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SSP Group plc Notice of 2023 Annual General Meeting

To be held at 11.00 a.m. (GMT)
on Thursday 16 February 2023

Travers Smith LLP, 10 Snow Hill, London EC1A 2AL

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 who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in SSP Group plc, please send 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)

How to vote:

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 Tuesday 14 February 2023. 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 Proximity platform if available or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

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Letter from the Chair

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

3 January 2023

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

2023 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 Thursday 16 February 2023 at 11.00 a.m. (GMT). The Notice of AGM and an explanation of the Resolutions proposed are set out on pages 2 to 7.

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. The AGM is an opportunity for you, our Shareholders, to express your views and to ask questions of the Board. We are committed to ensuring our Shareholders are able to raise questions with the Board, regardless of whether they are able to attend the AGM in person. If you have a question in connection with the AGM and you are unable to attend, you can send these to us in advance of the meeting as follows:

- (a) by post addressed to James Shipman, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
- (b) by email to agm@ssp-intl.com.

The Board will seek to respond to questions received by close of business on Friday 3 February 2023 on or before Friday 10 February 2023 ahead of the proxy voting deadline on Tuesday 14 February 2023. Please include your Reference Number ("SRN") with your questions. The SRN can be found on your Form of Proxy or Share Certificate. The Company may consolidate questions of a similar nature to avoid duplication.

Your vote is very important to us. All votes will be by poll, which means that each share carries one vote and all votes count. We strongly encourage you to vote in advance or to appoint the Chair as your proxy by submitting your enclosed Form of Proxy by post or electronically as further detailed to ensure your vote can be counted, whether or not you are able to attend the AGM in person. Appointing a 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 Proxymity 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 Tuesday 14 February 2023.

Whilst we do not expect government restrictions to prevent shareholders from attending the AGM, shareholders are asked to exercise good judgement and not to attend the AGM in person if they are feeling unwell or showing any symptoms of Covid-19 on the day of, or the days leading up to, the AGM.

Publication of the Annual Report

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

Board Changes

As confirmed in the Notice of the Company's 2022 AGM, Patrick Coveney was appointed as the new Group CEO with effect from 31 March 2022. As the first AGM following his appointment, Patrick will be standing for election at the AGM. Resolution 3 seeks approval from our shareholders to elect Patrick to the Board. Information on his skills and experience can be found on page 8.

New Articles of Association

We have undertaken a review of our current Articles of Association and Resolution 19 proposes the adoption of updated Articles of Association. For further details, please see pages 13 and 14.

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 0.32% of the issued Ordinary Shares of the Company.

Electronic Communications

The Company actively encourages all shareholders to register for the electronic communications service. You can register for this by visiting www.investorcentre.co.uk and following the online instructions.

Company Secretary

Helen Byrne, our Group General Counsel and Company Secretary, has informed the Board of her intention to retire with effect from the conclusion of the AGM. On behalf of the Board, I would like to thank her for her longstanding dedication and wise counsel to the Board and the business. We are delighted to announce that Fiona Scattergood will succeed Helen in this role. Fiona has a wealth of knowledge and experience, having joined SSP in 2011 and worked as Group Legal Director for the past six years.

Yours faithfully



Mike Clasper
Chair

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 Thursday 16 February 2023 at 11.00 a.m. (GMT). You will be asked to consider and vote on the Resolutions below. Resolutions 15 to 19 (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 5 to 7 and Appendix 1 on pages 13 and 14 in respect of Resolution 19. Biographical information detailing the skills and experience of each Director seeking election or re-election can be found on pages 8 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 2022.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 30 September 2022.

Election and Re-election of Directors

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

Auditor

11. 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.
12. To authorise the Directors to determine the remuneration of the Auditor of the Company.

Political Donations

13. 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 2024 or at the close of business on 16 May 2024, 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

14. 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 £2,880,780; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £5,761,561 (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; 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,

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 16 May 2024, 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)*

15. That, subject to the passing of Resolution 14, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) pursuant to sections 570 and 573 of the Act for cash under the authority given by Resolution 14 and/or sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to:
- (a) the allotment of equity securities or sale of treasury shares 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 14 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;
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £432,117.

