



Pod Point Group Holdings plc

Notice of Annual General Meeting 2022

Tuesday 14 June 2022 at 2.00pm

This document is important and requires your immediate attention

This document gives notice of the Pod Point Group Holdings plc (**'Pod Point'** or the **'Company'**) 2022 Annual General Meeting (**'the 2022 AGM'**) and sets out resolutions to be voted on at the meeting. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all your ordinary shares in the Company (**'Ordinary Shares'**), you should send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of Ordinary Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

Notice of the 2022 Annual General Meeting to be held by means of a virtual meeting on Tuesday 14 June 2022 at 2:00pm is set out on pages 5 to 7 of this document

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Letter from the Chair



28-42 Banner Street
London,
EC1Y 8QE
United Kingdom

6 May 2022

Dear Shareholder,

On behalf of the directors of Pod Point (together the '**Directors**' or the '**Board**'), it gives me great pleasure to invite you to attend the 2022 AGM which, in line with our remote first philosophy in relation to meetings, will be held by means of a virtual meeting on Tuesday 14 June 2022 at 2.00pm.

The formal notice of the 2022 AGM (the '**Notice**') is set out on pages 5 to 6 of this document, detailing the resolutions that the shareholders are being asked to vote on, with explanatory notes of the business to be conducted at the 2022 AGM on pages 10 to 12. Details of the arrangements for the AGM are set out on pages 7 to 9 and 16 to 17. The Board supports the principle that annual general meetings should provide shareholders with an opportunity to communicate with the Directors and will make every effort to allow shareholders to meet and speak with the Directors at the 2022 AGM and we look forward to welcoming your participation.

The Directors believe that the resolutions set out in the Notice (the '**Resolutions**') are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the Resolutions. The Directors who own Ordinary Shares intend to vote in favour of the Resolutions.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the Resolutions.

The following is a brief summary of the business of the 2022 AGM:

- Resolution 1 relates to the receiving of the report and accounts for the year ended 31 December 2021.
- Resolution 2 is to approve the Annual Report on Remuneration, as set out on pages 70 to 82 of the Company's report and accounts for the year ended 31 December 2021.
- Resolutions 3 to 12 relate to the re-election of the Directors in accordance with Provision 18 of the 2018 UK Corporate Governance Code. Resolutions 7 to 12 relate to the election or re-election of the independent Directors, in accordance with the UK Listing Rules which are applicable to companies with a controlling shareholder. Resolutions 7 to 12 require approval by a majority of votes cast by independent shareholders as well as all shareholders of the Company. Biographies for all of the Directors can be found in the Directors' Biographical Details section on pages 13 to 15.
- Resolution 13 seeks approval for the Directors' Remuneration Policy. This being the first annual general meeting since the Company's admission to listing on the Main Market of the London Stock Exchange, the Directors' Remuneration Policy is being put to the meeting for approval. The Directors' Remuneration Policy sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors. The Remuneration Committee has taken care to ensure that the Remuneration Policy being put to shareholders is aligned to the Company's purpose, values and culture and that remuneration is clearly linked to the successful delivery of our long-term strategy.
- Resolutions 14 and 15 relate to the re-appointment of auditors and the authorisation of the Audit & Risk Committee to set their fees.
- Resolution 16 relates to political and charitable donations.
- Resolutions 17 and 18 relate to the share capital of the Company:
 - Resolution 17 seeks shareholder approval in order to authorise the Directors, for the purposes of section 551 of the Companies Act 2006, to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £51,317. This represents one third of the total issued Ordinary Share capital of the Company (excluding treasury shares) as at 3 May 2022, being the last practicable date before publication of this Notice.
 - Resolution 18 seeks shareholder approval in order to authorise the Directors, for the purposes of section 701 of the Companies Act 2006, to make market purchases of Ordinary Shares, up to a maximum number of 15,395,253 shares. This represents 10% of the total issued Ordinary Share capital of the Company (excluding treasury shares) as at 3 May 2022, being the last practicable date before publication of this Notice.
- Resolution 19 seeks shareholder approval to allow the Board for the purposes of the Act to call general meetings (other than an annual general meeting) on 14 clear days' notice, provided that facilities are available to shareholders to vote by electronic means for meetings called on such notice. The Company will not use such authority as a matter of routine, and only in circumstances where the flexibility is merited by the business of the meeting, the proposals are time-sensitive or where it would be to the advantage of the members as a whole and moreover where the proposals are not of a complexity that might require more time for consideration by members.

