

SSP Group plc Notice of 2026 Annual General Meeting

To be held at 10.00 am (GMT)
on Friday 23 January 2026

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)

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 of the Company 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 23 January 2026 at 10.00 am (GMT) is set out on pages 2 to 4 of this document.

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 10.00 am (GMT) on Wednesday 21 January 2026.

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 or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

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10 December 2025

Dear Shareholder,

2026 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 23 January 2026 at 10.00 am (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 want to ensure 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 this 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,

in each case so as to be received by 10.00 am (GMT) on Wednesday 21 January 2026.

The Board will endeavour to respond to relevant questions received by close of business on Monday 12 January 2026 on or before Monday 19 January 2026 to provide Shareholders with time to consider the responses to questions ahead of the proxy voting deadline on Wednesday 21 January 2026. The Board will attempt to reply to any questions received after Monday 12 January 2026 as soon as reasonably practicable. Replies will either be made by return email or published on the investor relations section of our website (www.foodtravelxperts.com/investors), as deemed appropriate by the Board. Please include your Shareholder 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 below, 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 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 10.00 am (GMT) on Wednesday 21 January 2026.

Publication of the Annual Report

The SSP Group plc Annual Report and Accounts 2025 is available on the Company's website at www.foodtravelxperts.com/investors/results-presentations-and-reports. If you have elected to receive shareholder correspondence in hard copy, then the 2025 Annual Report will accompany this Notice of AGM.

Board Changes

As previously announced, I am stepping down as Chair of the Board following the conclusion of this year's AGM and am therefore not seeking re-election. I would like to thank the Board for their support over the past 6 years and say that it has been a privilege to serve as SSP's Chair during this time.

The search for a new Chair is well underway. In the event that the new Chair is not in place by the time of the AGM, Carolyn Bradley will assume the role on an interim basis. Having served on the Board since 2018, Carolyn brings extensive board experience, proven leadership as Senior Independent Director and Remuneration Committee Chair, and a strong background of shareholder engagement, ensuring continuity and high levels of governance during the transition following my retirement. Carolyn is leading the search for a new Chair and I'm certain that the new Chair will be well placed to lead the next phase of SSP's multi-year strategy, accelerating the creation of shareholder value.

As announced last year, Geert Verellen was appointed Group CFO with effect from 9 June 2025 and, as this is his first AGM since joining the Board, he will be seeking election. Further details of his skills and experience are set out on page 8 of this Notice. On behalf of the Board, I would also like to thank our Deputy CEO and former CFO, Jonathan Davies, for his outstanding service and significant contribution to SSP over the past two decades.

Auditor

During the year, the Audit Committee undertook a competitive tender and, following a detailed and rigorous process, recommended to the Board the appointment of Grant Thornton as the Company's external auditor for the financial year ending 30 September 2026. Full details of the tender process can be found on page 117 of the 2025 Annual Report. The Board is now recommending the appointment of Grant Thornton be approved by shareholders.

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 0.22% 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. You can also add a payment instruction to receive your dividend electronically and if you are a Shareholder who resides outside the UK, you can nominate the currency you wish to receive your dividend in.

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 Friday 23 January 2026 at 10.00 am (GMT). You will be asked to consider and vote on the Resolutions below. Resolutions 15 to 18 (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. 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 2025.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the financial year ended 30 September 2025.

Final Dividend

3. That the final dividend recommended by the Directors of 2.8 pence per Ordinary Share for the financial year ended 30 September 2025 be declared payable on 27 February 2026 to all members whose names appear on the Company's register of members at 6.00 pm on 30 January 2026.

Re-election and Election of Directors

4. To re-elect Carolyn Bradley as a Director of the Company.
5. To re-elect Patrick Coveney 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 re-elect Apurvi Sheth as a Director of the Company.
9. To re-elect Karina Deacon as a Director of the Company.
10. To elect Geert Verellen as a Director of the Company.

