



## ST. JAMES'S PLACE plc

# NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 14 MAY 2015

**This document is important and requires your immediate attention.**

If you are in any doubt as to the action you should take, you should consult your professional adviser immediately.

If you have sold or transferred all your shares in St. James's Place plc, please send this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**ST. JAMES'S PLACE plc**  
1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP  
Telephone 01285 640302 Facsimile 01285 640436

2 April 2015

Dear Shareholder

### **Annual General Meeting 2015**

I am pleased to invite you to the Annual General Meeting (the "AGM") of St. James's Place plc (the "Company"), which will be held at 11:00am on Thursday 14 May 2015 at The Royal Aeronautical Society, 4 Hamilton Place, London, W1J 7BQ.

The Notice of AGM, which follows this letter, sets out the business to be considered at the meeting, together with Explanatory Notes which describe that business in more detail.

You will see that, in line with the UK Corporate Governance Code, all your Directors will be standing for re-election (Resolutions 3 to 11). The biographies of each director may be found on the Company's website and in the Annual Report and Accounts on pages 50 and 51.

A form of proxy for use by shareholders in connection with the AGM is enclosed. We would request that (whether or not you are able to attend the meeting), you complete the form of proxy and send it to the Company's Registrars as soon as possible and, in any event, so as to be received by no later than 11:00am on Tuesday 12 May 2015.

Further information on proxies is contained in the Explanatory Notes on pages 6 to 11 of this document. Submitting a form of proxy will ensure that your vote is recorded but will not prevent you from attending the meeting and voting in person, should you wish to do so.

The Board considers that all the proposed Resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each Resolution, as they themselves intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully

**Sarah Bates**  
*Chairman*

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of St. James's Place plc (the "Company") will be held at The Royal Aeronautical Society, 4 Hamilton Place, London, W1J 7BQ on 14 May 2015 at 11:00am. The Annual General Meeting will be held for the following purposes:

## **ORDINARY BUSINESS**

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions:

### **Resolution 1**

To receive the Company's annual accounts and reports of the Directors and auditors thereon for the year ended 31 December 2014.

### **Resolution 2**

To declare a final dividend of 14.37 pence per ordinary share for the year ended 31 December 2014.

### **Resolution 3**

To re-elect Sarah Bates as a Director.

### **Resolution 4**

To re-elect David Bellamy as a Director.

### **Resolution 5**

To re-elect Iain Cornish as a Director.

### **Resolution 6**

To re-elect Andrew Croft as a Director.

### **Resolution 7**

To re-elect Ian Gascoigne as a Director.

### **Resolution 8**

To re-elect Simon Jeffreys as a Director.

### **Resolution 9**

To re-elect David Lamb as a Director.

### **Resolution 10**

To re-elect Patience Wheatcroft as a Director.

### **Resolution 11**

To re-elect Roger Yates as a Director.

### **Resolution 12**

To approve the Directors' remuneration report (other than the Directors' remuneration policy set out on pages 68 to 76 of the report) for the year ended 31 December 2014.

### **Resolution 13**

To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

### **Resolution 14**

To authorise the Directors to determine the remuneration of the auditors of the Company.

# Notice of Annual General Meeting *continued*

## **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following Resolutions, of which Resolutions 18 and 20 will be proposed as Ordinary Resolutions and Resolutions 15, 16, 17 and 19 will be proposed as Special Resolutions:

### **Resolution 15**

THAT, in substitution for all existing authorities, the authority and power conferred on the Directors by Article 9.2 of the Company's Articles of Association be hereby renewed so that the prescribed period shall end on the date of the Annual General Meeting in 2016 (or, if earlier, 15 months after the date on which this Resolution is passed) and for such period the Section 551 Amount shall be £25,761,987, provided that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

### **Resolution 16**

THAT, in substitution for all existing authorities and subject to the passing of Resolution 15 set out in this Notice of Annual General Meeting, the authority and power conferred on the Directors by Article 9.3 of the Company's Articles of Association be hereby renewed so that the prescribed period shall end on the date of the Annual General Meeting in 2016 (or, if earlier, 15 months after the date on which this Resolution is passed) and for such period the Section 561 Amount shall be £3,903,331, provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

This power shall also apply to a sale of treasury shares which is an allotment of equity securities by virtue of Section 560(2) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "and subject to the passing of Resolution 15 set out in this Notice of Annual General Meeting" were omitted.