Letter from the Chair continued

In line with best corporate governance practice, voting on the business of the meeting will be conducted on a poll. I would encourage shareholders to exercise their right to vote in the following ways:

- You can cast your votes by proxy by completing the enclosed Form of Proxy and returning it to Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK. Alternatively, you can vote online at www.sharevote.co.uk using the relevant reference numbers printed on your Form of Proxy. Full details of how to vote using the Form of Proxy or via the internet can be found in the Note 5 to the Notice on page 7. Completion and return of the Form of Proxy will not prevent shareholders from attending in person using the virtual facility and voting at the meeting should they subsequently decide to do so.
- CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM as detailed in the Notes 9 and 10 to the Notice on page 8.
- Users of the Proximity platform may use that platform to submit their proxy appointment in respect of the AGM as detailed in the Note 12 to the Notice on page 8.
- Please note that all Forms of Proxy and electronic proxy appointments must be received by 2.00pm (UK time) on Friday 10 June 2022.

The results of voting on the Resolutions will be posted on the Company's website following the AGM. I look forward to seeing you at the AGM.

Yours faithfully

Gareth Davis
Non-executive Chair

Pod Point Group Holdings plc
Registered Office: 28-42 Banner Street, London, EC1Y 8QE, United Kingdom
Company Number: 12431376

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Pod Point Group Holdings plc (the ‘**Company**’) will be held at 2.00pm (UK time) on Tuesday 14 June 2022 by means of a virtual meeting to consider and, if thought appropriate, pass the following resolutions of which Resolutions 1 to 17 will be proposed as ordinary resolutions and Resolutions 18 to 19 will be proposed as special resolutions.

Ordinary Resolutions

Reports and Accounts

1. THAT, the audited accounts of the Company for the financial year ended 31 December 2021, together with the Directors’ Report, the Strategic Report and Auditors’ Report thereon, be received.

Directors’ Remuneration

2. THAT, the Annual Report on Remuneration set out on pages 70 to 82 of the Annual Report and Accounts for the financial year ended 31 December 2021 (other than the part containing the Directors’ Remuneration Policy referred to in Resolution 13 below) be received and approved.

Directors

Executive Directors

3. THAT, Erik Fairbairn be re-elected as a Director of the Company.
4. THAT, David Surtees be re-elected as a Director of the Company.

Non-independent Non-executive Directors

5. THAT, Philippe Commaret be re-elected as a Director of the Company.
6. THAT, Robert Guyler be re-elected as a Director of the Company.

Independent Non-executive Directors

7. THAT, Gareth Davis be re-elected as a Director of the Company.
8. THAT, Margaret Amos be re-elected as a Director of the Company.
9. THAT, Norma Dove-Edwin be re-elected as a Director of the Company.
10. THAT, Karen Myers be re-elected as a Director of the Company.
11. THAT, Andrew Palmer be re-elected as a Director of the Company.
12. THAT, Erika Schraner be re-elected as a Director of the Company.

Directors Remuneration Policy

13. THAT, the Directors’ Remuneration Policy, set out in the Directors’ Remuneration Report on pages 73 to 78 of the Annual Report and Accounts for the financial year ended 31 December 2021, be received and approved, such Directors’ Remuneration Policy to take effect from the date of the AGM.

Auditors

14. THAT, Deloitte LLP be re-appointed as auditors of the Company (the ‘**Auditors**’) to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.
15. THAT, the Audit & Risk Committee of the Company be authorised to agree the remuneration of the Auditors.

Political donations

16. THAT, the Company and any company which is a subsidiary of the Company at the time this resolution is passed or becomes a subsidiary of the Company at any time during the period for which this resolution has effect be generally authorised to:
 - make donations to political parties and independent election candidates not exceeding £25,000 in total;
 - make donations to political organisations other than political parties not exceeding £25,000 in total; and
 - incur political expenditure not exceeding £25,000 in total,

provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £25,000. This authority shall expire at the close of the next annual general meeting of the Company or on 14 September 2023 (whichever is earlier). Words and expressions used in this resolution that are defined for the purpose of Part 14 of the Act shall have the same meaning for the purpose of this resolution.

Notice of the Annual General Meeting continued

Directors' authority to allot shares

17. THAT, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the '**Act**') to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £51,317.51, such authority to apply in substitution for all previous authorities granted pursuant to section 551 of the Act without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made, and provided that this authority shall expire at the end of the next annual general meeting of the Company or at 6.00 p.m. on 14 September 2023, whichever is the earlier, save that the Company may before such expiry make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

Special Resolutions

Authority to purchase own shares

18. THAT, the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of Ordinary Shares in the capital of the Company, provided that:
- (a) the maximum number of Ordinary Shares that may be purchased is 15,395,253;
 - (b) the minimum price (exclusive of expenses) that may be paid for an Ordinary Share shall be not less than the nominal value of such share;
 - (c) the maximum price (exclusive of expenses) to be paid for each Ordinary Share shall be the higher of (i) an amount equal to 5% above the average of the middle market quotation for the Company's Ordinary Shares as derived from the London Stock Exchange's Daily Official List for the five business days' prior to the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
 - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at 6.00 p.m. on 14 September 2023, unless such authority is previously renewed, varied or revoked by the Company in a general meeting; and
 - (e) the Company may enter into a contract to purchase its Ordinary Shares under this authority prior to its expiry, which will or may be executed wholly or partly after such expiry.