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 16 May 2024, 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 (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) 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)*

16. That, subject to the passing of Resolution 14, the Directors be authorised, in addition to any authority granted under Resolution 15, to allot equity securities (as defined in section 560(1) of the Act) pursuant to sections 570 and 573 for cash under the authority given by Resolution 14 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £432,117; 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 published by the Pre-Emption Group in March 2015.

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 16 May 2024, 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 (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

Purchase of own Shares*

17. 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 79,652,919 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 2024 or at the close of business on 16 May 2024, 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*

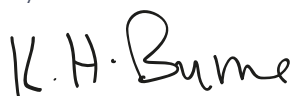
18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Amendment of Articles of Association*

19. That, with effect from the conclusion of the Annual General Meeting and pursuant to section 21(1) of the Companies Act 2006, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chair, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

*Special resolution

By order of the Board



Helen Byrne

General Counsel and Company Secretary

3 January 2023

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 14 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 15 to 19 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 2022.

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 120 to 144 of the 2022 Annual Report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

The vote on the Directors' Remuneration Report does not include the Directors' Remuneration Policy set on pages 136 to 144 which was approved by shareholders at our 2021 AGM with a vote of 90.21% in favour. For further details see note 38.

Resolutions 3 to 10 – Election and Re-election of Directors

Resolutions 3 to 10 are to approve the election of Patrick Coveney and the re-election of Mike Clasper, Jonathan Davies, Carolyn Bradley, Tim Lodge, Judy Vezmar, Kelly Kuhn and Apurvi Sheth. In accordance with the UK Corporate Governance Code (the "Code"), all Directors are subject to annual re election or, in the case of Patrick Coveney, election by the Shareholders at the AGM.

The Directors believe that the Board offers an appropriate balance of knowledge and skills. The Chair confirms that, following the internal board evaluation conducted during the 2022 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 on pages 8 and 9 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 why Patrick Coveney should be elected. See also pages 106 to 107 of the Annual Report for details of the skills review carried out during the year.

As set out on page 95 of the Annual Report 2022, the Board has concluded that each of the Non-Executive Directors is independent under the terms of the Code.

Resolutions 11 and 12 – Auditor

Resolution 11 proposes the re-appointment of KPMG LLP as Auditor of the Company until the conclusion of the Company's annual general meeting in 2024. 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 12 grants this authority to the Directors.

Resolution 13 – Political Donations

Resolution 13 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 2024 or at the close of business on 16 May 2024, whichever is sooner.

Resolution 14 – Directors' Authority to Allot Shares

Resolution 14 is proposed to renew the Directors' power to allot shares. Resolution 14 (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 £2,880,780. This represents approximately one-third of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

In accordance with the Investment Association's Share Capital Management Guidelines (the "Guidelines"), Resolution 14(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 £5,761,561 as reduced by the nominal amount of any shares issued under Resolution 14 (a). This amount (before any reduction) represents approximately two-thirds of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

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 2024 or at the close of business on 16 May 2024, 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 the Latest Practicable Date, 263,499 shares were held by the Company in treasury, which represented approximately 0.03% of the issued Ordinary Share capital of the Company.

Resolutions 15 and 16 – Disapplication of Pre-emption Rights*

Resolutions 15 and 16 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.

Resolutions 15 and 16 seek authority from shareholders in line with the Investment Association's Share Capital Management Guidelines (as updated in July 2016), the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the "2015 Statement of Principles"), and the template resolutions published by the Pre-Emption Group in May 2016.

The Board notes that the Pre-Emption Group published a revised statement of principles and template resolutions for the disapplication of pre-emption rights in November 2022, which include increased thresholds in relation to the disapplication of pre-emption rights. At this time, the Board considers it appropriate to follow the 2015 Statement of Principles but will continue to keep this under review.

The authority under Resolution 15 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 £432,117, which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

Resolution 16 would give the Directors authority to allot equity securities (and sell treasury shares) up to a further aggregate nominal amount of £432,117, which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date, for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the 2015 Statement of Principles.

The disapplication authorities under Resolutions 15 and 16 are in line with the authority sought at the AGM last year and the guidance set out in the 2015 Statement of Principles. The 2015 Statement of Principles allow a board to allot equity securities or sell treasury 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 2015 Statement of 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 16) without prior consultation with Shareholders.

