



SSP Group plc
Notice of 2022 Annual General Meeting

To be held at 11.00 a.m. (GMT)
on Friday 4 February 2022

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

If you are in any doubt as to what action you should take in relation to the Annual General Meeting, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other professional independent adviser authorised under the Financial Services and Markets Act 2000.

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

SSP Group plc

(Incorporated and registered in England and Wales
under number 5735966)

This document should be read as a whole. Your attention is drawn to the letter from the Chair of SSP Group plc set out on page 1 of this document which contains the recommendation by the Directors to Shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of SSP Group plc to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Friday 4 February 2022 at 11.00 a.m. (GMT) is set out in Part II of this document on pages 3 to 5.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the Form of Proxy in accordance with the instructions printed on the form. Computershare must receive your proxy appointment no later than 11.00 a.m. (GMT) on Wednesday 2 February 2022. Alternatively, a proxy may be appointed electronically at www.investorcentre.co.uk/eproxy. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform if available or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

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Part I – Letter from the Chair of SSP Group plc

SSP Group plc

(incorporated and registered in England and Wales under number 5735966)

Directors:

Mike Clasper (Chair)
Jonathan Davies (Deputy Chief Executive Officer and Chief Financial Officer)
Carolyn Bradley (Senior Independent Non-Executive Director)
Ian Dyson (Independent Non-Executive Director)
Tim Lodge (Independent Non-Executive Director)
Judy Vezmar (Independent Non-Executive Director)
Apurvi Sheth (Independent Non-Executive Director)
Kelly Kuhn (Independent Non-Executive Director)

Registered Office:
Jamestown Wharf
32 Jamestown Road
London
NW1 7HW

6 January 2022

To: Holders of Ordinary Shares and, for information only, to holders of options and awards under the Company's Employee Share Schemes

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

2022 Annual General Meeting

I am pleased to enclose Notice of the Company's Annual General Meeting ('AGM') which will be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Friday 4 February 2022 at 11.00 a.m. (GMT). The Notice of AGM and an explanation of the Resolutions proposed are set out at Part II of this document on pages 3 to 9.

Voting and attendance

We, as your Board, are committed to open dialogue with our Shareholders, and our AGM is an excellent means to engage with you directly. Having been unable to hold our AGM in the usual way last year due to the restrictions in place as a result of Covid-19, we are delighted to have the opportunity once again to meet with our shareholders in person. The AGM is an opportunity for you, our shareholders, to express your views and to ask questions of the Board.

There are currently no restrictions in place which would prevent us from holding our AGM, however we continue to monitor all guidance issued by the UK Government to ensure the safety of our colleagues and our shareholders. We would like to remind our shareholders that they should not attend if they are suffering from Covid-19 symptoms or are otherwise isolating in accordance with UK Government guidance. Furthermore, due to the evolving nature of the pandemic, it may be necessary to make changes at short notice to the way in which we conduct the AGM, including in the event of a reintroduction of government restrictions on social distancing or public gatherings. Shareholders planning to attend the meeting in person should therefore check the Company's website at <https://investors.foodtravelexperts.com/investors/shareholder-information.aspx> for any further announcements.

We therefore strongly recommend that you appoint the Chair or another nominated person as your proxy to ensure your vote can be counted, whether or not you intend to attend the AGM in person. Please note that if restrictions on public gatherings are reintroduced, if you appoint someone other than the Chair as your proxy they may not be permitted to attend the AGM and therefore would not be able to vote your shares.

Subject to Government guidance at the relevant time, completing a Form of Proxy will not prevent you from attending and voting at the AGM in person.

To appoint a Proxy, please complete the Form of Proxy which accompanies this Notice of Meeting and return it to our registrar, Computershare, in the envelope provided. Alternatively, you can appoint a proxy online at www.investorcentre.co.uk/eproxy following the instructions provided on the Form of Proxy. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform if available or, if you hold shares in CREST, by using the CREST electronic proxy appointment service. Proxy appointments must be received by Computershare by no later than 11.00 a.m. (GMT) on Wednesday 2 February 2022.

Publication of the Annual Report

The SSP Group plc Annual Report and Accounts 2021 is available on the Company's website at <https://investors.foodtravelexperts.com/investors/financial-reports/2022.aspx>. If you have elected to receive shareholder correspondence in hard copy, then the 2021 Annual Report will accompany this Notice of AGM.

Board Changes

Simon Smith stepped down from his role as Group Chief Executive Officer and Executive Director on 24 December 2021. On behalf of the Board, I would like to take the opportunity to thank Simon for his significant contribution to the Company during his time at SSP.