Notice of general meetings

19. THAT, a general meeting of the Company other than an annual general meeting, may be called on not less than 14 clear days' notice, provided that facilities are available to shareholders to vote by electronic means for meetings called at such notice.

By order of the Board

Prism Cossec Limited
Company Secretary

6 May 2022

Notes to the Notice of Annual General Meeting

Proxies

1. A registered member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person using the virtual facility to represent you. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A Form of Proxy is enclosed with this Notice. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person using the virtual facility. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the Form of Proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK on 0371 384 2030 (if you are calling from outside the UK, please ensure you use the country code). Lines open 8:30 a.m. to 5:30 p.m. (BST), Monday to Friday (excluding bank holidays).

For additional Forms of Proxy you may photocopy the Form of Proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in the Company in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

3. To appoint a proxy: either (a) the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited with the Company's Registrars, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with notes 9 and 10 below; or (c) online proxies must be lodged in accordance with note 5 below; or proxies submitted via the Proxymity service in accordance with note 12 below; in each case so as to be received no later than 48 hours before the time of the holding of the AGM (excluding non-working days) or any adjournment thereof.

Please note that all Forms of Proxy and electronic proxy appointments must be received by 2pm (UK time) on Friday 10 June 2022. The form must be executed.

Nominated persons and corporate representatives

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('**nominated persons**'). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares:

- (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- (b) in other cases, the power is treated as not exercised.

Online voting

5. The website address for online voting is www.sharevote.co.uk. Shareholders will need to enter the Voting ID, Task ID and Shareholder Reference Number as printed on the Form of Proxy, and to agree to certain terms and conditions. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the onscreen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Total voting rights

6. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. Each Ordinary Share confers one vote on a poll. The total number of issued Ordinary Shares in the Company on 3 May 2022, which is the latest practicable date before the publication of this document, is 153,952,537. Therefore, the total number of votes exercisable as at 3 May 2022 is 153,952,537.

Notes to the Notice of Annual General Meeting continued

Record date

7. Entitlement to attend and vote at the virtual meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at close of business (6:30 p.m. UK time) on Friday 10 June 2022 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

CREST proxy instructions

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.

Proxymity

12. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00 pm on Friday 10 June 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Automatic poll voting

13. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting, which is also in line with best corporate governance practice. Instructions on how to vote on a poll online are set out in the PodPoint Online AGM Guide on page 17. The results of the poll will be published on the Company's website and notified to the market once the votes have been counted and verified.

Publication of audit concerns

14. Under section 527 of the Companies Act 2006 members 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: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Participation in the meeting

15. In line with the Board's 'remote first' philosophy, the 2022 AGM will only be available for shareholders to attend online, by logging onto www.web.lumiagm.com/196-162-595. For further details please refer to the Pod Point AGM Online Guide on pages 16 to 17 which provide a user guide for people participating remotely, including information on how to ask questions and cast your vote during the meeting. An active internet connection is required for you to attend and participate in the meeting electronically. It is your responsibility to ensure you remain connected for the duration of the meeting.

Questions

16. Any shareholder attending the meeting has the right to ask questions and shareholders are encouraged to submit questions relating to the business of the AGM in advance of the AGM by email to investor.relations@pod-point.com.

You can also ask questions relating to the business of the AGM on the day of the AGM via www.web.lumiagm.com/196-162-595. This facility will not be available prior to the day of the AGM itself.

The Company is required to answer questions relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. For further details on how to ask questions at the meeting, please refer to pages 16 to 17 which provide a user guide for shareholders to ask questions remotely.

Documents on display

17. Copies of the Letters of Appointment between the Company and its Non-executive Directors will be available at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the AGM.

Information available on the website

18. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found on the Company's website at <https://investors.pod-point.com>.

Electronic Addresses

19. Shareholders may not use any electronic address provided in either this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Members' resolutions and matters under sections 338 and 338A of the Act

20. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 2 May 2022, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Explanatory Notes on Resolutions

Throughout these notes, all references to ‘the Act’ are to the Companies Act 2006 (as amended).