### **Resolution 17**

THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 15p each in the capital of the Company provided that:

- a. the maximum aggregate number of ordinary shares authorised to be acquired is 52,044,419, representing 10% of the Company's issued ordinary share capital as at the date of this Notice of Annual General Meeting;
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 15p;
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
  - an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the daily official list of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is made; and
  - the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003;
- d. this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed or, if earlier, 18 months after the date on which this Resolution is passed; and
- e. the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

### **Resolution 18**

THAT the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be generally and unconditionally authorised for the purposes of Section 366 of the Companies Act 2006 to:

- a. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- c. incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this Resolution and ending on the date of the Annual General Meeting in 2016. For the purpose of this Resolution, the terms 'political donations', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

**Resolution 19**

THAT a General Meeting of the Company, other than an Annual General Meeting of the Company, may be called on not less than 14 clear days' notice.

**Resolution 20**

THAT the Directors' authority to make awards to Partners in the form of deferred and conditional rights to subscribe for new shares in the Company upon and subject to the rules of The SJP Partners' Performance Share Plan (formerly known as The SJP Partners' 2008 Performance Share Plan) be and it is hereby extended so as to expire on 14 May 2025.

By Order of the Board

**H J Gladman**

*Company Secretary*

St. James's Place House

1 Tetbury Road

Cirencester

Gloucestershire

GL7 1FP

2 April 2015

# Explanatory Notes

The following notes explain your rights as a shareholder and your right to attend and vote at the Annual General Meeting, or to appoint someone else to vote on your behalf.

1. Any member entitled to attend and vote at the meeting convened by the Notice set out above may appoint a proxy or proxies to attend, speak and vote (on both a show of hands and on a poll) at that meeting instead of him. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending the meeting and voting in person. Proxies may be appointed by:
  - completing and returning the proxy form enclosed with this Notice;
  - going to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy); and
  - (if you are a CREST member) having an appropriate CREST message transmitted via the CREST system.
2. To be effective, a proxy form must be completed in accordance with the instructions printed thereon and received by the Company's Registrars no later than 48 hours before the time appointed for holding the meeting or an adjourned meeting.
3. Electronic proxies. You may, if you wish, appoint your proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will need your Control Number, Shareholder Reference Number and PIN Number. Full instructions are given on the website. The proxy appointment and instructions should reach Computershare not less than 48 hours before the time appointed for the holding of the meeting or an adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted.
4. CREST proxy voting service. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Thursday 14 May 2015 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("EUI") 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 3RA50) no later than 48 hours before the time appointed for holding the meeting or an adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at [www.euroclear.com](http://www.euroclear.com).

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.

5. The Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by not later than close of business on Tuesday 12 May 2015 or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at this meeting.

6. Copies of the following documents are available for inspection at the registered office of the Company and at Spencer House, 27 St. James's Place, London SW1A 1NR, during normal business hours on any weekday (Saturdays, Sundays and Bank Holidays excepted) until the conclusion of the meeting:
- the service contracts of the Company's Executive Directors;
  - the terms and conditions of appointment of the Company's Non-Executive Directors;
  - the Company's Articles of Association;
  - the Terms of Reference of the Company's Audit, Remuneration, Nomination and Risk Committees;
  - the SJP 2015 Partnership Performance Share Plan.

These documents will also be available for inspection at the place of the meeting from 10:45am until its conclusion.

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
8. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
9. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
10. All members and their proxies will have the opportunity to ask questions at the meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the meeting if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company, or would not be to the good order of the meeting. The Chairman may also nominate a Company representative to answer a specific question after the meeting or refer the response to the Company's website.
11. It is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter in relation to: (i) the audit of the Company's accounts (including the audit report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
12. As at 20 March 2015, (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 520,444,186 ordinary shares of 15p each. Each ordinary share carries the right to one vote at a General Meeting and, therefore, the total number of voting rights in the Company as at the above date is 520,444,186.
13. Shareholders are advised that, unless otherwise stated, any telephone number, website and e-mail address set out in this Notice of Meeting, the Proxy Form or the Chairman's letter (or any related documents) should not be used for the purposes of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's Annual General Meeting).
14. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at [www.sjp.co.uk](http://www.sjp.co.uk).