As announced on 25 November 2021, we are delighted that Patrick Coveney will be appointed as the new Group Chief Executive Officer with effect from 31 March 2022. Patrick will stand for election at the first AGM following his appointment, being the 2023 AGM. Patrick is a strong and strategic leader with considerable financial and operational experience in some of the most competitive categories in the food sector. His proven ability in consistently delivering growth, alongside his strong customer and colleague focus and track record of embedding sustainability into corporate strategy, make him well placed to lead SSP to future success.

In addition to these Executive Director changes, we have announced a number of Non-Executive Directors changes since last year's AGM:

- (a) as announced on 11 October 2021, Ian Dyson has taken the decision to step down from his role on the Board at the conclusion of the AGM and will therefore not be standing for re-election. Tim Lodge has been appointed to succeed Ian as Chair of the Audit Committee following conclusion of the AGM. On behalf of the Board, I would like to thank Ian for his significant contribution to the Company since 2014. The Board has benefitted greatly from his experience and advice, particularly as Audit Committee Chair. His wise counsel has helped in steering the Company successfully through the challenges of the pandemic; and
- (b) as announced on 8 December 2021, the Board has appointed two new Independent Non-Executive Directors, Apurvi Sheth and Kelly Kuhn, with effect from 1 January 2022. We are delighted to welcome Apurvi and Kelly to the Board as Non-Executive Directors. With their widespread experience in the food and beverage and travel sectors respectively, and extensive global business expertise, they will bring additional breadth and diversity of backgrounds and add huge value to the Board. Resolutions 8 and 9 seek approval from our shareholders to elect Apurvi and Kelly to the Board and more information on their skills and experience can be found on pages 7 and 8.

More information on all Directors standing for election can be found in the explanatory notes to each resolution on pages 6 to 8.

Recommendation

In the opinion of the Directors, each of the Resolutions to be proposed at the AGM is in the best interests of the Company and Shareholders as a whole. Accordingly, we recommend that Shareholders vote in favour of the Resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 0.23% of the issued Ordinary Shares of the Company.

Yours faithfully



Mike Clasper
Chair

Part II – Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of SSP Group plc (the 'Company') will be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Friday 4 February 2022 at 11.00 a.m. (GMT). You will be asked to consider and vote on the Resolutions below. Resolutions 14 to 17 (inclusive) will be proposed as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

For further information on all of the Resolutions, please refer to the Explanation of Resolutions which can be found on pages 6 to 9.

Annual Report and Accounts

1. To receive the reports of the Directors and the Auditor and the audited accounts for the financial year ended 30 September 2021.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 30 September 2021.

Re-election and Election of Directors

3. To re-elect Mike Clasper as a Director of the Company.
4. To re-elect Jonathan Davies as a Director of the Company.
5. To re-elect Carolyn Bradley as a Director of the Company.
6. To re-elect Tim Lodge as a Director of the Company.
7. To re-elect Judy Vezmar as a Director of the Company.
8. To elect Apurvi Sheth as a Director of the Company.
9. To elect Kelly Kuhn as a Director of the Company.

Auditor

10. To re-appoint KPMG LLP as Auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
11. To authorise the Directors to determine the remuneration of the Auditor of the Company.

Political Donations

12. That in accordance with section 366 of the Act, the Company and any company which at any time during the period for which this resolution has effect, is or becomes a subsidiary of the Company, be authorised to:

- (a) make donations to political parties and/or independent election candidates not exceeding £25,000;
- (b) make political donations to political organisations, other than political parties not exceeding £25,000; and
- (c) incur political expenditure not exceeding £25,000,

as such terms are defined in Part 14 of the Act during the period beginning on the date of the passing of this resolution and ending on the date of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner, provided that the aggregate expenditure under paragraphs (a), (b) and (c) shall not exceed £25,000 in total.

Directors' Authority to Allot Shares

13. That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of 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:
- (a) up to a nominal amount of £2,879,276; and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £5,758,552 (such amount to be reduced by any allotments made under paragraph (a) above) in connection with an offer by way of a rights issue to:
 - (i) ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings;
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights 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 any other matter.

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Disapplication of Pre-emption Rights (General)*

14. That, subject to the passing of Resolution 13, the Directors be given powers pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 13 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be limited to:

- (a) the allotment of equity securities 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 13 above, by way of a rights issue only) to:
 - (i) ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights 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 any other matter; and

- (b) the allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £431,891.