Resolutions 1 to 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 18 and 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Reports and Accounts (Resolution 1)

The first item of business is the receipt by shareholders of the audited accounts for the financial year ended 31 December 2021 together with the Directors’ Report and the Auditors’ Report (the ‘Annual Report’).

Directors’ Remuneration Report (Resolution 2)

Resolution 2 seeks shareholder approval of the Annual Report on Remuneration for the year ended 31 December 2021, as set out on pages 70 to 82 of the Annual Report. The vote on this resolution is advisory in nature and Directors’ remuneration is not conditional on the passing of this resolution.

Re-election of Directors (Resolutions 3 to 12)

In accordance with Provision 18 of the 2018 UK Corporate Governance Code (which requires that directors should seek re-election by shareholders on an annual basis) all of the Directors will seek re-election at the AGM. Separate resolutions are proposed for each of these re-elections.

The Board has reviewed the role of each of the Directors and remains satisfied that each of the Directors continues to be fully competent to carry out their responsibilities as a member of the Board of Directors and each Director continues to be effective and to demonstrate commitment to the role. Biographical details for these Directors, reflecting the roles and commitments of the Directors, are provided on pages 14 to 16 below.

Under the UK Listing Rules, EDF Energy Customers Limited is classed as a ‘controlling shareholder’ of the Company. This means that the independent Non-executive Directors of the Company must be re-elected by a majority of the votes cast by the independent shareholders of the Company, as well as by a majority of the votes cast by all the shareholders. The concept of the independent shareholders of the Company means all the shareholders of the Company other than EDF Energy Customers Limited and its associates. Therefore, the resolutions for the re-election of the independent Non-executive Directors (Resolutions 7 to 12) will be taken on a poll and the votes cast by the independent shareholders and by all the shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes cast by the independent shareholders are in favour, in addition to a majority of the votes cast by all the shareholders being in favour. If the ordinary resolution to approve the re-election of an existing independent Director is passed, but separate approval by the independent shareholders is not given, the Listing Rules permit an existing independent Director to remain in office pending a further ordinary resolution of all the shareholders to approve the re-election of that Director. Such a resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote. The Company will, on announcing the results of the AGM, announce, in respect of Resolutions 7 to 12, the result of both the vote of all the Company’s shareholders and the vote of the independent shareholders. If separate independent shareholder approval is not given for any relevant resolution, the Company intends that the relevant Director’s appointment will continue for 120 days from the date of the original vote, unless a further ordinary resolution for re-election is passed. If a further resolution to approve the re-election of the relevant Director is defeated, his or her appointment will cease on that resolution being defeated.

None of the independent Non-executive Directors seeking re-election or election at the 2022 AGM has any existing or previous relationship, transaction or arrangement with the Company, the other Directors, any controlling shareholder of the Company or any associate of a controlling shareholder of the Company, within the meaning of Listing Rule 13.8.17R (1) other than as disclosed below.

Directors’ Remuneration Policy (Resolution 13)

The Act requires quoted companies to present to their shareholders a Directors’ Remuneration Policy for approval at the first Annual General Meeting following listing, and at least every three years thereafter. The Directors’ Remuneration Policy is contained in the Directors’ Remuneration Report and can be found at pages 73 to 78 of the Annual Report. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors.

Under section 439A of the Act, there must be a binding shareholder vote on the Directors’ Remuneration Policy at least once every three years (unless the Directors wish to change the policy within that three-year period). The vote on the Directors’ Remuneration Policy is binding in nature in that the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a director of the Company unless that payment is consistent with the approved Directors’ Remuneration Policy, or has otherwise been approved by a resolution of members. Therefore, this resolution seeks shareholder approval of the Directors’ Remuneration Policy which, if passed, will take effect at the conclusion of the AGM.

Once effective, all future payments to Directors, past and present, must normally comply with the terms of the policy, unless specifically approved by shareholders at a general meeting.

A remuneration policy will be put to shareholders again no later than the 2025 annual general meeting.

Re-appointment of Auditors (Resolution 14)

The Company is required, at each general meeting at which accounts are presented, to appoint auditors to hold office until the conclusion of the next such meeting and Deloitte LLP has advised its willingness to stand for re-appointment. The Audit Committee have evaluated the performance of Deloitte LLP. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of Deloitte LLP as auditors to hold office until the conclusion of the next annual general meeting of the Company (the ‘Auditors’).

Remuneration of Auditors (Resolution 15)

This resolution seeks shareholder consent for the Audit & Risk Committee of the Company to set the remuneration of the Auditors.

