

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Watches of Switzerland Group PLC, please hand this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



WATCHES OF SWITZERLAND GROUP PLC (INCORPORATED AND REGISTERED IN ENGLAND AND WALES UNDER NUMBER 11838443)

NOTICE OF ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chair of Watches of Switzerland Group PLC (the 'Company'), which is set out on page 2 of this document and which recommends you 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 3.30pm at The Watches of Switzerland Group, 36 North Row, London W1K 6DH on Thursday 31 August 2023, is set out on pages 3 and 4 of this document.

Shareholders will also find enclosed with this circular a form of proxy for use in connection with the Annual General Meeting. Completion. 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 form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, and detailed on pages 7 to 8 of this document, as soon as possible and in any event, so as to reach the Company's Registrars or the Company (if sent electronically) by no later than **3.30pm on Tuesday 29 August 2023**.

The form of proxy can be delivered by post, by courier or by hand, during normal business hours, to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or electronically to the Company's Registrars at the following email address: proxyvotes@equiniti.com. Alternatively, in the case of CREST members, a proxy can be validly appointed by utilising the CREST electronic proxy appointment service, the CREST manual on the Euroclear website (www.euroclear.com) or any other instructions relating to the form of proxy are set out on pages 7 to 8 of this document.

CHAIR'S LETTER

19 JULY 2023

Dear Shareholder,

ANNUAL GENERAL MEETING

On behalf of the Directors of Watches of Switzerland Group PLC (together the "Board"), it gives me great pleasure to invite you to attend the fifth Annual General Meeting (AGM) of Watches of Switzerland Group PLC (the "Company") which will be held at our offices at 36 North Row, London W1K 6DH on Thursday 31 August 2023 at 3.30pm. The doors will open at 3.00pm.

ANNUAL REPORT AND ACCOUNTS

For those Shareholders who have not yet received any communication regarding electronic information, accompanying this Notice of Meeting and Proxy Form is a Shareholder Letter.

The letter details how you would like us to provide you with future shareholder information, such as the Annual Report and Accounts. You will now have the choice whether to receive future information electronically or in paper format.

By taking advantage of electronic communications, as well as enabling us to communicate with you in a more timely manner, there is the added benefit of enabling us to operate in a more environmentally and sustainable manner.

RESOLUTIONS

The formal notice convening the AGM can be found on page 3 to 4 of this circular, detailing the resolutions that the Shareholders are being asked to vote on (each a "Resolution" and, together, the "Resolutions"). Explanatory notes on the Resolutions to be considered appear on page 5 to 6 of this Notice.

The AGM gives the Board an opportunity to meet Shareholders and to listen and respond to any questions. Your participation is important to us and if you cannot attend I would urge you to vote ahead of the AGM.

ELECTION AND RE-ELECTION OF DIRECTORS

Since the end of the financial year, the Company announced the appointment of Anders Romberg as the Chief Financial Officer. Therefore, as this is his first AGM since appointment Resolution 3 proposes his election to the Board.

Resolutions 4 to 9 propose the re-election of the other Directors of the Company. The biographical details of the Directors seeking re-election are set out on pages 130 to 131 of the Annual Report and Accounts 2023.

ACTION TO BE TAKEN

If you are unable to attend the AGM, you may wish to appoint a proxy by completing and returning the enclosed proxy form. Completion and return of a form of proxy will not preclude Shareholders from attending and voting at the AGM should they choose to do so. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, and detailed on pages 7 to 8 of this document, as soon as possible and in any event, so as to reach the Company's Registrars or the Company (if sent electronically) by no later than 3.30pm on Tuesday 29 August 2023. Other instructions relating to the form of proxy, including in the case of CREST members, are set out on pages 7 to 8 of this document.

VOTING

We recognise that many Shareholders are unable to attend the AGM in person, so all Resolutions will be decided on a poll to be called by the Chair at the meeting. The Board believes a poll is more representative of Shareholders' voting intentions because Shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account. Following the AGM the results will be published on our website thewosgroupplc.com and will be released to the London Stock Exchange as soon as practicable.

RECOMMENDATION

The Board considers that each of the Resolutions being proposed at the AGM are in the best interests of the Shareholders as a whole and recommend Shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

By Order of the Board,

IAN CARTER
CHAIR

NOTICE OF MEETING

Notice is hereby given that the fifth Annual General Meeting (AGM) of Watches of Switzerland Group PLC (the "Company") will be held at 36 North Row, London W1K 6DH on Thursday 31 August 2023 at 3.30pm.

You will be asked to consider and, if thought fit, to pass the resolutions below (each a "Resolution" and together the "Resolutions"). Resolutions 14 to 17 (inclusive) will be proposed as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

REPORT AND ACCOUNTS

Resolution 1

To receive the Strategic Report, Directors' Report and the Financial Statements for the financial year ended 30 April 2023 together with the report of the auditor.