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Disapplication of Pre-emption Rights (Acquisition or Capital Investment)*

15. That, subject to the passing of Resolution 13, the Directors be given powers pursuant to sections 570 and 573 of the Act and in addition to any authority granted under Resolution 14, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 13 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be:

- (a) limited to the allotment of equity securities up to a nominal amount of £431,891; 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 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 authority to expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023 whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Purchase of own Shares*

16. That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of any of its Ordinary Shares on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 79,611,319 Ordinary Shares;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is the nominal value of such Ordinary Share;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of:
 - (i) an amount equal to 105% of the average 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 day on which the Ordinary Share is purchased; and
 - (ii) 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 as derived from the London Stock Exchange Trading System;
- (d) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner (except in relation to the purchase of Ordinary Shares, the contract for which was concluded prior to the expiry of this authority in accordance with paragraph (e) below); and
- (e) the Company may make a contract to purchase its Ordinary Shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its Ordinary Shares in pursuance of any such contract.

Notice period for general meetings, other than an annual general meeting*

17. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

*Special resolution

By order of the Board



Helen Byrne
Company Secretary
6 January 2022

Registered Office:
Jamestown Wharf
32 Jamestown Road
London NW1 7HW

Registered in England and Wales with company number 5735966

Explanation of Resolutions

Resolutions 1 to 13 are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant Resolution. Resolutions 14 to 17 are proposed as special resolutions. For each of these to be passed, at least three quarters of the votes cast must be in favour of the relevant Resolution.

An explanation of each of the Resolutions is set out below:

Resolution 1 – Annual Report and Accounts

The Directors are required to present to the AGM the audited accounts and the Directors' and Auditor's Reports for the financial year ended 30 September 2021.

Resolution 2 – Directors' Remuneration Report

In accordance with section 439 of the Act, Shareholders are requested to approve the Directors' Remuneration Report as set out on pages 108 to 123 of the 2021 Annual Report (excluding the Directors' Remuneration Policy set out on pages 124 to 132 of the 2021 Annual Report). The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it. The Board recognises the importance of engaging with Shareholders and has continued to do so in the year in respect of executive remuneration, further details of which are set out in the Remuneration Committee's Chair's letter on pages 108 to 110 of the 2021 Annual Report.

Resolutions 3 to 9 – Re-election and Election of Directors

Resolutions 3 to 9 are to approve the re-election of Mike Clasper, Jonathan Davies, Carolyn Bradley, Tim Lodge and Judy Vezmar and the election of Apurvi Sheth and Kelly Kuhn. In accordance with the UK Corporate Governance Code (the 'Code'), all Directors are subject to annual re-election or, in the case of Apurvi Sheth and Kelly Kuhn, election by the Shareholders at the AGM. As previously announced, Ian Dyson will be stepping down from the Board with effect from the close of the AGM and so is not standing for re-election.

The Directors believe that the Board offers an appropriate balance of knowledge and skills. The Chair confirms that, following the external board evaluation conducted during the 2021 financial year, the Non-Executive Directors continue to demonstrate effective performance and commitment to the role. In line with the recommendations of the Code, biographies are set out below detailing the skills and experience of each Director and the reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success and why each incumbent Director should be re-elected and each new director should be elected.

Details of membership of the principal Board committees are set out on pages 84 to 86 of the 2021 Annual Report. Information on remuneration is set out in the Directors' Remuneration Report (including the Directors' Remuneration Policy) contained on pages 108 to 132 of the 2021 Annual Report. Details of the Board's approach to diversity and the make-up of the Board following the recently announced Board changes are set out on pages 87 and 97 of the 2021 Annual Report.

Resolution 3:

Mike Clasper Chair

Date of appointment: Appointed as an Independent Non-Executive Director on 1 November 2019, appointed Chair following the 2020 AGM in February 2020

Committee memberships: Nomination Committee (Chair)

Key skills and competencies:

Mike is a highly capable industry leader with extensive sector experience, particularly in the airport and aviation services industries. Mike believes high corporate governance standards underpin a well-run, successful board and business, and that the Board should lead by example in driving culture. His leadership and business insights have been and remain critical in guiding the Board and supporting the Executive team as the Group navigates through the Covid-19 recovery phase and transition of executive leadership.

External appointments:

Chair of Bioss International Ltd, Trustee of Heart Cells Foundation, member of the Royal Shakespeare Company, Advisory Board member for Arora International and member of The Vice Chancellor's Circle at the University of Sunderland.

Previous experience:

Mike was formerly CEO at BAA plc, Operational Managing Director at Terra Firma Capital Partners Limited and held various senior management roles at Procter & Gamble Limited. He is also the former Chair of Coats Group plc, HM Revenue & Customs and Which? Limited and former Senior Independent Non-Executive Director of Serco Group plc and ITV plc.