Political donations (Resolution 16)

It is not proposed or intended to alter the Company’s policy of not making political donations, within the normal meaning of that expression. However, it may be that some of the Company’s activities may fall within the potentially wide definition of a political donation in the Act and, without the necessary authorisation, the Company’s ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences – when the Company seeks to communicate its views on issues vital to its business interests – including, for example, conferences of a party political nature or of special interest groups in specific areas. Accordingly, the Directors believe that the authority contained in this resolution is necessary to allow it (and its subsidiaries) to fund activities which it is in the interests of shareholders to support. The authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Act, unintentionally commit a technical breach of the Act. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year’s annual report.

Directors’ authority to allot shares (Resolution 17)

Under the Act, the directors of a company may only allot new shares (or grant rights to subscribe for or convert any securities into shares) if authorised to do so by the shareholders in a general meeting. The authority proposed under Resolution 17 will allow the Directors to allot new shares and to grant rights to subscribe for or convert any securities into shares up to a nominal value of £51,317.51, which is equivalent to one third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 3 May 2022, being the last practicable date before publication of this Notice. The Company does not currently hold any of its Ordinary Shares in treasury.

The Directors have no present intention to allot shares or grant rights to subscribe for or convert any security into shares pursuant to this authority. However, the Directors consider it desirable to have the flexibility to respond to market developments and to enable allotments to take place in appropriate circumstances. Given the Company’s current capital structure, the Directors do not consider it necessary to seek the additional authority to allot up to a total of approximately 66% of the total issued Ordinary Share capital of the Company, in connection with a rights issue, as permitted by the guidance of the Investment Association.

If this resolution is passed the authority will expire on the conclusion of the next annual general meeting or at 6.00 p.m. on 14 September 2023, whichever is the earlier.

Authority to purchase own shares (Resolution 18)

The effect of this resolution is to renew the authority granted to the Company to purchase its own Ordinary Shares, up to a maximum of 15,395,253 Ordinary Shares until the earlier of the next Annual General Meeting and 6.00 p.m. on 14 September 2023. This represents 10% of the total issued ordinary share capital of the Company excluding treasury shares as at 3 May 2022, being the last practicable date before publication of this Notice and the Company’s exercise of this authority is subject to the stated upper and lower limits on the price payable.

Pursuant to the Act, the Company can hold the shares which have been repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore intend to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to resell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

The Directors have no present intention of exercising the authority to purchase Ordinary Shares but will keep the matter under review. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The authority will be exercised only if the Directors believe that to do so would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Explanatory Notes on Resolutions continued

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). If any shares repurchased by the Company are held in treasury and used for the purposes of its employee share schemes, the Company will count those shares towards the limits on the number of new shares which may be issued under such schemes.

As at 3 May 2022, being the last practicable date before publication of this Notice, there were no options or warrants outstanding to subscribe for shares in the Company.

Resolution 18 will be proposed as a special resolution.

Notice of general meetings (Resolution 19)

The Act requires that the notice period for general meetings of the Company should be 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. The Company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must have approved the calling of meetings on 14 clear days' notice. This approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. In the event that a general meeting is called on less than 21 clear days' notice, then the Company will meet the requirements for electronic voting under section 8 of the Companies (Shareholders' Rights Regulations) 2009 in order to be able to call a general meeting on 14 clear days' notice. CREST voting will be permitted to fulfil these requirements.

The Company will not use the authority to call a general meeting on 14 clear days' notice as a matter of routine, and only in circumstances where the flexibility is merited by the business of the meeting, the proposals are time-sensitive or where it would be to the advantage of the members as a whole and moreover where the proposals are not of a complexity that might require more time for consideration by members.

Resolution 19 will be proposed as a special resolution.

Directors' Biographical Details

Gareth Davis | Chair of the Board

Chair of the Nomination Committee

Date of appointment: 9 November 2021

Experience

Gareth began his career at Imperial Brands Plc and served as Chief Executive from 1996 to 2010. He was a non-executive director of DS Smith Plc from 2010-2011, and served as Chair from 2012 to January 2021. Gareth also served on the boards of Ferguson Plc (as non-executive director from 2003 to 2004, Senior Independent Director from 2004 to 2011 and Chair from 2011 to 2019) and William Hill Plc (as Chair from 2010 to 2018). Gareth has a Bachelor of Arts in Economics and Geography (Hons) from the University of Sheffield.

External appointments

Gareth is the Chair of M&C Saatchi Plc and a non-executive director of Gresham House plc

Non-independent Directors

Erik Fairbairn | Chief Executive Officer

Member of the ESG Committee

Date of appointment: 25 October 2021

Experience

Erik Fairbairn founded Pod Point in 2009 with the vision that travel should not damage the earth. Before starting Pod Point, Erik founded Ecurie25 – Supercar Club in 2005. Ecurie25 was a private members' club that provided members with access to high-end, high-powered vehicles. Erik sold Ecurie25 via trade sale in 2008. He was appointed to the Board in October 2021 and has a Bachelor of Engineering from the University of Sheffield.

