This document is important and requires your immediate attention.
If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000, or a stockbroker, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares in the company, please pass this document together with the accompanying documents (including the form of proxy) to the purchaser or transferee, or to the person who arranged or effected the sale or transfer, so they can pass these documents to the person who now holds the shares.

Notice of Annual General Meeting

BERENDSEN

Your attention is drawn to the letter from the Chairman of the company which is set out on page 2 of this document and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the company to be held at 11.00 am on Thursday 27 April 2017 at The Athenaeum Hotel, 116 Piccadilly, Mayfair W1J 7BJ is set out on pages 3 and 4 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed proxy form in accordance with the instructions printed on it (instructions relating to the form of proxy are also set out in the Notice of the Annual General Meeting). Alternatively, you can register your proxy vote electronically, either by means of a website provided by the company's registrar (www.sharevote.co.uk), or if you are a CREST member, by using the service provided by Euroclear UK & Ireland Limited. Further details are given in the notes to this document on page 5. Completion and return of a form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. To be valid, the proxy form must be received by the company's registrars, Equiniti Limited, by no later than 11.00 am on Tuesday 25 April 2017.

Berendsen plc
Registered in England and Wales No. 01480047

www.berendsen.com

Notice of Annual General Meeting

Registered Office:
4 Grosvenor Place
London
SW1X 7DL

20 March 2017

Dear shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we will be holding at a different venue this year. It will be held at 11.00 am on Thursday 27 April 2017 at The Athenaeum Hotel, 116 Piccadilly, Mayfair W1J 7BJ . The formal Notice of AGM is set out on pages 3 and 4 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this document and return it to our registrars (Equiniti Limited) in accordance with the instructions printed on it, as soon as possible. They must receive it by 11.00 am on Tuesday 25 April 2017. Alternatively, you may register your proxy appointment and voting instructions electronically via the internet or, if you are a CREST member, by using the service provided by Euroclear UK & Ireland Limited. Please see page 5 and your proxy form for details.

Appointment of directors
In accordance with the UK Corporate Governance Code, all members of the Board will be subject to election at the AGM.

Final dividend
Shareholders are being asked to approve a final dividend of 22.5 pence per ordinary share for the financial year ended 31 December 2016. Following approval of the recommended final dividend, this will be paid on Friday 5 May 2017 to all ordinary shareholders who were on the Register of Members on Friday 7 April 2017.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 6 to 8 of this document.

The directors consider that all the resolutions to be proposed at the meeting are in the best interests of the company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Thank you for your continued support for the company and I look forward to meeting you at the AGM.

Yours sincerely,

I G T Ferguson CBE
Chairman

Berendsen plc
Registered Office: 4 Grosvenor Place, London SW1X 7DL
Registered in England and Wales No. 01480047
www.berendsen.com

Inspection of documents
The following documents will be available for inspection at the registered office of the company until the close of the AGM and at The Athenaeum Hotel, 116 Piccadilly, Mayfair W1J 7BJ from 15 minutes before the AGM until it ends:

– Copies of the Executive Directors' service contracts

– Copies of the letters of appointment of the Non-Executive Directors

This year's AGM will be held at 11.00 am on Thursday 27 April 2017 at The Athenaeum Hotel, 116 Piccadilly, Mayfair W1J 7BJ. You will be asked to consider, and if thought fit, to pass the resolutions below. Resolutions 14, 15, 16 and 17 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

Report and Accounts

1. To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2016 together with the reports of the directors and auditors.

Remuneration Report

2. To approve the Report on Directors' Remuneration (as defined in the Explanatory Notes on page 6 of this Notice of AGM), for the financial year ended 31 December 2016.

Dividend

3. To approve the payment, on Friday 5 May 2017, of a final dividend of 22.5 pence per ordinary share of 30 pence each in the capital of the company, for the financial year ended 31 December 2016, to shareholders on the Register of Members at the close of business on Friday 7 April 2017.

Re-election of directors

4. To re-elect J Drummond as a director of the company.
5. To re-elect K Quinn as a director of the company.
6. To re-elect I G T Ferguson as a director of the company.
7. To re-elect M Aarni-Sirviö as a director of the company.
8. To re-elect L R Dimes as a director of the company.
9. To re-elect D S Lowden as a director of the company.
10. To re-elect A R Wood as a director of the company.