Resolution 4:

Jonathan Davies Deputy Chief Executive Officer and Chief Financial Officer

Date of appointment: Appointed to the board of SSP Group plc on 16 June 2014. Appointed as Deputy Chief Executive Officer and Chief Financial Officer in September 2021.

Committee memberships: N/A

Key skills and competencies:

Jonathan brings extensive financial, strategic and commercial experience to the Board with over 25 years working within retail and FMCG companies. Jonathan's tenure within the Group gives him a deep knowledge of the business, which, along with his extensive capital markets experience, enables him to provide clear financial, operational and strategic oversight to the Company. In particular, during the last year, Jonathan's executive leadership has been key in delivering the successful Rights Issue (and associated debt amendment processes) as well guiding the business through its recovery phase as it returned to positive EBITDA (on a pre-IFRS basis) at the end of the 2021 financial year.

External appointments:

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

Previous experience:

Jonathan began his career in Unilever plc's management development programme before joining OC&C as a start-up, where he was part of its rapid growth and development to become a leading international consulting firm. Jonathan then spent nine years at Safeway plc (with five years on the Executive Board as Finance Director).

Resolution 5:

Carolyn Bradley Senior Independent Non-Executive Director

Date of appointment: 1 October 2018, Carolyn became the Senior Independent Non-Executive Director following the AGM in February 2019

Committee memberships: Remuneration Committee (Chair), Audit Committee and Nomination Committee

Key skills and competencies:

Carolyn's extensive experience in executive and non-executive marketing and retail roles brings a strong consumer focus to the Board. Over the year, she has continued to drive the focus on stakeholder interests through her role as Senior Independent Non-Executive Director and Remuneration Committee Chair (leading the successful consultation that led to strong support for our revised Remuneration Policy and new executive share plan at the 2021 AGM). More recently, Carolyn has provided strong support to the Chair in the recruitment process for the new Chief Executive Officer and independent Non-Executive Directors.

External appointments:

Non-Executive Director at Majid Al Futtaim Retail LLC, The Mentoring Foundation and B&M European Value Retail S.A. and Chair of TheWorks.co.uk plc, Trustee and Deputy Chair of Cancer Research UK and Advisory Board member of Cambridge Judge Business School.

Previous experience:

Carolyn spent over 25 years at Tesco, in various operating, commercial and marketing roles. She was also formerly a Non-Executive Director of Legal & General Group plc and Senior Independent Non-Executive Director at Marston's plc.

Resolution 6:

Tim Lodge Independent Non-Executive Director

Date of appointment: 1 October 2020

Committee memberships: Audit Committee (Chair designate) and Nomination Committee

Key skills and competencies:

Tim is an experienced public company CFO with a strong financial, accounting and audit committee background. He has significant international commercial experience and a track record in business transformations including advising businesses with complex global operations and supply chains in the food and beverage sector. His knowledge and experience position him well to promote the strategic and financial resilience of the Company whilst creating shareholder value.

External appointments:

Non-Executive Director and Chair of the Audit Committee of Serco Group plc and Senior Independent Director and Audit Committee Chair of Arco Limited. Director of An African Canvas (UK) Limited, Trustee of Gambia School Support, and Chair of the Management Committee of The Worshipful Company of Cordwainers.

Previous experience:

Tim spent 26 years at Tate & Lyle plc in various finance roles, including six years as CFO. He subsequently held CFO roles with the COFCO International group. Tim has also been a Non-Executive Director and Audit Committee Chair at Aryzta AG.

Resolution 7:

Judy Vezmar Independent Non-Executive Director, Designated Non-Executive Director for Workforce Engagement

Date of appointment: 1 August 2020

Committee memberships: Remuneration Committee and Nomination Committee

Key skills and competencies:

Judy has extensive knowledge of running complex international businesses, bringing significant expertise to the Board in the field of data and analytics. This has been a welcome addition to the Board given the growing strategic investment in technology and automation. Further, since taking on the role as Designated Non-Executive Director for Workforce Engagement, Judy has developed the Board's approach to both promoting the employee voice in the boardroom and cascading the Company's culture from the Board throughout the business.

External appointments:

Non-Executive Director and Chair of the Remuneration Committee of Ascential plc.

Previous experience:

Judy was previously CEO of LexisNexis International. Prior to that, she held several executive leadership roles within the Xerox Corporation in the United States and Europe. Judy has also been a Non-Executive Director of Rightmove plc, serving on its Nomination, Audit and Remuneration Committees.