External appointments

None.

David Surtees | Chief Financial Officer

Date of appointment: 25 October 2021

Experience

David Surtees joined Pod Point as CFO in June 2017 and was appointed to the Board in October 2021. Prior to Pod Point, David was Chief Financial Officer of Innasol, a provider of renewable energy in the United Kingdom, from August 2014 to November 2015. He was Chief Financial Officer of Perform Group from January 2008 to January 2014. David was involved in Perform Group's listing on the London Stock Exchange as a FTSE250 company in 2011. Prior to Perform Group, he was Chief Financial Officer of Shine, one of the UK's leading independent television producers. Before Shine, David worked at Carlton Productions for two years and the BBC for six years. David qualified as a chartered accountant with Price Waterhouse in 1993 and has a Bachelor of Science (Hons) from the University of Bristol.

External appointments

None.

Philippe Commaret | Non-Executive Director

Date of appointment: 29 January 2020

Experience

Philippe was appointed as a Non-Executive Director in January 2020. He has served as Managing Director, Customers at EDF Energy since December 2019 and has worked in various capacities at EDF since January 2000. Philippe graduated from CentraleSupélec, a French graduate engineering school.

External appointments

Philippe is Managing Director, Customers at EDF Energy.

Directors' Biographical Details continued

Rob Guyler | Non-Executive Director

Member of the Nomination Committee

Date of appointment: 11 February 2020

Experience

Rob was appointed to the Board as a Non-Executive Director in February 2020. He currently serves as Chief Financial Officer, EDF Energy, a position he has held since 2015. Rob also served as Finance Director for EDF Energy Nuclear Generation Ltd from April 2009 to February 2015. He has a BSC Hons in business studies from the University of Bradford and is qualified as a Chartered Management Accountant (ACMA).

External appointments

Rob is Chief Financial Officer at EDF Energy.

Independent Non-Executive Directors

The following Directors are proposed for re-election as independent Non-Executive Directors. The Board has considered the independence of each of these Directors by reference to the circumstances set out in Provision 10 of the UK Corporate Governance Code and is satisfied that they are independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

Each of these independent Non-executive directors was appointed during the year and the Board engaged The Inzito Partnership to assist with their recruitment. The independent Directors together bring complementary skills and experience to the Board as a result of which each is considered to be an effective member of the Board.

Dr Andy Palmer CMG | Senior Independent Director

Member of the Audit & Risk, Nomination and Remuneration Committees

Date of appointment: 9 November 2021

Experience

Andy has more than 42 years' experience in the automotive industry. He served as President and Group Chief Executive of Aston Martin Lagonda Global Holdings Plc from 2014 to 2020 and Chief Operating Officer and Chief Planning Officer of Nissan Motor Corporation from 2013 to 2014 (where he also served as Executive Vice President from 2011 to 2013). Andy holds a Master of Science from the University of Warwick and a PhD in Engineering Management from Cranfield University. He is a Fellow of the Royal Academy of Engineering, a Fellow of the Institution of Mechanical Engineers and a Companion of the Chartered Management Institute. Andy was honoured in 2014 with a Companion of the most distinguished order of Saint Michael and Saint George for contribution to the British Automotive Industry.

External appointments

Andy is Executive Vice Chair & CEO of Switch Mobility Ltd, Chair of Optare plc, Vice Chair of Inobat Jsa, Chair of HiLo, Senior Adviser at Falcon Group and non-executive director at Ashok Leyland.

Dr Margaret Amos | Independent Non-Executive Director

Chair of the Audit & Risk and ESG Committees and member of the Nominations and Remuneration Committees

Date of appointment: 9 November 2021

Experience

Margaret began her career at Rolls-Royce Plc in 1990, and most recently served as Senior Finance Business Partner, Aerospace (from 2013 to 2015) and Finance Director, Corporate, IT and Engineering (from 2015 to 2017). After Rolls-Royce Plc, Margaret founded and acted as Managing Director of A2 Business Solutions from 2018 to 2020. She was previously a non-executive director of NMCM Plc and Velocity Composites plc. Margaret holds a Doctorate in Professional Practice from the University of Derby and a Masters in Global Supply Chain Management (with distinction) from the University of Nottingham. She is a fellow of the Chartered Institute of Management Accountants and the Chartered Institute of Procurement and Supply.