# Explanatory Notes to the Resolutions

## **Resolution 1 : To Receive the Company's Annual Accounts**

The Directors present the Company's annual accounts and the reports of the Directors and auditors thereon for the year ended 31 December 2014.

## **Resolution 2 : Declaration of Final Dividend**

A final dividend can only be paid after the shareholders have approved it at a General Meeting. The Board recommends payment of a final dividend of 14.37 pence per ordinary share on 15 May 2015 to shareholders on the register at the close of business on 10 April 2015.

## **Resolutions 3 to 11: Re-Election of Directors**

In accordance with the UK Corporate Governance Code, all Directors will retire and stand for re-election at the Annual General Meeting. Biographical details of all Directors are set out on pages 50 to 51 of the Company's Annual Report and Accounts.

Following the formal performance evaluation referred to on page 56 of the Company's Annual Report and Accounts, which included an assessment of the performance of each individual Director, the Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present role.

The Board accordingly recommends each Director's re-election.

## **Resolution 12: To Approve the Directors' Remuneration Report**

Pursuant to Section 439 of the Companies Act 2006 the Board proposes a Resolution approving the Directors' remuneration report (excluding the part containing the Directors' remuneration policy) for the financial year ended 31 December 2014. The full text of the Directors' remuneration report is contained on pages 67 to 87 of the Company's Annual Report and Accounts.

## **Resolution 13: Re-Appointment of Auditors**

It is proposed that PricewaterhouseCoopers LLP be re-appointed as auditors to the Company. The Company is required to appoint auditors at each General Meeting at which accounts are laid to hold office until the conclusion of the next such meeting.

## **Resolution 14: Remuneration of Auditors**

In accordance with standard practice, this Resolution authorises the Directors to determine the remuneration of the auditors of the Company.

## **Resolution 15: Authority to Allot Shares**

Section 551 of the Companies Act 2006 requires that the authority of the Directors to allot relevant securities shall be subject to the approval of shareholders in a General Meeting.

Accordingly, shareholders are being asked to renew, until the Annual General Meeting in 2016 (or, if earlier, 15 months after the date on which this Resolution is passed), the Directors' authorisation to allot the Company's unissued shares up to a nominal amount of £25,761,987 (which represents 171,746,581 ordinary shares and, as at 20 March 2015 (being the latest practicable date prior to publication of this document), approximately 33% of the issued ordinary share capital of the Company (excluding treasury shares)). The Directors have no present intention of allotting shares pursuant to this authority except in relation to the issue of shares in relation to share schemes and other incentive arrangements operated by the Company and its subsidiaries. The Company does not hold any treasury shares at 20 March 2015 (being the latest practicable date prior to publication of this document).

### **Resolution 16: Disapplication of Pre-emption Rights**

Section 561 of the Companies Act 2006 contains pre-emption rules by which, unless the shareholders determine otherwise by Special Resolution, ordinary shares to be issued for cash must first be offered to shareholders in proportion to their existing holdings. In practice, it is desirable to modify these pre-emption rules to a limited extent, for example so as to allow rights issues to existing shareholders in the conventional form (rather than the form which would be required by the Companies Act 2006) and to avoid infringement of overseas securities laws where some shareholders are resident overseas. It is proposed to renew the Directors' power under the Company's Articles of Association to allot equity securities otherwise than in accordance with these pre-emption rules for a period to expire on the date of the Annual General Meeting in 2016 (or, if earlier, 15 months after the date on which this Resolution is passed), provided that any equity securities allotted for cash pursuant to such power be limited to a nominal amount of £3,903,331 (which represents 26,022,209 ordinary shares and, as at 20 March 2015 (being the latest practicable date prior to publication of this document), 5% of the Company's issued ordinary share capital). The Directors have no present intention of allotting shares pursuant to this authority, except in relation to share schemes and other incentive arrangements operated by the Company and its subsidiaries. No more than 7.5% of the issued share capital will be issued on a non pre-emptive basis in any three-year period. Shareholders will note that this Resolution also relates to treasury shares (if any).

### **Resolution 17: Purchase of Own Shares**

Under Section 701 of the Companies Act 2006, the Company requires the authority of shareholders in a General Meeting to renew its authority to purchase its own shares. Resolution 17 specifies the maximum number of shares that may be purchased (approximately 10% of the Company's issued share capital as at 20 March 2015) and the maximum and minimum prices which may be paid. The authority will expire at the end of the next Annual General Meeting, or 18 months from the date of the Resolution, whichever is the earlier.