Reappointment of auditors

11. To reappoint PricewaterhouseCoopers LLP as auditors of the company.

Auditors' remuneration

12. To authorise the directors to determine the remuneration of the auditors.

Authority to allot shares

13. That the Board be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company:

    (A) up to an aggregate nominal amount of £17,261,775 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and

    (B) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £34,523,551 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:

    (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings on the record date for such allotment; and

    (ii) to holders of any other class of equity securities on the record date for such allotment as required by the rights of those securities or as the Board otherwise considers necessary,

    and so that the Board may impose any limits, restrictions and make any other arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or any legal, regulatory or practical problems which may arise in, or under the laws of, or the requirements of any regulatory body or stock exchange in any territory, or any other matter whatsoever, and such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 30 June 2018), but in each case, prior to its expiry the company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special resolutions

Disapplication of pre-emption rights

14. That if resolution 13 is passed, the Board be authorised pursuant to section 570(1) and section 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares (as defined in section 560(1) of the Act) held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited to the allotment of equity securities for cash and the sale of treasury shares:

    (A) in connection with or pursuant to an offer or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 13(B), by way of a rights issue only) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings on the record date for such allotment or sale and holders of any other class of equity securities as required by the rights of those securities (or as the Board otherwise considers necessary) but subject to that the Board may impose any limits, or restrictions and make any other arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or any legal, regulatory or practical problems which may arise in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever; and

(B) in the case of the authorisation granted under resolution 13(A) (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (A) of this resolution, up to an aggregate nominal amount of £2,589,266,

such authority to expire at the end of next year's AGM of the company (or, if earlier, at the close of business on 30 June 2018) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

15. That, subject to the passing of resolutions 13 and 14 above and in addition to any authority granted under resolution 14, the Board be generally authorised pursuant to sections 570(1) and 573 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) for cash under the authority given by resolution 13 and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided such authority be:

(A) limited to the allotment of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £2,589,266; and

(B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the company in a general meeting may at any time by special resolution determine,

and provided that such authority shall expire at the end of next year's AGM of the company (or, if earlier, at the close of business on 30 June 2018) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of own shares

16. That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of 30 pence each in the capital of the company on such terms and in such manner as the directors may from time to time determine, provided that:

(i) the maximum number of ordinary shares hereby authorised to be purchased is 17,261,775;

(ii) the minimum price which may be paid for each ordinary share is 30 pence inclusive of expenses; and

(iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:

(A) an amount equal to 105 per cent of the average market value of an ordinary share in the company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and

(B) an amount equal to the higher of the price of the last independent trade of an ordinary share in the company and the highest current independent bid for an ordinary share in the company as derived from the London Stock Exchange Daily Official List; and

(iv) unless previously renewed, revoked or varied, the authority conferred by this resolution shall apply until the end of next year's AGM of the company or 30 June 2018, whichever is the earlier date, but in each case so that the company may enter into a contract to purchase ordinary shares which will or might be completed or executed wholly or partly after the authority ends and the company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

Notice period for general meetings

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

20 March 2017

By order of the Board

D A Lawler
Company Secretary

Registered Office: 4 Grosvenor Place, London SW1X 7DL
Registered in England and Wales No. 01480047

Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice of AGM. If you do not have a proxy form and believe that you should have one, or if you require additional forms, you should telephone 0371 384 2179. If you are calling from overseas, you should telephone +44 121 415 7047. Lines open 8.30 am to 5.30 pm, Monday to Friday.
2. To be valid, the proxy form must be in writing, signed by the shareholder appointing the proxy. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by someone authorised to sign on behalf of the company .
3. The proxy form will cease to be valid after 12 months from the date of its receipt.
4. Any vote cast by way of proxy will be valid even though (i) the shareholder appointing the proxy has died or is of unsound mind; (ii) the proxy form has been revoked; or (iii) the authority of the person who signed the proxy form for the shareholder has been revoked, provided that the written notice of the relevant fact (as set out in (i) to (iii) above), has been received by Equiniti Limited in accordance with notes 5 and 6 below (as applicable) by 11:00 am on Tuesday 25 April 2017.
5. Any proxy form or other instrument appointing a proxy which is in hard copy must be received by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.00 am on Tuesday 25 April 2017.
6. You may, if you wish, register the appointment of a proxy or voting instructions for the meeting electronically by logging on to www.sharevote.co.uk. You will need your Reference Number (that is the series of numbers printed below your name and address on the accompanying form of proxy). Full details of the procedure are given on that website. The proxy appointment and/or voting instructions must be received by the company's registrars, Equiniti Limited, no later than 11.00 am on Tuesday 25 April 2017. Please note that any electronic communication sent to the company or its registrars that is found to contain a virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti Limited's conditions of use on the website, www.sharevote.co.uk, which may be read by logging on to that site.
7. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 9 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00 am on Tuesday 25 April 2017. 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 Application 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 UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
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.
12. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form and received by Equiniti Limited as specified in notes 5, 6 and 9 above (as applicable).
13. If you submit more than one valid proxy appointment, for the same share for use at this AGM ,the appointment received last before the latest time for receipt of proxies (regardless of its date or the date on which it is signed) will take precedence. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.
14. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
15. In the case of joint shareholder votes (including voting by proxy), the only vote which will count is the vote of the person whose name is listed before the other voters on the register for the share.
16. Any person to whom this Notice of AGM is sent, who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person"), may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
17. The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the company.
18. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the company of the votes they may cast), shareholders must be registered in the Register of Members of the company at 6.30 pm on Tuesday 25 April 2017 (or, in the event of any adjournment, no later than 6.30 pm on the date which is two days prior to the reconvened meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
19. As at Friday 10 March 2017 (being the last practicable business day prior to the publication of this Notice of AGM) the company's issued share capital consisted of 172,617,754 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the company as at Friday 10 March 2017 is 172,617,754.
20. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
21. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required under section 527 of the Act to publish on a website.
22. Any shareholder of the company attending the AGM has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
23. A copy of this Notice of AGM, and other information required by section 311A of the Act, can be found at www.berendsen.com.
24. The electronic address given in note 6 above for the appointment of proxies for the AGM is given for that purpose only. You may not use any electronic address provided in this Notice of AGM or any related documents (including the proxy form) for any purposes, including general communication with the company in relation to the AGM or otherwise, other than those expressly stated.
25. An announcement will be made if there is a fire warning or other emergency. Emergency exits are marked clearly throughout the venue. In the case of a medical emergency, please contact any steward for assistance.
26. Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the company (i) to give, to shareholders of the company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended 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. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), (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 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 to the Notice of Annual General Meeting

Resolutions 1 to 13 inclusive 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 14, 15, 16 and 17 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.

Resolution 1: Report and Accounts
The Annual Report and Accounts for the financial year ended 31 December 2016 are available on the company's website at www.berendsen.com and have been sent to shareholders, as requested.

Resolution 2: Remuneration Report
The directors are required to prepare an annual report detailing the remuneration of the directors and a statement by the Chairman of the Remuneration Committee (together, the "Report on Directors' Remuneration"). Under the Act, the company is required to seek shareholders' approval in respect of the contents of the Report on Directors' Remuneration on an annual basis. The vote is an advisory one.

The Report on Directors' Remuneration is set out on pages 88 to 107 of the company's Annual Report and Accounts for the financial year ended 31 December 2016.

Berendsen's remuneration policy remains unchanged from that approved by shareholders at the AGM on 28 April 2016 (which was approved by 98.8 per cent of those shareholders who voted). For convenience, extracts from the directors' remuneration policy are included on pages 108 to 111 of the company's Annual Report and Accounts for the financial year ended 31 December 2016. Our full directors' remuneration policy can be found on our website at www.berendsen.com/board-committees.

Resolution 3: Payment of a final dividend
If resolution 3 is approved by shareholders, the final dividend for the year ended 31 December 2016 will be paid on 5 May 2017 to shareholders whose names are on the Register of Members at the close of business on 7 April 2017.