External appointments

Margaret is a non-executive director and chair of the audit committees of the Ombudsman Services, and Trinity House and a non-executive director of HMG Department for Transport and Volution Group plc (where she is also a member of the audit committee).

Norma Dove-Edwin | Independent Non-Executive Director

Member of the Audit & Risk, Nomination and Remuneration Committees

Date of appointment: 9 November 2021

Experience

Norma currently serves as the Chief Digital Transformation Director at Thames Water, where she is responsible for managing the technology function and leading the digital transformation at Thames Water. Prior to this, she held several executive roles serving as the Chief Information Officer at the Electricity System Operator, National Grid (from 2020 to 2022) and the Group Chief Data and Information Officer at Places for People (from 2017 to 2020). She also held a number of senior positions at British American Tobacco Plc from 2008 to 2017, including as Head of Global Data Services from 2016 to 2017. Norma holds a Bachelor of Science from Queen Mary University of London, a Master of Science from the University of Stirling and a Master of Business Administration from Imperial College London.

External appointments

Norma is Chief Digital Transformation Director at Thames Water.

Karen Myers | Independent Non-Executive Director

Chair of the Remuneration Committee and member of the Audit & Risk, ESG and Nomination Committees

Date of appointment: 9 November 2021

Experience

Karen worked at William Hill Plc from 2015 until 2021 as Chief HR Officer, taking on additional accountability for Corporate Affairs in 2019. Prior to William Hill Plc, Karen served as HR Director of RSA Insurance Group Plc from 2009 to 2015. Karen started her career at Marks & Spencer Group Plc, where she worked from 1997 to 2001, and has worked at Barclays Bank Plc (from 2001 to 2006), BT Ltd (from 2006-2008) and Tesco Corporation (from 2008 to 2009) in a number of executive managerial HR roles. Karen also served as Chair of the William Hill Foundation from 2015 to June 2021 and has been a Non-Executive Director and Committee Chair for KellyDeli Ltd since January 2020. Karen has a Master of Arts (Hons) in Modern History from the University of Dundee and is an associate of the Chartered Institute of Personnel and Development.

External appointments

Karen was appointed Group HR and Corporate Communications Director at National Express Group PLC in September 2021.

Dr Erika Schraner | Independent Non-Executive Director

Member of the Audit & Risk, Nomination and Remuneration Committees

Date of appointment: 9 November 2021

Experience

Erika served as Partner, UK Leader for M&A integration services and UK Leader for technology, media and telecommunications M&A advisory services at PricewaterhouseCoopers LLP from 2013 to 2018. Prior to this, Erika held roles in operational transaction services at Ernst & Young LLP in Silicon Valley and Zurich from 2007 to 2013. Erika has held a number of supply chain management and operations roles in her career, including at IBM Corporation (from 1994 to 1996), REL Consultancy Group Ltd (from 1996 to 1998) and Symantec Corporation Inc (from 2003 to 2007). Erika holds a Bachelor of Science and a Master of Science from the Swiss Federal Institute of Technology Lausanne, and a PhD and Master of Science from Stanford University.

External appointments

Erika is non-executive director at Bytes Technology plc, Vitec Group plc and JTC plc, where she is Chair of the nomination committee. She is also non-executive director and Chair of the audit committee at Aferian plc and will step down from that role on 29 July 2022. Erika will join the board of directors of HgCapital Trust plc on 1 August 2022 as a non-executive director and will chair the management engagement committee.

User guide to participating in the 2022 AGM remotely

For the 2022 Annual General Meeting, Pod Point is enabling shareholders to attend, participate and vote in the Meeting electronically.

Accessing the Annual General Meeting Website

Please visit www.web.lumiagm.com/196-162-595 using most well-known internet browsers such as Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

Logging In

On accessing the Meeting website, you may be asked to enter a 'Meeting ID' which is 196-162-595. You will then be prompted to enter your unique username, which is your Shareholder Reference Number (SRN), and PIN which is the first two and last two digits of your SRN. These can be found printed on your Form of Proxy. Access to the Meeting via the website will be available from 1.00pm on Tuesday, 14 June 2022. Please note that your ability to vote will not be enabled until the Chair formally opens the poll during the Meeting. If you try and access the meeting before 1.00pm on Tuesday, 14 June 2022 you will receive an error message.

Broadcast

Once logged in, and at the commencement of the Meeting at 2.00pm on Tuesday 14 June 2022, you will be able to view and listen to the proceedings of the Meeting on your device.

Voting

Once the Chair has formally opened the 2022 AGM, he will explain the voting procedure. Voting will be enabled on all resolutions during the formal meeting, on the Chair's instructions. This means that shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting. Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote:

"FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate that your vote has been received. There is no submit button. If you make a mistake, or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this any time whilst the poll remains open and before the Chair announces its closure at the end of the Meeting.