REMUNERATION REPORT

Resolution 2

To approve the Directors' Remuneration Report in the form set out on pages 162 to 171 of the Annual Report and Accounts 2023 for the financial year ended 30 April 2023.

DIRECTORS

Resolution 3

To elect Anders Romberg as a director of the Company.

Resolution 4

To re-elect Ian Carter as a director of the Company.

Resolution 5

To re-elect Brian Duffy as a director of the Company.

Resolution 6

To re-elect Tea Colaiani as a director of the Company.

Resolution 7

To re-elect Rosa Monckton as a director of the Company.

Resolution 8

To re-elect Robert Moorhead as a director of the Company.

Resolution 9

To re-elect Chabi Nouri as a director of the Company.

AUDITORS

Resolution 10

To re-appoint Ernst & Young LLP as auditors of the Company (the "Auditors").

Resolution 11

To authorise the Directors to determine the remuneration of the Auditors.

Resolution 12

That in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised, in aggregate, to:

- (A) make political donations to political parties 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,

as such terms are defined in sections 363 to 365 of the Act during the period of one year beginning with the date of the passing of this resolution, provided that the authorised sum referred to in paragraphs (A), (B) and (C) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating that authorised sum, shall be converted into pounds sterling at such rate as the Board in its absolute discretion may determine to be appropriate; and all rights that the Company may have against its directors in respect of any political donations or expenditure made or incurred without the authorisation required under the Act be irrevocably and unconditionally waived.

AUTHORITY TO ALLOT SHARES

Resolution 13

That the Board of Directors of the Company (the "Board") be generally and unconditionally authorised 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 £998,209 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in the Companies Act 2006 (the "Act")) up to a nominal amount of £1,996,419 (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 ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 November 2024) but, in each case, during this period 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 expired.

NOTICE OF MEETING CONTINUED

SPECIAL RESOLUTIONS

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

GENERAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

Resolution 14

That if Resolution 13 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution 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, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 13, by way of a rights issue only):
- (i) to ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) in the case of the authority granted under paragraph (A) of Resolution 13 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £149,731,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 November 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

ADDITIONAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

Resolution 15

That, if Resolution 13 is passed, the Board be authorised in addition to any authority granted under Resolution 14 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution 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, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £149,731; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Board 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,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 November 2024) 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 treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

AUTHORITY TO PURCHASE OWN SHARES

Resolution 16

That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company provided that:

- (A) the maximum aggregate number of ordinary shares authorised to be purchased is 23,957,029;
- (B) the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
- (C) the maximum price which may be paid for an ordinary share is not more than the higher of: (a) 105 per cent. of the average of the middle market quotation for an ordinary share as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case, exclusive of expenses;
- (D) unless previously varied, revoked or renewed this authority shall expire at the conclusion of the Company's next AGM after this resolution is passed or, if earlier, at the close of business on 30 November 2024;
- (E) the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
- (F) any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of Shareholders at the time.

NOTICE OF GENERAL MEETINGS

Resolution 17

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

By order of the Board,

LAURA BATTLETT
COMPANY SECRETARY
19 July 2023

Watches of Switzerland Group PLC

Registered Office:
Aurum House,
2 Elland Road,
Braunstone,
Leicester,
United Kingdom,
LE3 1TT

Registered in England and Wales with number: 11838443

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolution 1 – To receive the Report and Accounts

The Board asks that Shareholders receive the Strategic Report, Directors' Report and the Financial Statements for the financial year ended 30 April 2023 together with the report of the auditor (the "Annual Report and Accounts 2023").

Resolution 2 – Approval of the Directors' Remuneration Report

The Directors' Remuneration Report is set out in full on pages 162 to 171 of the Annual Report and Accounts 2023. It is subject to an advisory vote by Shareholders.

Resolutions 3 to 9 – Election and Re-Election of Directors

In accordance with Article 80 of the Company's Articles of Association and the requirements of the UK Corporate Governance Code (the "Code"), each of the Directors is required to offer themselves for election or annual re-election by Shareholders at each AGM.

The Board is of the opinion that each of the Directors is appropriately skilled and experienced to carry out their responsibilities as a director and discharges their role as a director effectively. Further, following an internal Board Evaluation, further details of which can be found on page 143 of the Annual Report and Account 2023 (including in relation to their fulfilment of their duties under s172 Companies Act 2006), the Chair is satisfied that the performance of each of those directors continues to be effective and demonstrates commitment to their role, including the commitment of their time for meetings and any other duties.

Biographical details of each of the Directors, and an explanation of why each director's contribution to the Board is and continues to be important to the Company's long term success, can be found on pages 130 to 131 of the Annual Report and Accounts 2023.

The Board has determined that all of the Non-Executive Directors being proposed for re-election are independent in character and judgement, and there are no relationships or circumstances which are likely to affect, or could appear to affect, their independence.