The Board has no current intention to exercise the authorities sought under Resolutions 15 and 16.

The authorities contained in Resolutions 15 and 16 will expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 16 May 2024, whichever is sooner.

Resolution 17 – Purchase of own Shares*

Resolution 17 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 17 to purchase up to 79,652,919 Ordinary Shares (equivalent to 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date). This Resolution renews the authority granted by Shareholders at the 2022 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 2024 or at the close of business on 16 May 2024, whichever is sooner.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange.

As at the Latest Practicable Date, the total number of Ordinary Shares that may be issued on the exercise of outstanding options and awards amounted to 8,585,881, which represents 1.08% of the Company's issued Ordinary Share capital (excluding treasury shares) on that date. This is calculated exclusive of dividend equivalents which may accrue at the time of vesting. Assuming no further shares are issued or repurchased and no options or awards are granted after the Latest Practicable Date, if this authority to purchase shares was exercised in full, the total number of outstanding options and awards referred to above would represent 1.20% of the Company's issued Ordinary Share capital (excluding treasury shares).

Resolution 18 – Notice period for general meetings, other than an annual general meeting*

Resolution 18 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.

Resolution 19 – Amendment of Articles of Association*

Resolution 19 proposes that the Company adopts updated Articles of Association (the "New Articles"), principally in order to reflect developments in law and practice since the Company's current articles (the "Current Articles") were last amended substantially in 2014. A copy of the New Articles, together with a copy marked to show the changes from the Current Articles, is available for inspection and can be viewed on the Company's website.

A summary of the principal changes is set out in Appendix 1.

Recommendation

The Directors consider that each of the Resolutions is in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that all shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

*Special resolution

Directors' biographies



Mike Clasper, CBE Chair

Nationality: British
Date of appointment:
 1 November 2019 as a Non-Executive Director and 26 February 2020 as Chair
Committees:
 Nomination Committee (Chair)

Key skills and contribution:

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. With a CBE for services to the environment, ensuring the continued sustainability of the Company is of upmost importance to Mike. His leadership and business insights have been and remain critical in guiding the Board and supporting the Business as the Group has navigated through the Covid-19 recovery phase, implementation of our sustainability targets and transition of executive leadership.

External appointments:

Chair of Bioss International Ltd, Trustee of Heart Cells Foundation, 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. He is also the former Chair of Coats Group plc, HM Revenue & Customs and Which? Limited and the former Senior Independent Director of Serco Group plc and ITV plc.



Patrick Coveney Group CEO

Nationality: Irish
Date of appointment:
 31 March 2022

Key skills and contribution:

Patrick is a strong and strategic leader with extensive industry knowledge having spent 14 years as CEO at Greencore Group plc, a leading convenience food producer, as well as holding non-executive positions at various F&B companies. Through his executive career, Patrick has demonstrated a strong track record of delivering growth whilst embedding sustainability. Patrick's strong focus on colleagues, customers and culture alongside his proven ability to quickly develop strong relationships make him well placed to lead SSP to future success.

External appointments:

Non-executive director of OFI Group Limited.

Previous experience:

Patrick spent 14 years as Group CEO of Greencore Group plc, having joined in 2005 as CFO. Prior to Greencore, he worked for nine years at McKinsey & Company in Europe and North America, latterly as Managing Partner for Ireland. Patrick has also held a non-executive director position on Glanbia plc and was formerly Chair of Core Media and President of the Institute of Grocers and Distributors.



Jonathan Davies Deputy Group CEO & CFO

Nationality: British
Date of appointment:
 2004 as CFO and 1 September 2021 as Deputy Group CEO & CFO

Key skills and contribution:

Jonathan brings extensive financial, strategic and commercial experience to the Board with over 29 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 capital markets experience, enables him to provide clear financial, operational and strategic oversight to the Company as it looks to implement its strategy. This expertise has been vital as Jonathan has managed us through the pandemic and the transition to new leadership. His external non-executive role further augments his strong board-level experience.

External appointments:

Senior Independent 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).