Resolution 4: Re-election of J Drummond
James Drummond was appointed as a director with effect from 1 August 2015. James Drummond was previously Chief Executive of Avincis Group, the leading provider of aerial services for mission critical operations. Prior to Avincis, James Drummond was the Chief Executive of Invensys Rail, a major division of Invensys plc. He is also Non-Executive Director of Bath Festivals. Further information about James Drummond is given on page 66 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Chairman has confirmed that, following formal performance evaluation, James Drummond continues to perform effectively and to demonstrate commitment to the role.

In accordance with the UK Corporate Governance Code, James Drummond will stand for re-election at the AGM.

Resolution 5: Re-election of K Quinn
Kevin Quinn was first elected to the Board in May 2005. He has been Finance Director of the Berendsen Group for over eleven years, having worked previously for PricewaterhouseCoopers in Europe and the USA. He is also Non-executive Director of Benchmark Holdings plc and Chairman of the Business Services Association. Further information about Kevin Quinn is given on page 67 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Chairman has confirmed that, following formal performance evaluation, Kevin Quinn continues to perform effectively and to demonstrate commitment to the role.

In accordance with the UK Corporate Governance Code, Kevin Quinn will stand for re-election at the AGM.

Resolution 6: Re-election of I G T Ferguson
Iain Ferguson was first elected to the Board in March 2010 and was appointed Non-Executive Chairman on 26 April 2012. Iain Ferguson was previously Chief Executive of Tate and Lyle plc from 2003 to 2009, before that he worked for Unilever, where he held a number of senior positions including Chief Executive Officer of Birds Eye Walls and Senior Vice President, Corporate Development, he has also held the position of Non-Executive Director of Defra (Government Department). Iain Ferguson is also Chairman of Stobart Group Limited and of Wilton Park (Foreign Office Agency) and a Non-Executive Director of Balfour Beatty plc. Further information about Iain Ferguson is given on page 66 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Senior Independent Director has confirmed that, following formal performance evaluation, Iain Ferguson continues to perform effectively and to demonstrate commitment to the role, including commitment of his time to board and committee meetings and his other duties.

In accordance with the UK Corporate Governance Code, Iain Ferguson will stand for re-election at the AGM.

Resolution 7: Re-election of M Aarni-Sirviö
Maarit Aarni-Sirviö was appointed to the Board as a Non-Executive Director in March 2014. Maarit Aarni-Sirviö is currently a Non-Executive Director of Wärtsilä, a Finnish company manufacturing and servicing power sources, Board member of ecoDa, an independent association advocating good corporate governance, Senior adviser at Eera Finland Oyj, a management consulting business, and secretary general of the Directors' Institute of Finland. Further information about Maarit Aarni-Sirviö is given on page 66 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Board is satisfied that she is independent in character and judgement and that there are no relationships or circumstances that are likely to, or could appear to, affect her judgement. The Chairman has confirmed that, following formal performance evaluation, Maarit Aarni-Sirviö continues to perform effectively and to demonstrate commitment to the role, including commitment of her time to board and committee meetings and her other duties.

In accordance with the UK Corporate Governance Code, Maarit Aarni-Sirviö will stand for re-election at the AGM.

Resolution 8: Re-election of L R Dimes
Lucy Dimes was appointed to the Board as a Non-Executive Director in June 2012. Lucy Dimes is currently Chief Executive to Fujitsu UK & Ireland and is also a trustee for the Garden Bridge Trust. She has previously held various senior roles including Chief Operating

Officer of Equiniti Group and CEO UK & Ireland of Alcatel-Lucent and various senior roles at BT Plc, including Managing Director of Group and Openreach Service Operations. Further information about Lucy Dimes can be found on page 66 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Board is satisfied that she is independent in character and judgement and that there are no relationships or circumstances that are likely to, or could appear to, affect her judgement. The Chairman has confirmed that, following formal performance evaluation, Lucy Dimes continues to perform effectively and to demonstrate commitment to the role, including commitment of her time to board and committee meetings and her other duties.

In accordance with the UK Corporate Governance Code, Lucy Dimes will stand for re-election at the AGM.