The Directors have no present intention for the Company to purchase its own shares and will exercise this authority only when to do so would be in the best interests of the shareholders generally and where, in the light of prevailing market conditions, they consider it will result in an increase in earnings per ordinary share.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Should the Directors exercise such authority, any shares so purchased may be placed into treasury and subsequently transferred to satisfy awards arising under the Company's employee share schemes, or issued for cash as provided for by the Companies Act 2006. Any shares purchased otherwise than in accordance with the preceding sentence will be cancelled and the number of shares in issue will be reduced accordingly.

On 20 March 2015 (being the latest practicable date prior to publication of this document), there were options or awards outstanding over 9,111,817 new ordinary shares, representing 1.75% of the Company's issued share capital (excluding treasury shares). If the authority given by Resolution 17 were to be fully used, these would represent 1.95% of the Company's ordinary issued share capital (excluding treasury shares). The Company has no warrants in relation to its shares.

### **Resolution 18: Political Donations**

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries (the "SJP Group") from making political donations or from incurring political expenditure in respect of a political party or other political organisation, or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the SJP Group of £5,000 or less in any 12-month period will not be prohibited. The SJP Group has no intention of making any political donation or incurring any political expenditure. However, the Companies Act 2006 defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the SJP Group may see benefit in supporting, may be included in these definitions. Accordingly, the SJP Group wishes to ensure that it does not inadvertently commit any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred. The authority for this Resolution will begin with the passing of the Resolution at the Annual General Meeting and end on the date of the Annual General Meeting in 2016. It is the Company's intention to seek shareholder authority on an annual basis at each Annual General Meeting.

# Explanatory Notes to the Resolutions *continued*

## **Resolution 19: Notice of Meetings**

Pursuant to the Companies (Shareholders' Rights) Regulations 2009 the notice period for General Meetings of a company has been extended to 21 clear days unless certain requirements are satisfied. In line with the Resolution passed at the Annual General Meeting in 2014, the Directors believe it is in the best interests of the shareholders for the Company to preserve the shorter notice period and accordingly are putting this Resolution to the meeting to continue to allow the Company to call meetings (other than Annual General Meetings) on 14 clear days' notice. It is intended that this flexibility will only be used for non-routine business and, where merited, in the interests of shareholders as a whole.

The approval will be effective until the Company's Annual General Meeting in 2016, when it is expected a similar Resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a General Meeting on 14 clear days' notice.

## **Resolution 20: Partners' Performance Share Plan**

Since the business was established in 1992, performance-related share options and, since 2005, deferred share awards, have been used to afford an effective arrangement for the incentivisation and retention of the Group's distribution arm, called the St. James's Place Partnership, made up of (currently) over 2,800 financial advisers, called "Partners", whose efforts are critical to the success of the Company.

As Partners are appointed representatives of the Group (and not employees), the Company is restricted by company law to granting to Partners rights to subscribe for the issue of new shares. The shares issued or put under option granted to Partners in the period since May 2005 represent approximately 3.8% of the current issued share capital. By contrast, shares issued or put under option to employees over that period represent approximately 2.9% of the current issued share capital (of which approximately 2.1% has been issued to, or put under options granted to, senior executives on a discretionary basis). Shareholder approval of a share-based incentive plan for Partners was obtained in 2005 and authority to make awards under the existing Plan lapses on 12 May 2015.

Resolution number 20, to be proposed as an ordinary resolution, now seeks shareholder authority to extend the life of the existing SJP Partners' Performance Share Plan (formerly known as The SJP 2008 Partners' Performance Share Plan) which is based upon what is now the Company's 2014 Performance Share Plan (approved by shareholders at the Annual General Meeting in 2014) but modified as appropriate to take account of the fact that Partners are not employees.

In particular, awards to Partners are in the form of deferred rights to subscribe for new shares at a price equal to their par value of 15p per share. A Partner only ever becomes entitled to subscribe for shares if, in the opinion of the Directors, performance targets relating to the performance of the Partner and/or the Company, have been achieved in the period (usually three to five years) following the making of the award.

There is an overall limit (of 10% of issued share capital) on shares which may be issued or in respect of which rights to subscribe for shares may be granted to employees (including senior executives) and Partners in any period of ten years.