Resolution 8:

Apurvi Sheth Independent Non-Executive Director

Date of appointment: 1 January 2022

Committee memberships: Remuneration Committee and Nomination Committee

Key skills and competencies:

Apurvi has extensive executive experience spanning more than 30 years across various international food and beverage companies. She has spent the majority of her career in Asia and India and has strong knowledge of the region and emerging markets. Apurvi's breadth of executive experience and focus on innovation and value creation complement the Board's existing skills and experience as it looks to deliver on its strategy and purpose. Apurvi is also passionate about empowering women and the diversity and inclusion agenda as well as acting as a mentor to many women and organisations.

External appointments:

Strategic Advisor to various companies in Southeast Asia and India, across a wide range of sectors including food and beverage, retail and technology.

Previous experience:

Apurvi spent 13 years in various roles at Diageo plc including Managing Director, Southeast Asia. She has also served as Marketing Director, APAC at PepsiCo International, Marketing Director of India at Coca-Cola and held various roles at Nestle SA. Apurvi previously served as a Non-Executive Director of Heineken Malaysia BHD.

Resolution 9:

Kelly Kuhn **Independent Non-Executive Director**

Date of appointment: 1 January 2022

Committee memberships: Audit Committee and Nomination Committee

Key skills and competencies:

Kelly brings substantial business experience from her previous executive roles within the travel sector. She combines sizeable international P&L expertise with commercial acumen and a strong consumer focus. Kelly's extensive experience in customer engagement across multiple markets will be a valuable addition to the Board as it continues to deepen its relationships with stakeholders. Furthermore, the Board welcomes Kelly's strong background in executive sponsorship of responsible business programmes – including environmental as well as diversity, equity, and inclusion – as it looks to embed its new Sustainability and People Strategies.

External appointments:

Non-Executive Director and member of the Nomination and Remuneration Committees of ISS A/S. Advisor to CWT (formerly Carlson Wagonlit Travel) and McChrystal Group's European office. Member of various networks and advisory boards promoting women in the travel sector and diversity.

Previous experience:

Kelly spent 30+ years in various roles at CWT, including as Executive Vice President and Chief Customer Officer, President of the EMEA and Asia Pacific businesses, and President for the company's Military & Government division. She also served as President and Chief Operating Officer at both Navigant International and Arrington Travel Center before they were acquired by CWT and was previously a Non-Executive Director at LaSalle Hotel Properties.

Resolutions 10 and 11 – Auditor

Resolution 10 proposes the re-appointment of KPMG LLP as Auditor of the Company until the conclusion of the Company's annual general meeting in 2023. The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to Shareholders. The current appointment of KPMG LLP as Auditor of the Company will end at the conclusion of the AGM and it has advised of its willingness to stand for re-appointment. It is normal practice for a company's directors to be authorised to agree how much the Auditor should be paid and Resolution 11 grants this authority to the Directors.

Resolution 12 – Political Donations

Resolution 12 is to approve the limit of financial political contributions that the Company can make. It is not the Company's policy to make donations to, or incur expenditure on behalf of, UK political parties, other political organisations or independent election candidates and the Directors have no intention of using the authority for that purpose. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Act.

Shareholder approval is therefore being sought on a precautionary basis only, to ensure that neither the Company nor any company, which at any time during the period for which this Resolution has effect, is a subsidiary of the Company, commits a technical breach of the Act when carrying out activities in furtherance of its legitimate business interests.

The Directors are therefore seeking authority to make political donations to UK political parties, other political organisations and independent election candidates not exceeding £25,000 in total. In line with guidance published by the Investment Association, this Resolution is put to Shareholders annually rather than every four years as required by the Act. This authority will expire on the date of the Company's annual general meeting to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner.

Resolution 13 – Directors' Authority to Allot Shares

Resolution 13 is proposed to renew the Directors' power to allot shares. Resolution 13(a) seeks to grant the Directors authority to allot, pursuant to section 551 of the Act, shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £2,879,276. This represents approximately one-third of the Company's issued Ordinary Share capital (excluding treasury shares) as at 30 December 2021 (being the latest practicable date prior to the publication of this Notice).

In accordance with The Investment Association's Share Capital Management Guidelines (the Guidelines), Resolution 13(b) seeks to grant the Directors authority to allot Ordinary Shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal value of £5,758,552 as reduced by the nominal amount of any shares issued under Resolution 13(a). This amount (before any reduction) represents approximately two-thirds of the Company's issued Ordinary Share capital (excluding treasury shares) as at 30 December 2021 (being the latest practicable date prior to the publication of this Notice).