Resolution 9: Re-election of D S Lowden

David Lowden was appointed to the Board as a Non-Executive Director in March 2010 and is a Senior Independent Non-Executive Director of the company. He has previously been a Chief Executive Officer of Taylor Nelson, a UK listed company with significant international operations, and is currently the Non-Executive Chairman of PageGroup plc and a Non-Executive Director of William Hill PLC. Further information about David Lowden is given on page 67 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Board is satisfied that he is independent in character and judgement and that there are no relationships or circumstances that are likely to, or could appear to, affect his judgement. The Chairman has confirmed that, following formal performance evaluation, David Lowden continues to perform effectively and to demonstrate commitment to the role, including commitment of his time to board and committee meetings and his other duties.

In accordance with the UK Corporate Governance Code, David Lowden will stand for re-election at the AGM.

Resolution 10: Re-election of A R Wood

Andrew Wood was appointed to the Board as a Non-Executive Director in March 2010. He was previously Group Finance Director of two FTSE 250 companies; BBA Aviation plc and Racal Electronics PLC and was also a Non-Executive Director of Air Partner plc. Andrew Wood is currently Non-Executive Director of Lavendon Group plc and Stobart Group Limited. Further information about Andrew Wood is given on page 67 of the Annual Report and Accounts in respect of the financial year ended 31 December 2016.

The Board is satisfied that he is independent in character and judgement and that there are no relationships or circumstances that are likely to, or could appear to, affect his judgement. The Chairman has confirmed that, following formal performance evaluation, Andrew Wood continues to perform effectively and to demonstrate commitment to the role, including commitment of his time to board and committee meetings and his other duties.

In accordance with the UK Corporate Governance Code, Andrew Wood will stand for re-election at the AGM.

Resolutions 11 and 12: Reappointment of auditors and auditors' remuneration

The auditors are required to be reappointed at each AGM at which accounts are presented. The Board, on the recommendation of the audit committee, which has evaluated the effectiveness and independence of the external auditors, is proposing the reappointment of PricewaterhouseCoopers LLP in resolution 11. Resolution 12 proposes that the directors be authorised to determine the remuneration of the auditors.

Resolution 13: Authority to allot shares

The directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. Such authority was granted at the last AGM; however, it is due to expire at this year's AGM. Paragraph (A) of resolution 13 would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £17,261,775 (representing 57,539,251 ordinary shares of 30 pence each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the company as at 10 March 2017, the latest practicable date prior to publication of this Notice of AGM.

In line with guidance issued by the Association of British Insurers, paragraph (B) of resolution 13 would give the directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £34,523,551 (representing 115,078,503 ordinary shares of 30 pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the company as at 10 March 2017, the latest practicable date prior to publication of this Notice of AGM.

The authorities sought under paragraphs (A) and (B) of resolution 13 will expire at the earlier of 30 June 2018 (the last date by which the company must hold an AGM in 2018) or the conclusion of the AGM of the company held in 2018.

The directors have no present intention to exercise either of the authorities sought under resolution 13, except, under paragraph (A), to satisfy options under the company's share option schemes. However, if they do exercise the authorities, the directors intend to follow the Association of British Insurers' recommendations concerning their use (including as regards the directors standing for re-election in certain cases).

As at 10 March 2017, the latest practicable date prior to publication of this Notice of AGM, the company held no shares in treasury.

Resolution 14 and 15: Disapplication of pre-emption rights

The directors of the company also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted at last year's AGM is due to expire at this year's AGM. Accordingly, resolution 14 seeks to authorise the directors to disapply rights of pre-emption by allowing the directors to allot new equity securities or sell treasury shares for cash (i) by way of a pre-emptive offer or rights issue, and (ii) to persons other than existing shareholders up to an aggregate nominal value of £2,589,266 which is equivalent to approximately five per cent of the total issued share capital of the company as at 10 March 2017, being the latest practicable date prior to the printing of this Notice, in each case, without the shares first being offered to existing shareholders in proportion to their existing holdings.

If given, the authority will expire at the conclusion of the next AGM of the company or 30 June 2018, whichever is earlier.
The directors intend to seek to renew such power at successive AGMs of the company.

