board of Directors

### **Nicholas Ferguson CBE**

Chairman of Savills plc and Chairman of the Nomination & Governance Committee.

#### **Appointment to the Board**

Nicholas was appointed to the Board as a Non-Executive Director on 26 January 2016 and became Chairman in May 2016.

#### **Background and relevant experience**

Nicholas has held a number of leadership roles in the private equity and investment sectors. He was co-founder of Schroder Ventures (the private equity group which later became Permira) of which he served as Chairman from 1984 to 2001. He later served as Chairman of SVG Capital plc, a publicly quoted private equity group, from April 2005 to November 2012.

#### **Other appointments**

Nicholas was Chairman of Sky Plc from April 2012 to May 2016, having been appointed to the board as a Non-Executive Director in June 2004 and having previously served as Deputy Chairman and Senior Independent Non-Executive Director. Chairman of African Logistical Properties; and Chairman and founder of The Kilfinan Group, which provides mentoring by Chairmen and CEOs to heads of charities.

#### **Committee Membership**

Remuneration, Nomination & Governance Committees.

#### **Contributions and reasons for re-election**

Nicholas Ferguson is regarded as fulfilling his role very successfully. He brings substantial business experience to the Board, and in particular in chairing Boards. He is considered to lead the Board well and ensures full participation by all Directors in Board meetings.

### **Mark Ridley**

Group Chief Executive Officer.

#### **Appointment to the Board**

Mark joined Savills in 1996 and was appointed to the Board on 1 May 2018.

#### **Background and relevant experience**

Mark is a Fellow of the Royal Institution of Chartered Surveyors. He was Chairman of Savills Commercial from May 2008, then Chief Executive Officer of Savills UK from 2013 and additionally of Savills Europe from 2014 until he was appointed as Deputy Group Chief Executive on 1 May 2018. As of 1 January 2019, Mark was appointed as Group Chief Executive Officer.

#### **Committee Membership**

Nomination & Governance Committee.

#### **Other appointments**

Trustee of Reading Real Estate Foundation. Policy Committee Member, British Property Federation.

#### **Contributions and reasons for re-election**

Mark has been with Savills since 1996 and brings substantial property expertise to the Board. This knowledge has been and continues to be invaluable as Mark leads the Group through its next stages of development. As Group Chief Executive Officer, the Board considers that Mark has demonstrated outstanding leadership and vision. Mark will continue to be instrumental in developing and implementing Savills growth strategy and broadening the Group's geographic spread and the depth and breadth of its service offering.

### **Simon Shaw**

Group Chief Financial Officer.

#### **Appointment to the Board**

Simon joined Savills as Group Chief Financial Officer in March 2009.

#### **Background and relevant experience**

Simon is a Chartered Accountant. He was formerly Chief Financial Officer of Gyrus Group PLC, a position he held for five years until its sale to the Olympus Corporation. Prior to that, Simon was Chief Operating Officer of Profile Therapeutics plc for five years and also worked as a corporate financier, latterly at Hambros Bank Limited.

#### **Other appointments**

Non-Executive Chairman of Synairgen plc.

#### **Committee Membership**

None.

#### **Contributions and reasons for re-election**

Simon Shaw has many years of broad financial experience gained from previous Board level roles as a COO and CFO. Simon has substantial operational and financial experience of the Savills Group gained since his appointment in 2009, supplemented by that previously gained as Chief Financial Officer of Gyrus plc and Chief Operating Officer of Profile Therapeutics plc.

### **Stacey Cartwright**

Independent Non-Executive Director, Senior Independent Director and Chair of the Audit Committee.

#### **Appointment to the Board**

Stacey was appointed to the Board as a Non-Executive Director on 1 October 2018.

#### **Background and relevant experience**

Stacey most recently served as Chief Executive and then Deputy Chair of Harvey Nichols Group until 2018, and prior to that was EVP and CFO of Burberry Group plc. She previously served as CFO of Egg plc and spent her early career in a number of finance roles at Granada Group PLC. She was a Non-Executive Director at GlaxoSmithKline PLC from 2011 to 2016 and the Senior Independent Non-Executive Director of the English Football Association from 2018 to 2020. She qualified as a Chartered Accountant with Price Waterhouse.

#### **Other appointments**

Non-Executive Director of AerCap Holdings N.V, Genpact Ltd, Gymshark and Majid al Futtaim (MAF) Entertainment. She is also the Chair of MAF Lifestyle Advisory Committee.

#### **Committee Membership**

Audit, Remuneration and Nomination & Governance Committees.

#### **Contributions and reasons for re-election**

Stacey Cartwright has many years of financial and commercial experience gained from Board and previous senior executive level roles as both Chief Executive Officer or Chief Financial Officer of various public companies. She has continued to lead the work of the Audit Committee, maintaining close dialogue with the internal and external auditors and the financial controllers across the Group's Principal Businesses throughout the year.

# Appendix 1

## Board of Directors continued

### **Florence Tondu-Mélique**

Independent Non-Executive Director.

#### **Appointment to the Board**

Florence was appointed to the Board as a Non-Executive Director on 1 October 2018.

#### **Background and relevant experience**

Florence will become Chief Executive Officer of Willis Towers Watson France in mid-2023, having been Chief Executive Officer of Zurich France, and a member of Zurich's Group Leadership Team, until then. She was also previously Chief Operating Officer of Hiscox Europe, prior to which she held senior executive roles at AXA Real Estate and AXA Investment Managers. She spent her early career at McKinsey & Company.