The authorities sought under paragraphs (a) and (b) of this Resolution will expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner. The Directors have no present intention of exercising either of the authorities under this Resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

As at 30 December 2021 (being the latest practicable date prior to the publication of this Notice), 263,499 shares were held by the Company in treasury, which represented approximately 0.03% of the issued Ordinary Share capital of the Company (excluding treasury shares).

Resolutions 14 and 15 – Disapplication of Pre-emption Rights

Resolutions 14 and 15 are to approve the disapplication of pre-emption rights. The passing of these Resolutions would allow the Directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing Shareholders in proportion to their existing holdings.

The authority under Resolution 14 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary; and
- (b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £431,891 which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 30 December 2021 (being the latest practicable date prior to the publication of this Notice).

Resolution 15 would give the Directors authority to allot a further aggregate nominal amount of £431,891 which represents approximately 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 30 December 2021 (being the latest practicable date prior to the publication of this Notice), for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-emption Group's Statement of Principles published in March 2015 (the Principles).

The disapplication authorities under Resolutions 14 and 15 are in line with the authority sought at the AGM last year and the guidance set out in the Principles.

The Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 5% of a company's issued share capital for use on an unrestricted basis and (ii) up to a further 5% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

In accordance with the Principles, the Directors confirm that they do not intend to issue shares for cash representing more than 7.5% of the Company's issued Ordinary Share capital (excluding treasury shares) in any rolling three-year period (save in accordance with Resolution 15) without prior consultation with Shareholders.

The Board has no current intention to exercise the authorities sought under Resolutions 14 and 15.

The authorities contained in Resolutions 14 and 15 will expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner.

Resolution 16 – Purchase of own Shares

Resolution 16 is to approve the purchase by the Company of its own Ordinary Shares in the market. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this

choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

Authority is sought in Resolution 16 to purchase up to 79,611,319 Ordinary Shares (equivalent to 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 30 December 2021 (being the latest practicable date prior to the publication of this Notice). This Resolution renews the authority granted by Shareholders at the 2021 AGM and specifies the minimum and maximum prices at which those shares may be bought. 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 and could be expected to result in an increase in earnings per share of the Company. The authority will expire at the conclusion of the annual general meeting of the Company to be held in 2023 or at the close of business on 4 May 2023, whichever is sooner.

No share repurchases were made during the financial year ended 30 September 2021 or to the date of this Notice. As at 30 December 2021 (being the last practicable date prior to the publication of this Notice), there were 796,113,196 Ordinary Shares in issue (excluding treasury shares) and 263,499 Ordinary Shares held in treasury.

As at 30 December 2021 (being the latest practicable date prior to the publication of this Notice), the total number of outstanding options and awards to subscribe for Ordinary Shares amounted to 6,023,038, which represents 0.76% of the Company's issued Ordinary Share capital (excluding treasury shares) on that date. This excludes the options and awards in respect of which the Company has previously issued Ordinary Shares to the SSP Group plc Share Plans Trust to satisfy options and awards granted under the Performance Share Plan, Restricted Share Plan and International Share Plan and is calculated exclusive of dividend equivalents which may accrue at the time of vesting. Assuming no further shares are issued or repurchased or options or awards granted after 30 December 2021 (being the latest practicable date prior to the publication of this Notice), if this authority to purchase shares was exercised in full, the total number of outstanding options and awards referred to above would represent 0.84% of the issued Ordinary Share capital (excluding treasury shares).

Resolution 17 – Notice period for general meetings, other than an annual general meeting

Resolution 17 is to approve the calling of general meetings of the Company (other than an annual general meeting) on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 clear days unless (i) Shareholders agree to a shorter notice period and (ii) the Company has met the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009. Annual general meetings must always be held on at least 21 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting, the proposals are time-sensitive, and it is thought to be to the advantage of Shareholders as a whole. An electronic voting facility will be made available to all Shareholders for any meeting held on such notice. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B(2) of the Act, only those Shareholders registered in the register of members of the Company at close of business on Wednesday 2 February 2022 (or, in the event of any adjournment, at close of business on the day which is two business days prior to the adjourned meeting) shall be entitled to attend and vote at the AGM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Attending in person

2. Registration for the AGM opens at 10.30 a.m. (GMT). If you wish to attend the AGM in person, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the AGM and will speed up your admission. You may also find it useful to bring this Notice and the 2021 Annual Report so that you can refer to them at the AGM.