Auditor

11. To appoint Grant Thornton UK 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 £100,000;
 - (b) make political donations to political organisations, other than political parties not exceeding £100,000; and
 - (c) incur political expenditure not exceeding £100,000,

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 2027 or at the close of business on 23 April 2027, whichever is sooner, provided that the aggregate expenditure under paragraphs (a), (b) and (c) shall not exceed £100,000 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 £2,866,620; and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £5,733,240 (such amount to be reduced by any allotments made under paragraph (a) above) in connection with a fully pre-emptive offer 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 2027 or at the close of business on 23 April 2027, 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) for cash under the authority given by Resolution 15 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 fully pre-emptive offer 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 £859,986; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2027 or at the close of business on 23 April 2027, 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)*

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) 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 £859,986, used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this notice; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2027 or at the close of business on 23 April 2027, 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.

Notice of Annual General Meeting continued

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 79,261,387;
 - (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 2027 or at the close of business on 23 April 2027, 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 is 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.

*Special resolution

By order of the Board



Fiona Scattergood
General Counsel and Company Secretary

10 December 2025

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 18 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 2025.

Resolution 2 – Directors' Remuneration Report

In accordance with section 439 of the Act, Shareholders are requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 118 to 140 of the 2025 Annual Report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolution 3 – Final Dividend

Resolution 3 recommends that a final dividend of 2.8 pence per Ordinary Share be declared for the financial year ended 30 September 2025. If approved, the recommended final dividend will be paid on 27 February 2026 to all Shareholders whose names appear on the Company's register of members at 6.00 pm on 30 January 2026.

Resolutions 4 to 10 – Re-election and election of Directors

Resolutions 4 to 10 are to approve the re-election of Carolyn Bradley, Patrick Coveney, Tim Lodge, Judy Vezmar, Apurvi Sheth and Karina Deacon and the election of Geert Verellen, this being his first AGM since his appointment. In accordance with the Code, all Directors are subject to annual re-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 review conducted during the 2025 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 to 9 of this document 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 who puts themselves forward for consideration should be re-elected or elected. See also page 105 of the 2025 Annual Report for details of the skills review carried out during the year.

As set out on page 85 of the 2025 Annual Report, the Board has concluded that each of the Non-Executive Directors is independent under the terms of the Code.

Mike Clasper is not standing for re-election as Chair. The search for a new Chair is well underway. In the event that a new Chair is not in place by the time of the AGM, Carolyn Bradley, Senior Independent Director, will take on the role as Interim Chair. An experienced Non-Executive Director and Senior Independent Director, with over 7 years tenure at SSP, she is well placed to lead the business during any interim period.

Resolutions 11 and 12 – Auditor

The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to Shareholders.

During the financial year ended 30 September 2025, the Audit Committee undertook a formal tender process for the external audit in accordance with applicable regulatory requirements and best practice guidance. KPMG LLP, the Company's current auditor, was not invited to participate in the tender due to the longevity of its appointment.

Following a competitive selection process (more details of which can be found on page 117 of the 2025 Annual Report), the Audit Committee recommended, and the Board approved, that a resolution be put to shareholders for approval at the 2026 AGM, appointing Grant Thornton UK LLP as the Group's auditor for the year ending 30 September 2026.

KPMG LLP's resignation is effective from the conclusion of the AGM on 23 January 2026. In accordance with the Companies Act 2006, KPMG LLP has provided a statement confirming that there are no circumstances connected with their resignation that they consider should be brought to the attention of the Company's members or creditors, a copy of which is provided in Appendix 2 of this notice.

Accordingly, resolution 11 proposes the appointment of Grant Thornton UK LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

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 £100,000 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 2027 or at the close of business on 23 April 2027, whichever is sooner.

Explanation of resolutions continued

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 £2,866,620. This represents approximately one-third of the Company's issued Ordinary Share capital 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 fully pre-emptive offer in favour of Shareholders up to an aggregate nominal value of £5,733,240 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 as at the Latest Practicable Date.

The authorities sought under paragraphs (a) and (b) of Resolution 14 will expire at the conclusion of the annual general meeting of the Company to be held in 2027 or at the close of business on 23 April 2027, whichever is sooner. The Directors have no current intention of exercising either of the authorities under this Resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing its financial resources.