#### **Other appointments**

Non-Executive Director of Grant Thornton International Limited.  
Non-Executive Director of Auchan Retail International.

#### **Committee Membership**

Audit, Nomination & Governance Committees.

#### **Contributions and reasons for re-election**

Florence Tondu-Mélique has extensive experience in the Continental European markets, in both real estate and professional services. This knowledge will continue to be valuable to Savills as the Group continues to grow its European platform.

### **Dana Roffman**

Independent Non-Executive Director.

#### **Appointment to the Board**

Dana was appointed to the Board as a Non-Executive Director on 1 November 2019.

#### **Background and relevant experience**

Dana was most recently a partner and founding member of the Real Estate Private Equity group at Angelo Gordon, a privately held alternative investment firm. During her 25 year tenure, ending in December 2019, she served as a manager and leader of investment teams across all major US markets, and served as a Member of the Investment Committees for the firm's US Opportunistic, Core Plus and Value Real Estate Funds. She spent her early career in real estate valuation and advisory at Arthur Andersen LLP in Washington, DC.

#### **Other appointments**

Non-Executive Director of Silverspac Inc. Independent Director Cohen & Steers Income Opportunities REIT, Inc (CNSREIT) and Advisory Board of NYU Schack Institute of Real Estate.

#### **Committee Membership**

Remuneration, Nomination & Governance Committees.

#### **Contributions and reasons for re-election**

Dana Roffman's knowledge of real estate, and in particular the US market, developed over many years will continue to support the Group's strategy to deliver value as a leading real estate adviser to our clients in the world's key locations.

### **Philip Lee**

Independent Non-Executive Director.

#### **Appointment to the Board**

Philip was appointed to the Board as a Non-Executive Director on 1 January 2021.

#### **Background and relevant experience**

Philip Lee is currently Vice Chairman of Global Banking, South East Asia, HSBC Bank and is a member of the Global Banking Vice Chairman and Banking Leadership Forums. Philip was previously with Deutsche Bank (2013-2018) as Vice Chairman of South East Asia and Chief Country Officer for the Bank in Singapore. Prior to 2013, Philip was with JP Morgan (1995-2013), where he was CEO South East Asia Investment Banking and Senior Country Officer, Singapore, after having worked in senior positions for various other banks in the region before then. Since 2006, he has also held roles on various advisory bodies and Statutory Boards established by the Singapore Government.

#### **Other appointments**

Non-Executive Director of Heliconia Capital Management, an investment firm owned by Temasek focused on growth-oriented Singapore companies, and SPH Media Holdings. He is also Chairman of the Singapore Government's Health Promotion Board.

#### **Committee Membership**

Audit, Nomination & Governance Committees.

#### **Contributions and reasons for re-appointment**

Philip Lee's extensive experience, in particular of the Asia Pacific market, over many years will continue to support the Group's strategy to deliver value as a leading real estate adviser to our clients in the world's key locations.

### **Richard Orders**

Independent Non-Executive Director and Chair of the Remuneration Committee.

#### **Appointment to the Board**

Richard was appointed to the Board as a Non-Executive Director on 1 January 2021.

#### **Background and relevant experience**

Richard Orders is currently a managing director at Moelis & Company a leading global independent investment bank, heading the Firm's Hong Kong office having founded its predecessor firm, Asia Pacific Advisors, in 2009. Prior to this, Richard was with ABN AMRO (1996-2008), latterly from 2004-8 as Vice Chairman and Head of Global Clients Asia, having previously been Executive Chairman and CEO of ABN AMRO Asia Corporate Finance. Previously, Richard held various roles in Barings Bank, which he joined in 1976, latterly as Head of Barings Investment Banking business in Asia, ex Australia and Japan (1994-96) and Director of Barings Corporate Finance London (1996).

#### **Other appointments**

None.

#### **Committee Membership**

Remuneration, Nomination & Governance Committees.

#### **Contributions and reasons for re-appointment**

Richard Orders' extensive experience, in particular of the Asia Pacific market, will continue to support the Group's strategy to deliver value as a leading real estate adviser to our clients in the world's key locations.

# Appendix 1

## Board of Directors continued

### **Marcus Sperber**

Independent Non-Executive Director.

#### **Appointment to the Board**

Marcus was appointed to the Board as a Non-Executive Director On 15 December 2022.

#### **Background and relevant experience**

From 2002 until 2019, Marcus Sperber held various roles with BlackRock, acting first as the portfolio manager of BlackRock's UK property fund, before being appointed as Head of EMEA real estate and then ultimately holding the role of Global Head of Real Estate. Prior to 2002, Marcus held various positions with Ashtenne (2001-2002), Enterprise (1992-2001) and Roger Tym & Partners (1990-92), having started his career with the British Rail Property Board (1987-89).

#### **Other appointments**

Founder of NorthCroft Capital, a Real Estate Investment and advisory business and a Non-Executive Director of Cadillac Fairview and Fiera Real Estate.

#### **Committee Membership**

Audit, Nomination & Governance Committees.

#### **Contributions and reasons for re-appointment**

Marcus's extensive global real estate experience will support the Group as we further grow the business in the world's key locations.



**Savills plc**

Registered in England

Registered Office: 33 Margaret Street, London W1G 0JD

Registered Number: 2122174