Appointment of proxies

3. If you are a member who is entitled to vote at the AGM, you are entitled to appoint a proxy to exercise all or any of your rights to vote on your behalf at the AGM. A Form of Proxy, which may be used to make such appointment and to give proxy instructions, accompanies this Notice.
4. If you are not a member of the Company but have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this 'Appointment of proxies' section. Please read the section 'Nominated Persons' below.
5. A proxy does not need to be a member of the Company. You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Shareholder Helpline on 0370 707 1042 or you may photocopy the Form of Proxy. Please note however, that if restrictions on public gatherings are reintroduced, if you appoint someone other than the Chair as your proxy they may not be permitted to attend the AGM and therefore would not be able to vote your shares.

Calls to the Shareholder Helpline number are charged at the standard rate per minute plus network extras. Overseas holders should contact +44 (0)370 707 1042. Lines are open from 8.00 a.m. to 5.30 p.m. (GMT) Monday to Friday, excluding UK public holidays.

Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given.

All forms must be signed and should be returned together in the same envelope. If you do not have a Form of Proxy and believe that you should have one, please contact the Shareholder Helpline as set out above.

6. Shareholders can:

- (a) appoint a proxy and give proxy instructions by returning the Form of Proxy by post (see notes 7 and 8 below);
- (b) register their proxy appointment electronically (see note 9 below);
- (c) if they hold shares in CREST, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 10 to 13 (inclusive) below); or
- (d) if they are an institutional shareholder, register their proxy appointment through the Proximity platform (see note 14 below).

Appointment of proxies by post

7. To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 11.00 a.m. (GMT) on Wednesday 2 February 2022.
8. In the case of a Shareholder which is a corporation, the Form of Proxy must be executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. The power of attorney or authority (if any) should be returned with the Form of Proxy.

Appointment of proxies electronically

9. Shareholders may appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, Shareholder Reference Number (SRN), and PIN shown on your Form of Proxy and agree to certain terms and conditions. To be valid, your proxy appointment and instructions should reach Computershare no later than 11.00 a.m. (GMT) on Wednesday 2 February 2022.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. 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's specifications and must contain the information required for such instruction, as described in the CREST Manual.

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 Company's agent, Computershare (ID 3RA50), by 11.00 a.m. (GMT) on Wednesday 2 February 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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.

12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

13. 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).

Appointment of proxies through Proxymity

14. If you are an institutional investor you may also 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. Your proxy must be lodged by 11.00 a.m. (GMT) on Wednesday 2 February 2022 in order to be considered valid (or, in the event of any adjournment, at close of business on the day which is two business days prior to the adjourned meeting). 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.

Appointment of proxies by joint holders

15. 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).

Changing proxy instructions

16. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above.

Please note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

17. Where you have appointed a proxy using the Form of Proxy which accompanies this Notice and would like to change the instructions using another hard copy Form of Proxy, please contact the Shareholder Helpline on 0370 707 1042. Calls to this number are charged at the standard rate per minute plus network extras.

Overseas holders should contact +44 (0)370 707 1042. Lines are open from 8.00 a.m. to 5.30 p.m. (GMT) Monday to Friday, excluding UK public holidays.

18. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Terminating your proxy appointment

19. Shareholders may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
20. The revocation notice must be received by Computershare no later than 11.00 a.m. (GMT) on Thursday 3 February 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the AGM and vote in person.

Corporate representatives

21. Any corporation which is a Shareholder 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.

Nominated Persons

22. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act 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. Nominated Persons are advised to contact the Shareholder who nominated them for further information on this and the procedure for appointing any such proxy.
23. 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. Such Nominated Persons are advised to contact the Shareholders who nominated them for further information on this.

Right to ask questions

24. Under section 319A of the Act, any Shareholder attending the AGM has the right to ask questions at the AGM relating to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

Please keep your questions and statements short and relevant to the business of the AGM to allow everyone who wishes to speak the chance to do so. It would be helpful if you could state your name before you ask your question. The Chair may nominate a representative to answer a specific question after the AGM or refer the question to the Company's website.

Website publication of audit concerns

25. Under section 527 of the Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.
26. 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Total voting rights

27. As at 30 December 2021, the latest practicable date prior to the date of this Notice, the Company's issued share capital consisted of 796,113,196 Ordinary Shares (excluding treasury shares) carrying one vote each. 263,499 Ordinary Shares were held in treasury which do not carry voting rights. Therefore, the total number of voting rights in the Company as at 30 December 2021 was 796,113,196.
28. All votes on the Resolutions at the AGM will be taken by way of a poll. The Company considers that a poll is more representative of Shareholders' voting intentions because votes are counted according to the number of shares held and all votes tendered are taken into account. The results of the voting will be announced through a Regulatory Information Service and will be published on our website <https://investors.foodtravelexperts.com/investors/regulatory-news-service.aspx> as soon as reasonably practicable thereafter.