Carolyn Bradley Senior Independent Non-Executive Director (SID)

Nationality: British
Date of appointment:
 1 October 2018 as a Non-Executive Director and 21 February 2019 as SID
Committees:
 Remuneration Committee (Chair)
 Audit Committee (Member)
 Nomination Committee (Member)

Key skills and contribution:

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 Director and Remuneration Committee Chair. Last year as Senior Independent Director, Carolyn provided strong support to the Chair in the recruitment process which led to the appointment of our new Group CEO 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 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 Director at Marston's plc. Carolyn was also formerly a Trustee and the Deputy Chair of Cancer Research UK (stepping down in October 2022).



Tim Lodge
Independent Non-Executive
Director

Nationality: British
Date of appointment:
1 October 2020
Committees:
Audit Committee (Chair)
Nomination Committee (Member)

Key skills and contribution:

Tim is an experienced former public company CFO with a strong financial, accounting and audit committee background. He has significant international commercial experience in businesses with complex global operations and supply chains in the food and beverage sector. Tim's recent and relevant financial 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 at 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 Arysza AG.



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

Nationality: American
Date of appointment:
1 August 2020
Committees:
Remuneration Committee (Member)
Nomination Committee (Member)

Key skills and contribution:

Judy has extensive knowledge of running complex international businesses, bringing significant expertise to the Board in the field of data and analytics, which in turn supports the Board in its continued investment in technology and automation. Judy's strong people focus is the foundation for her role as Designated Non-Executive Director for Workforce Engagement, where she supports the Board in 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.



Kelly Kuhn
Independent Non-Executive
Director

Nationality: American
Date of appointment:
1 January 2022
Committees:
Audit Committee (Member)
Nomination Committee (Member)

Key skills and contribution:

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 is a valuable addition to the Board as it continues to deepen its relationships with stakeholders. The Board welcomes Kelly's strong background in executive sponsorship of responsible business efforts – including environmental as well as diversity, equity, and inclusion – as it continues 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 the McChrystal Group. 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.



Apurvi Sheth
Independent Non-Executive
Director

Nationality: Singaporean
Date of appointment:
1 January 2022
Committees:
Remuneration Committee (Member)
Nomination Committee (Member)

Key skills and contribution:

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 where she has broad M&A experience, which adds great insight to our growth ambitions in this region. 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 the DE&I agenda and is a leader of Women's forums and a trainer in a local talent organisation.

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.

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 Tuesday 14 February 2023 (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) on 16 February 2023. 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 2022 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. 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 Proximity platform if available or if you hold shares in CREST, by using the CREST electronic proxy appointment service.
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' on page 11.
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. 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.
6. Please note that if you appoint someone other than the Chair as your proxy and they are not able to attend the AGM for any reason, they would not be able to vote your shares.

7. 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 in note 5.

8. Shareholders can:
 - (a) appoint a proxy and give proxy instructions by returning the Form of Proxy by post (see notes 10 and 11);
 - (b) register their proxy appointment electronically (see note 12);
 - (c) if they hold shares in CREST, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 13 to 16); or
 - (d) if they are an institutional shareholder, register their proxy appointment through the Proximity platform (see note 17).
9. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in note 13) or appointment of a proxy through the Proximity platform (as described in note 17) will not prevent a shareholder attending the AGM and voting in person if they wish to do so (subject to Government guidance at the relevant time).

Appointment of proxies by post

10. 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 Tuesday 14 February 2023.
11. 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

12. 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 Tuesday 14 February 2023.

Appointment of proxies through CREST

13. 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.
14. 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 Tuesday 14 February 2023. 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.
15. 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.
16. 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

17. 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 Computershare. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 a.m. (GMT) on Tuesday 14 February 2023 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

18. 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

19. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above.
20. Please note that the cut-off time for receipt of proxy appointments set out in these notes also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.
21. 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.
22. 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

23. 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.
24. The revocation notice must be received by Computershare no later than 11.00 a.m. (GMT) on Wednesday 15 February 2023. 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

25. 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

26. 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 them and the Shareholder by whom they were 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.
27. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they 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

28. 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.

29. 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.

30. If you have a question in connection with the business of the AGM it can also be submitted ahead of the AGM by:

- (a) post addressed to James Shipman, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK; or
- (b) email to agm@ssp-intl.com.