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.

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 Resolution 15, paragraph (a)) up to an aggregate nominal amount of £859,986, which represents approximately 10% of the Company's issued Ordinary Share capital as at the Latest Practicable Date; and
- (c) allotments or sales (otherwise than under Resolution 15 paragraphs (a) and (b)) up to an aggregate nominal amount of £171,997, which represents approximately 2% of the Company's issued Ordinary Share capital as at the Latest Practicable Date, to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolution 16 would give the Directors authority to (i) allot a further 10% of the Company's issued Ordinary Share capital 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 Statement of Principles, and (ii) allot or sell shares (otherwise than under paragraph (i)) up to an aggregate nominal amount of £171,997, which represents approximately 2% of the Company's issued Ordinary Share capital, as at the Last Practicable Date, to be used only for the purposes of making a follow on offer to retail investors or existing investors not allocated shares in the offer.

The disapplication authorities under Resolutions 15 and 16 are in line with the guidance set out in the current Statement of Principles.

The Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer: (i) up to 10% of a company's issued share capital (excluding treasury shares) for use on an unrestricted basis; and (ii) up to a further 10% of a company's issued share capital (excluding treasury shares) 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 12 month period and is disclosed in the announcement of the issue; and (iii) in the case of both (i) or (ii), up to an additional 2% in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The Directors confirm that, in considering the exercise of the authority under Resolutions 15 and 16, they intend to follow the shareholder protections set out in Part 2B of the Statement of Principles to the extent reasonably practicable. However, 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 2027 or at the close of business on 23 April 2027, whichever is sooner.

Explanation of resolutions continued

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.

Authority is sought in Resolution 17 to purchase up to 79,261,387 Ordinary Shares (equivalent to 10% of the Company's issued Ordinary Share capital as at the Latest Practicable Date). This Resolution renews the authority granted by Shareholders at the 2025 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 2027 or at the close of business on 23 April 2027, whichever is sooner.

As announced on 9 October 2025, the Company is undertaking a share buyback programme of up to £100m during the financial year ended 30 September 2026. The Directors intend that all ordinary shares purchased under this authority be immediately cancelled, thereby reducing the number of ordinary shares in issue. 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 25,628,142, which represents 3.23% of the Company's issued Ordinary Share capital 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 3.59% of the Company's issued Ordinary Share capital.

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.

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



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. He spent 14 years as CEO at leading convenience food producer Greencore Group plc, as well as holding non-executive positions at various food and beverage companies. Through his executive career, Patrick has demonstrated a strong track record of driving performance and delivering sustainable returns, underpinned by disciplined execution and long-term growth. Patrick's combination of strong communication skills, business acumen and deep understanding of stakeholder priorities have helped establish a strong foundation for performance delivery and value creation. His external non-executive role augments his strong board-level experience and brings fresh external insights to board discussions.

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 this, he spent nine years at McKinsey & Company in Europe and North America, latterly as Managing Partner for Ireland. Patrick was previously Non-Executive Director at Glanbia plc, Chair of Core Media and President of the Institute of Grocers and Distributors, as well as spending four years as the Chair of the Commercial Board for Munster Rugby.



Geert Verellen
Group CFO

Nationality: Belgian
Date of appointment:
9 June 2025

Key skills and contribution

Geert brings extensive financial and operational expertise gained across international consumer, food, and retailing businesses. Geert has a background of strengthening risk management processes and enhancing capital allocation discipline, particularly in high-growth and complex environments. His collaborative approach and analytical rigour support effective governance and performance monitoring, while his experience in diverse sectors adds valuable perspective to Board discussions. Geert will play a pivotal role in shaping SSP's financial strategy and operational resilience.

External appointments

N/A

Previous experience

Before joining SSP, Geert held the role of CFO at Maple Leaf Foods, a Toronto Stock Exchange listed multinational food manufacturing company. Prior to that, he served as Regional CFO for Canada, Japan & India at Walmart Inc, and he held multiple senior finance roles at Delhaize Group, a listed Belgian retailer. He started his career as an auditor at PwC.