If you are unable to attend the Meeting or would prefer to vote in advance, we strongly encourage you to appoint the Chair of the Meeting as your proxy, with voting instructions. The deadline for proxy appointments is 2.00pm on Friday, 10 June 2022.

Questions

Shareholders participating electronically may ask questions via the website (www.web.lumiagm.com/196-162-595) by selecting the messaging icon from within the navigation bar and typing your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

Requirements

An active internet connection is required at all times in order for you to cast your vote when the poll opens, submit questions and view the broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Representatives of shareholders

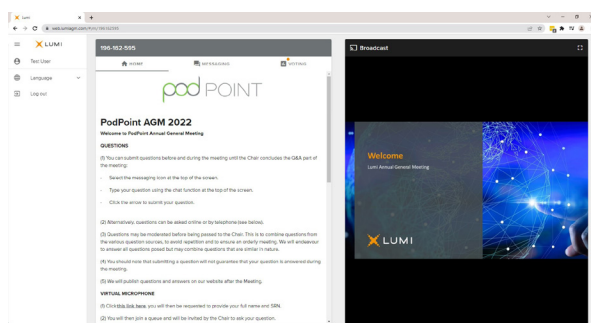
Shareholders who appoint their own named proxy or corporate representative for the meeting with the intention that the person will attend electronically should please contact the Company's Registrar before 2.00 pm on Monday 13 June 2022 by emailing hybrid.help@equiniti.com to arrange a unique username and password. Please refer to notes 1 to 3 and 8 to 11, on pages 7 and 8 for information on how to appoint a proxy, noting that the deadline for receipt by our Registrars of all proxy appointments is 2.00pm on Friday, 10 June 2022.

User guide to participating virtually at Pod Point Annual General Meeting

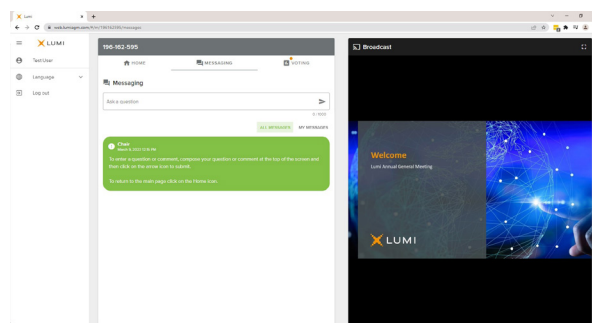
Meeting ID: 196-162-595

To login you must have your SRN and PIN (which is the first two and last two digits of your SRN)

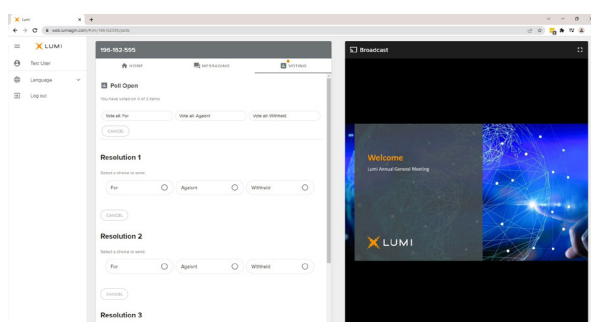
Your SRN can be found printed on your Form of Proxy



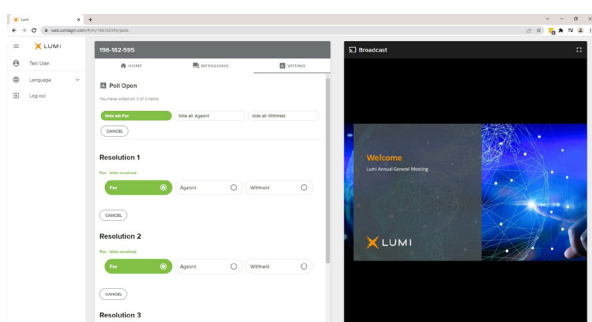
When successfully authenticated, you will be taken to the Home Screen. The Meeting presentation will appear automatically if viewing through a web browser to the side of the page. This can be minimised by pressing the button.



If you would like to ask a question, select the messaging icon. Type your message within the chat box at the top of the messaging screen. Click the send button to submit. Alternatively, you can call the phone number displayed on the home screen and ask a question during the Q&A session when invited to do so.



When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device. Scroll through the list to view all resolutions.



For each resolution, press the choice corresponding with the way in which you wish to vote. When selected, a confirmation message will appear. To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically. This can be minimised by pressing the same button.

Notes