Directors' shareholdings

29. The Directors' holdings as at 30 December 2021 (being the latest practicable date prior to the publication of this Notice) are shown in the table below:

Director	Shares owned outright ¹ at 30 December 2021	Shares owned outright ¹ at 30 September 2021	Change between 1 October 2021 and 30 December 2021
Mike Clasper	105,080	105,080	0
Jonathan Davies	1,583,432	1,583,210	222
Carolyn Bradley ²	31,031	13,031	18,000
Ian Dyson	49,988	49,988	0
Tim Lodge	25,160	25,160	0
Judy Vezmar	19,540	19,540	0
Apurvi Sheth ³	n/a	n/a	n/a
Kelly Kuhn ³	n/a	n/a	n/a

- 1 Shares owned outright¹ includes shares held by persons connected with a Director. It also includes partnership shares purchased, matching shares awarded and dividend shares purchased, under the UK SIP.
- 2 Carolyn Bradley purchased an additional 18,000 shares on 14 December 2021. Had she held these shares as at 30 September 2021, her shareholding as a percentage of her annual fee would have been 114%. Carolyn's shareholding guideline as a percentage of her annual fee is 100%.
- 3 Apurvi Sheth and Kelly Kuhn were appointed as Non-Executive Directors on 1 January 2022.

Documents on display

30. Copies of the Non-Executive Directors' letters of appointment are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, Jamestown Wharf, 32 Jamestown Road, London NW1 7HW from the date of this Notice until the conclusion of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM.

Information available on website

31. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.foodtravelexperts.com along with a copy of the 2021 Annual Report which can be downloaded in PDF format.

Communication

32. Any electronic address provided either in this Notice or any related documents (including the Form of Proxy) may only be used for the limited purposes specified herein and not to communicate with the Company by electronic means or for any other more general purpose.
33. Except as provided above, Shareholders who have general enquiries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- Calling the Shareholder Helpline on 0370 707 1042. Calls to this number are charged at the standard rate per minute plus network extras. Overseas holders should contact +44 (0)370 707 1042. Lines are open from 8.00 a.m. to 5.30 p.m. (GMT) Monday to Friday, excluding UK public holidays; or
 - Contacting our online Shareholder centre at www.investorcentre.co.uk.

Appendix – Definitions

The following definitions apply throughout this document and the Form of Proxy, unless the context otherwise requires:

'2021 Annual Report' the Annual Report and Accounts of the Company for the year ended 30 September 2021;

'Act' the Companies Act 2006, as amended;

'AGM' or 'Annual General Meeting' the Annual General Meeting of the Company convened for 11.00 a.m. on Friday 4 February 2022 (or any adjournment of it), notice of which is set out in this document;

'Board' or 'Directors' the Directors of the Company;

'Company' SSP Group plc (incorporated in England and Wales with registered company number 5735966);

'Computershare' Computershare Investor Services plc (incorporated in England and Wales with registered company number 03498808);

'CREST' the relevant system (as defined in the Uncertificated Securities Regulations 2001 (as amended)) in respect of which Euroclear is the operator (as defined in the Uncertificated Securities Regulations 2001 (as amended));

'CREST Manual' the manual, as amended from time to time, produced by Euroclear describing the CREST system, and supplied by Euroclear to users and participants thereof;

'Employee Share Schemes' the PSP, RSP, the UK SIP and the ISIP;

'Euroclear' Euroclear UK & Ireland Limited;

'Form of Proxy' the form of proxy to be used at the AGM;

'ISIP' the SSP Group plc International Share Incentive Plan (as amended from time to time);

'Notice of AGM' or 'Notice' the notice convening the Annual General Meeting as set out on pages 3 to 5 of this document;

'Ordinary Shares' the ordinary shares of 1^{17/200} pence each in the capital of the Company;

'PSP' the SSP Group plc Performance Share Plan (as amended from time to time);

'Regulatory Information Service' any of the services set out in Appendix 3 to the Listing Rules;

'Resolution(s)' the resolution(s) set out in the Notice of AGM;

'RSP' the SSP Group plc Restricted Share Plan (as amended from time to time);

'Shareholders' holders of Ordinary Shares in the Company;

'UK SIP' the SSP Group plc UK Share Incentive Plan (as amended from time to time); and

'UK' or 'United Kingdom' the United Kingdom of Great Britain and Northern Ireland.

SSP Group plc

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