The Board will seek to respond to questions received by close of business on Friday 3 February 2023 on or before Friday 10 February 2023. Please include your Reference Number ("SRN") with your questions. The SRN can be found on your Form of Proxy or Share Certificate. The Company may consolidate questions of a similar nature to avoid duplication. The limitations to answering questions set out in note 28 also apply to written questions submitted ahead of the AGM.

Conduct at the AGM

31. Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.

Website publication of audit concerns

32. 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.
33. 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

34. As at the Latest Practicable Date, the Company's issued share capital consisted of 796,529,196 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 the Latest Practicable Date was 796,529,196.
35. 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 www.foodtravelexperts.com/investors/regulatory-news/ as soon as reasonably practicable thereafter.

Documents on display

36. 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

37. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.foodtravelexperts.com/investors/shareholder-centre/ along with a copy of the 2022 Annual Report, which can be downloaded in PDF format.
38. Details of the votes cast at the AGM in March 2021 in respect of the approval of the Directors' Remuneration Policy were as follows: (a) 355,039,577 (90.21%) in favour; (b) 38,517,522 (9.79%) against; and (c) 24,313,211 votes withheld. The full 2021 AGM results can be found at www.foodtravelexperts.com/investors/shareholder-centre/.

Communication

39. 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.
40. Except as provided in these notes, 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.

Privacy

41. Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers), will be processed in line with the Company's privacy policy which is available on our website at www.foodtravelexperts.com/privacy-notice/.

Appendix 1 – Summary of the principal changes to the Company's Articles of Association

It is proposed that the Company adopt new Articles of Association (the "New Articles") in place of the existing Articles of Association, which were last substantively amended in 2014 (the "Current Articles").

The principal changes in the New Articles are summarised on pages 13 and 14 and references to article numbers are to the New Articles. The changes in the New Articles are intended to reflect developments in market practice, certain legal and regulatory changes and provide additional flexibility where this is considered appropriate.

In addition, the Company has taken the opportunity to incorporate amendments of a more minor, technical or clarifying nature which are not summarised below. These seek to modernise the language in the document and clarify how certain provisions should operate.

A copy of the New Articles, together with a copy marked to show the changes from the Current Articles, is available for inspection and can be viewed on the Company's website at www.foodtravelxperts.com/investors/shareholder-centre/.

Share warrants to bearer

The provisions relating to bearer shares have been removed in light of the Small Business, Enterprise and Employment Act 2015, which prohibits the creation of new bearer shares and requires existing bearer shares to be converted into registered shares.

Authority to allot shares and pre-emption rights

Under the Current Articles, the Board is permitted to allot shares (or grant certain rights over shares) up to an amount authorised by the Shareholders in accordance with section 551 of the Companies Act 2006 and, in certain circumstances, as if the existing Shareholders' right of pre-emption contained in section 561 of the Companies Act 2006 did not apply. The Board considers it appropriate that these provisions are deleted and are not included in the New Articles as they are not required by law and the Company, in line with institutional investor guidance, seeks annual Shareholder authorities to grant the Directors authority to allot and to disapply pre-emption rights.

Deferred shares

The provisions relating to deferred shares have been removed, following the cancellation of the issued deferred ordinary share capital of the Company in 2015.

Sub-division of shares

The New Articles, in line with market practice, provide that new rights may be attached to any new shares that are created by a resolution to sub-divide shares, including the ability to create deferred shares so as to make administering any sub-division of shares more straightforward.

Authority to purchase own shares

Under the Companies Act 1985, a company required specific enabling provisions in its Articles of Association to purchase its own shares, as well as shareholder authority. The Current Articles include these enabling provisions. Under the Companies Act 2006, a company only requires shareholder authority to do any of these things and it is no longer necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

Hybrid meetings

The New Articles give the Directors the power to convene a hybrid general meeting, being a meeting that has the facilities for shareholders to attend both in a physical place and via electronic platforms. The New Articles do not give the Directors the power to hold a solely electronic general meeting. The provisions included in the New Articles include, for example, the details that need to be provided to shareholders if such a meeting is to be held and a requirement that all resolutions must be taken on a poll in the event of a hybrid meeting. The Directors consider that the Company should properly have the ability to convene hybrid meetings should the circumstances require this.