A summary of the principal terms of The SJP Partners Performance Share Plan is set out below.

## Summary of the principal terms of The SJP Partners' Performance Share Plan ("the Plan")

### **1. Introduction**

Under the Plan, the Directors of the Company (the "**Directors**") may notify selected appointed representatives of the SJP Group and other members of The SJP Partnership ("**Partners**") that, if pre-set target levels of performance of the Partner (such as production and/or quality measures) and/or of the Company are achieved, the Company may grant to that Partner (or, if it is a partnership or corporate body, a nominated member of that Partner) immediate rights or deferred rights ("**Award Options**") to subscribe for ordinary shares in the Company ("**Shares**") at a subscription price equal to their nominal value of 15p per Share. The issue of such a notice pursuant to the Plan is referred to as an "**Award**".

The targets which must be satisfactorily attained before the Directors will grant such rights relate to a minimum period set by the Directors (of normally at least three years from the time when the Partner is given such notification). The Directors have the right to substitute a cash payment for the rights to acquire Shares which would otherwise be granted to a Partner who has attained the necessary level of performance, subject always to the attainment by the Company of any corporate performance target set.

The operation of the Plan will be overseen by the Directors who regularly review its implementation and effectiveness.

## 2. Making of Awards

Awards may only be notified, and rights to acquire Shares may only be granted, during the period of six weeks following the announcement of the Company's results for any period, or, exceptionally, and subject to the Model Code and other relevant restrictions on dealings in shares, on any other day on which the Committee determines that exceptional circumstances exist.

Unless the Directors' authority to make such Awards is extended by shareholders' resolution, no Awards may be made after 14 May 2025. The potential benefit of an Award is not transferable and rights to acquire Shares granted pursuant to an Award may only be exercised by the Partner or individual nominated by the Partner to whom such right is granted or the personal representatives of that individual in the event of his or her death.

## 3. Grant and exercise of Award Options

An option to subscribe for Shares granted in satisfaction of an Award may not be exercised more than ten years after the date on which the Partner was first given notice of the Award pursuant to which such option is granted. A Partner who, having been granted such an Award Option, ceases to be a Partner may exercise that Award Option only within the period of 12 months after such cessation or before the end of such other period, not exceeding the ten-year longstop date, as the Directors may specify. Exercise of an Award Option is subject to compliance with the Model Code. Award Options must be exercised within such period as the Directors may specify in the event of a takeover of the Company, demerger, reconstruction, winding-up or other corporate event affecting shares in the Company.

## 4. Dilution limit

The number of shares issued or in respect of which rights to subscribe for new shares may be granted pursuant to all of the Company's executive, employees' and Partners share schemes, including the Plan, in any period of ten years will not exceed 10% of the ordinary share capital of the Company in issue from time to time. Insofar as it is necessary to ensure compliance with the guidelines issued from time to time by the Association of British Insurers, the percentage limits will apply to Awards satisfied by the transfer of treasury shares.

## 5. Adjustment of Awards and Award Options

If there is a rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the Company's ordinary share capital, or the implementation by the Company of a demerger or payment of a special dividend which would otherwise materially affect the value of an Award Option, the Directors may adjust the number of shares subject to Awards and to Award Options.

## 6. Rights attaching to shares

Shares allotted or transferred under the Plan will rank alongside shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued shares.

Awards will not confer any shareholder rights until such Awards have vested and Shares have been issued or transferred out of treasury, in satisfaction of rights granted to acquire Shares.

## 7. Amendment

The Directors may amend the Plan. However, the provisions governing eligibility requirements, equity dilution, the basis for determining the rights of participants to acquire shares and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of existing or new Partners without the prior approval of the Company's shareholders in General Meeting. There is an exception for minor amendments to benefit the administration of the Plan, to take account of a change in legislation or developments in the law affecting the Plan or to obtain or maintain favourable tax, exchange control or regulatory treatment for Partners participating in the Plan or for any member of the Group. Amendments to performance targets will not require prior shareholder approval.

This summary does not form part of the rules of the Plan and should not be taken as affecting the interpretation of its detailed terms and conditions. The Directors reserve the right, up to the time of the Annual General Meeting, to make such amendments and additions to the Plan as may be necessary to take account of comments of institutional shareholders and otherwise, provided that such amendments do not conflict in any material respect with this summary.