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 emphasis to the Board. Over the year, she has maintained a clear focus on ensuring our remuneration policy aligns with high quality performance and strategic delivery through her role as Remuneration Committee Chair. As Senior Independent Director, Carolyn supports the Chair, particularly on Board composition and effectiveness. Carolyn also plays an active role in shareholder engagement, helping ensure that investor views are considered in Board decision-making. In the event that the Company has not identified a new chair by the 2026 AGM, Carolyn will step in as interim Chair.

External appointments

Chair of Roald Dahl's Marvellous Children's Charity and Non-Executive Director at the Mentoring Foundation.

Previous experience

Carolyn spent over 25 years at Tesco, in various operating, commercial and marketing roles. She formerly served as Chair of TheWorks.co.uk plc, Senior Independent Director at Marston's plc and Non-Executive Director at Majid Al Futtaim Retail LLC, Legal & General Group plc and B&M European Value Retail S.A., She was also Trustee and Deputy Chair at Cancer Research UK and an Advisory Board member of Cambridge Judge Business School.



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 along with his considerable insight on risk, controls and business transformation projects position him well to promote our strategic and financial resilience and to guide our compliance with the control requirements of the new Corporate Governance Code

External appointments

Non-Executive Director and Chair of the Audit Committee of Serco Group plc and Howden Joinery Group Plc. Tim is also Senior Independent Director at Arco Limited, Director of An African Canvas (UK) Limited and Trustee of Gambia School Support.

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 and Chair of the Management Committee of The Worshipful Company of Cordwainers.

Directors' biographies continued



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, automation and efficiency. 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 promoting the employee voice in the boardroom and cascading the Company's culture from the Board throughout the business.

External appointments

Founding investor and advisor to Gypsy Bean Coffee Roasters in the USA.

Previous experience

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



Apurvi Sheth
Independent Non-Executive
Director

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

Key skills and contribution

Apurvi has extensive executive experience spanning more than 30 years across international food and beverage companies. Having spent the majority of her career in India and Southeast Asia, she has strong knowledge of the region and emerging markets. Apurvi's breadth of executive experience, born out of her accounting and commerce background, and focus on innovation and value creation complement the Board's existing skills and experience as it looks to drive performance and margin across the business. Apurvi has a Marketing Specialism in her MBA and is also passionate about the DE&I agenda. She is a leader of Women's forums and a trainer in a local talent organisation.

External appointments

Non-Executive Director and member of the Audit Committee at Intertek plc.

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.



Karina Deacon
Independent Non-Executive
Director

Nationality: Danish
Date of appointment:
1 January 2025
Committees:
Audit Committee (Member)
Remuneration Committee (Member)
Nomination Committee (Member)

Key skills and contribution

Karina is an experienced leader with a strong financial background and significant experience in travel and services industries aligned with SSP's markets. Having worked in leadership roles within complex, international companies, Karina brings valuable industry experience across numerous areas including finance, business transformation, capital markets, M&A, strategy planning and risk management. She also brings additional breadth and diversity to the Board as it focuses on performance and delivery of SSP's strategic priorities.

External appointments

Non-Executive Director and Chair of the Audit Committee at VELUX A/S, Norwegian Air Shuttle ASA, Maersk Training A/S and Weibel Scientific A/S. Karina was appointed NED and Chair of the Finance & Risk Committee at Whiteaway Group A/S in October 2025 and is also a Faculty Member of Copenhagen Business School's Executive Board Education.

Previous experience

Having started her career as an auditor with PricewaterhouseCoopers, Karina held various management positions at large, Danish-listed companies, spending 13 years with the facility management company ISS A/S, four years as Group CFO of the cleaning equipment manufacturer Nilfisk A/S, as well as four years as Group CFO of Saxo Bank A/S. Karina was also Group CFO of the shipping and logistics company DFDS A/S.

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 21 January 2026 (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 09.30 am (GMT) on Friday 23 January 2026. 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 2025 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 Proxymity platform 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 8.30 am to 5.30 pm (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 they are 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 18); or
- (d) if they are an institutional shareholder, register their proxy appointment through the Proxymity platform (see note 19).