Postponement/Change of general meeting

In line with current market practice, the New Articles provide flexibility to permit the notice of any change or postponement to be advertised in the manner that the Directors (in their discretion) decide, as opposed to this being limited to advertising in a national newspaper.

Section 793 notices

The New Articles, in line with market practice, provide that, where a Shareholder is in default and has failed to comply with a s.793 notice in respect of their shares (the "default shares"), any sanctions attaching to the default shares shall also apply to any new shares issued to such defaulting Shareholder as a result of their ownership of the default shares.

Maximum number of Directors

The Current Articles do not state a maximum number of Directors but, in line with best corporate governance, the New Articles propose that the Company shall have a maximum of 15 Directors.

Decision-making of the Board:

The New Articles have been updated to provide additional flexibility in how decisions are made by the Board, including by majority agreement to a written resolution, and by unanimous consent by any other means.

Scrip dividends

In accordance with the Investment Association Share Capital Management Guidelines 2016, the expiry period for an ordinary resolution authorisation in respect of a scrip dividend has been capped at three years.

Dividend payment method

The New Articles allow for greater flexibility in the methods of payment of dividends, including payment by bank transfer, electronic means or any other manner as the directors may decide.

Unclaimed dividends

To reflect current market practice, provisions have been included to enable the Company to make use of those unclaimed dividends after one year.

Nomination notices

The New Articles include provisions setting out the form and content of nomination notices under the "Information Rights" regime in sections 146 to 151 of the Companies Act 2006, which gives members of traded companies who hold shares as nominees the right to allow the underlying owners to receive information about the Company. While this right exists as a matter of law, it is usual practice to include specific provision in a company's Articles of Association to provide greater certainty regard the process.

Untraced members

In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by Shareholders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced Shareholders of an intention to sell their shares by way of an advertisement in both a national daily newspaper and a local newspaper circulating in the area in which the Shareholder's last known postal address is. Under the New Articles, the Company must instead send a notice to the last registered or known address of the Shareholder and use reasonable steps to trace the Shareholder including, if considered appropriate, using a professional asset reunification company or other tracing agent. Additionally, under the New Articles, in respect of the proceeds of shares sold on behalf of an untraced member, if they are not validly claimed within six years of the sale, they will belong to the Company.

Minor amendments

As the Board is proposing to adopt the New Articles to make the changes described above, the opportunity has been taken generally to incorporate amendments of a minor, technical or clarifying nature. This includes updating provisions relating to the transfer of, and payments with respect to, uncertificated shares to align with the applicable regulations, adding market standard circumstances pursuant to which a person ceases to be a Director, adding market standard carve outs to the conflicts of interest provisions, updating provisions to reflect current statutory and regulatory rules and removing redundant provisions.

Appendix 2 – Definitions

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

“2022 Annual Report” means the Annual Report and Accounts of the Company for the year ended 30 September 2022;

“Act” means the Companies Act 2006, as amended;

“AGM” or “Annual General Meeting” means the Annual General Meeting of the Company convened for 11.00 a.m. on Thursday 16 February 2023 (or any adjournment of it), notice of which is set out in this document;

“Board” or “Directors” means the Directors of the Company;

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

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

“CREST” means 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” means 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” means the PSP, RSP, the UK SIP and the ISIP;

“Euroclear” means Euroclear UK & International Limited;

“Form of Proxy” means the form of proxy to be used at the AGM;

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

“Latest Practicable Date” means 29 December 2022 (being the latest practicable date prior to the publication of this Notice);

“Notice of AGM” or “Notice” means the notice convening the Annual General Meeting as set out on pages 2 to 4 of this document;

“Ordinary Shares” means the ordinary shares of 117/200 pence each in the capital of the Company;

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

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

“Resolution(s)” means the resolution(s) set out in the Notice of AGM;

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

“Shareholders” means holders of Ordinary Shares in the Company;

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

“UK” or “United Kingdom” means the United Kingdom of Great Britain and Northern Ireland.

SSP Group plc

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www.foodtravelexperts.com
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