The figure of five per cent reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "PEG Principles"). The directors will have due regard to the PEG Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non pre-emptive basis pursuant to this power (other than pursuant to a rights issue or pre-emptive offer) in excess of 7.5 per cent of the total issued share capital issued for cash on a non-pre-emptive basis during any rolling three year period without prior consultation with shareholders.

The directors consider the authority in Resolution 14 to be appropriate in order to allow the company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The directors have no current plans to undertake a rights issue or to allot shares, except in connection with the company's employee share schemes.

Resolution 15 will permit the directors to allot additional equity securities or sell treasury shares for cash otherwise than to existing shareholders up to an aggregate nominal value of £2,589,266 (representing approximately a further 5 per cent of the issued share capital as at 10 March 2017, being the latest practicable date before the publication of this Notice of AGM), to be used only for the purposes of financing an acquisition or capital investment, or refinancing an acquisition or capital investment of that nature entered into in the previous six months.

This disapplication authority follows the PEG Principles. The PEG Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5 per cent to 10 per cent of the company's issued share capital, provided that the additional 5 per cent authority is used only in connection with an acquisition or specified capital investment.

The Board confirms that it will only allot shares for cash pursuant to this authority where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced at the same time as the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of that allotment. If given, the authority will expire at the conclusion of the next AGM of the company or 30 June 2018, whichever is earlier. The directors intend to seek to renew such power at successive AGMs of the company.

Resolution 16: Purchase of own shares

Resolution 16 is a special resolution seeking to renew the company's authority, granted by the shareholders at previous AGMs, to make market purchases of its ordinary shares, limited to 17,261,775 shares of 30 pence each, representing approximately 10 per cent of the ordinary share capital of the company in issue (excluding treasury shares). The Board regards the ability to repurchase issued shares in suitable circumstances as an important part of the financial management of the company. The company purchased none of its ordinary shares in the period from the last AGM to 10 March 2017 under the existing authority.

The maximum price (exclusive of expenses) which may be paid for an ordinary share in the company will be the higher of (a) an amount equal to 105 per cent of the average of the closing middle market price for an ordinary share in the company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share in the company and the highest current independent bid for an ordinary share in the company as derived from the London Stock Exchange Daily Official List.

The minimum price which may be paid for an ordinary share will be 30 pence (excluding expenses). The authority will expire at the earlier of 30 June 2018 (the last date by which the company must hold an AGM in 2018) or the conclusion of the AGM of the company held in 2018.

Any shares purchased under this renewed authority will either be cancelled (and the number of shares in issue would be reduced accordingly) or held in treasury. Treasury shares are shares in the company which are owned by the company itself. The directors will consider holding some or all of the shares which may be repurchased under this authority as treasury shares within the limits allowed by law. This would allow the company to dispose of or transfer the shares held in treasury quickly and cost-effectively and would provide the company with additional flexibility in the management of its capital base. As at 10 March 2017, the latest practicable date prior to publication of this Notice of AGM, the company held no shares in treasury.

The Board is committed to managing the company's capital effectively and the directors keep under review the option of buying back the company's shares. The directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility for them to be allowed to do so in the future. The directors confirm that they will only purchase the company's shares from the market if they believe it is in the best interests of the company, and of its shareholders generally and that to do so would result in an increase in the current year's earnings per share. The Board is making no recommendation as to whether or not shareholders should sell their shareholding in the company.

The company has no warrants in issue in relation to its ordinary shares. The company has options and awards outstanding over approximately 2.5 million ordinary shares, representing 1.5 per cent of the company's ordinary issued share capital (excluding treasury shares) as at 10 March 2017. If the existing authority given at this year's AGM and the authority now being sought by resolution 16 were to be fully used, these would represent 1.8 per cent of the company's ordinary issued share capital (excluding treasury shares) at that date.

Resolution 17: Notice of General Meetings

Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the company to 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice).

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the company was able to call general meetings, other than an AGM, on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 17 seeks such approval. The approval will be effective until the company's next AGM, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Note that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the company must make a means of electronic voting available to all shareholders for that meeting.