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 Proxymity platform (as described in note 19) will not prevent a shareholder attending the AGM and voting in person if they wish to do so.

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 10.00 am (GMT) on Wednesday 21 January 2026.
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 10.00 am (GMT) on Wednesday 21 January 2026.

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.

Notes to the Notice of Annual General Meeting continued

15. 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 10.00 am (GMT) on Wednesday 21 January 2026. 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.
16. 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.
17. 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 their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. 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

19. 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 10.00 am (GMT) on Wednesday 21 January 2026 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

20. 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

21. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above.
22. 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.
23. 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 8.30 am to 5.30 pm (GMT) Monday to Friday, excluding UK public holidays.
24. 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

25. 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.
26. The revocation notice must be received by Computershare no later than 10.00 am (GMT) on Thursday 22 January 2026. 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

27. 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

28. 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.
29. 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.

Notes to the Notice of Annual General Meeting continued

Right to ask questions

30. 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.
31. 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.
32. 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.
33. The Board will seek to respond to questions received by close of business on Monday 12 January 2026 on or before Monday 19 January 2026. The Board will endeavour to reply to any questions received after 12 January 2026 as soon as reasonably practicable. 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 30 also apply to written questions submitted ahead of the AGM.

Conduct at the AGM

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

Website publication of audit concerns

35. 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.
36. 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

37. As at the Latest Practicable Date, the Company's issued share capital consisted of 792,613,877 Ordinary Shares carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date was 792,613,877.
38. 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

39. 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

40. 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 2025 Annual Report and 2025 Sustainability Report, which can be downloaded in PDF format.

Communication

41. 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.
42. 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 8.30 am to 5.30 pm (GMT) Monday to Friday, excluding UK public holidays; or
 - Contacting our online Shareholder centre at www.investorcentre.co.uk.

Privacy

43. 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 – Definitions

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

‘2025 Annual Report’ means the Annual Report and Accounts of the Company for the year ended 30 September 2025;

‘Act’ means the Companies Act 2006, as amended;

‘AGM’ or ‘Annual General Meeting’ means the Annual General Meeting of the Company convened for 10.00 am (GMT) on Friday 23 January 2026 (or any adjournment of it), notice of which is set out in this document;

‘Board’ or ‘Directors’ means the Directors of the Company;

‘Code’ means the UK Corporate Governance Code;

‘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;

‘Euroclear’ means Euroclear UK & International Limited;

‘Latest Practicable Date’ means 5 December 2025 (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 1 17/200 pence each in the capital of the Company;

‘Regulatory Information Service’ has the meaning given to it in the Financial Conduct Authority’s Listing Rules;



‘Resolution(s)’ means the resolution(s) set out in the Notice of AGM;

‘Shareholders’ means holders of Ordinary Shares in the Company;

‘Statement of Principles’ means the Statement of Principles on Disapplying of Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

‘UK’ or ‘United Kingdom’ means the United Kingdom of Great Britain and Northern Ireland.

Appendix 2– Resignation of KPMG LLP as auditors

	KPMG LLP Audit 15 Canada Square London E14 5GL United Kingdom	Tel +44 (0) 20 7311 1000 Fax +44 (0) 20 7311 3311
Private & confidential SSP Group Plc Jamestown Wharf 32 Jamestown Road LONDON NW1 7HW	Our ref Contact	AR-3071 Lourens de Villiers Lourens.deVilliers@KPMG.co.uk
8 December 2025		
Dear Sir/Madam,		
Statement to SSP Group Plc (no. 05735966) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006		
The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we did not participate due to our extensive period as auditors of the entity.		
Yours faithfully,		
		
KPMG LLP Audit registration number: 9188307 Audit registration address: 15 Canada Square, Canary Wharf, London E14 5GL		
<small>KPMG LLP, a UK limited liability partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.</small>		
<small>Registered in England No OC301540 Registered office: 15 Canada Square, London, E14 5GL For full details of our professional regulation please refer to 'Regulatory information' under 'About' at www.kpmg.com/uk</small>		
Reference - AR-3071		

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Company number: 5735966