Resolutions 10 and 11 – Re-Appointment of the Auditor and authority for the Directors to determine their remuneration

Shareholders are invited to re-appoint Ernst & Young LLP.

Resolution 11 proposes that the Directors be authorised to determine the level of the Auditor's remuneration.

Resolution 12 – Political donations

Part 14 of the Act prohibits companies from making political donations exceeding £50,000 in aggregate in any 12-month period to (i) political parties, (ii) other political organisations, and (iii) independent election candidates and from incurring political expenditure without Shareholders' consent. However, as the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught.

The Company is a politically neutral organisation and did not make any political donations in the preceding financial period.

It remains the policy of the Company not to make political donations or incur political expenditure within the ordinary meaning of those words and the Directors have no intention of using the authority for that purpose. The authority being sought in this Resolution will not change that policy, but is being sought as a precaution to ensure that the Company's normal business activities are compliant with the Act.

Resolution 13 – Authority to allot shares

Paragraph (A) of this Resolution 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 £998,209 (representing 79,856,765 ordinary shares of £0.0125 each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares of the Company) as at the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Investment Association (IA), paragraph (B) of this Resolution 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 £1,996,419 (representing 159,713,531 ordinary shares), 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 the latest practicable date prior to publication of this Notice.

The authority sought under this Resolution will expire at the earlier of 30 November 2024 and the end of the AGM of the Company held in 2024.

The Directors have no present intention to exercise the authority sought under this Resolution. However, if they do exercise the authority, the Directors intend to follow IA recommendations concerning its use (including as regards the Directors standing for re-election in certain cases).

As at the date of this Notice, no ordinary shares are held by the Company in treasury.

Resolution 14 – General authority to disapply pre-emption rights

This Resolution will be proposed as a special resolution, which requires a 75 per cent. majority of the votes to be cast in favour. It would give the Directors the power to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings.

This power would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount representing approximately 5 per cent. of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent. should not take place without prior consultation with Shareholders.

The power will expire at the earlier of 30 November 2024 and the end of the AGM of the Company held in 2024.

**EXPLANATORY NOTES TO
THE PROPOSED RESOLUTIONS
CONTINUED**

Resolution 15 – Additional authority to disapply pre-emption rights

This Resolution will be proposed as a special resolution, which requires a 75 per cent. majority of the votes to be cast in favour. Resolution 15 authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing Shareholders in proportion to their existing holdings, in addition to the authority set out in Resolution 14, in connection with the financing (or refinancing, if the authority is to be used within six months of the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 15 is limited to an aggregate nominal amount of £149,731 (representing 1,978,514 ordinary shares). This aggregate nominal amount represents approximately 5 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) as at the latest practicable date prior to publication of this Notice.

The power will expire at the earlier of 30 November 2024 and the conclusion of the AGM of the Company held in 2024.

Resolutions 14 and 15 have been separated in accordance with the guidance issued by the Pre-Emption Group.

Resolution 16 – Authority to purchase own shares

This resolution seeks Shareholder approval to grant the Company the authority to purchase its own shares pursuant to sections 693 and 701 of the Act.

This authority will be limited to an aggregate maximum number of 23,957,029 ordinary shares, representing 10 per cent. of the Company's issued share capital, excluding treasury shares. The maximum price which may be paid for an ordinary share will be an amount which is not more than the higher of (i) 5 per cent. above the average of the middle market quotation for an ordinary share as derived from the London Stock Exchange Plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case, exclusive of expenses).

If approved, the authority shall, unless varied, revoked or renewed, expire at the end of the Company's next AGM after the resolution is passed or, if earlier, at the close of business on 30 November 2024. The Directors have no present intention of exercising all or any of the powers conferred by this resolution and will only exercise their authority if it is in the best interests of Shareholders generally and could be expected to result in an increase in the earnings per ordinary share of the Company. As at 19 July 2023 the Company had granted options and awards under its share plan over in aggregate 2,302,706 ordinary shares (assuming full vesting and exercise). This represents 0.96 per cent. of the Company's issued share capital as at 19 July 2023 (being the latest practicable date before the publication of this Notice). If the Company were to buy back the maximum number of ordinary shares allowed under the authority under this resolution, and then cancel those shares, the total number of options and awards would represent approximately 1.07 per cent. of the Company's issued share capital as at 19 July 2023 (being the latest practicable date before the publication of this Notice).

Resolution 17 – Notice of general meetings

This Resolution will be proposed as a special resolution, which requires a 75 per cent majority of the votes to be cast in favour. The notice period required by the Act for general meetings (other than an AGM) is 21 clear days unless the Company:

- has gained Shareholder approval for the holding of general meetings on not less than 14 clear days' notice by passing a special resolution at the most recent AGM; and
- offers the facility for all Shareholders to vote by electronic means.

This Resolution seeks such approval to hold a general meeting other than an AGM on not less than 14 clear days' notice and will be proposed as a special resolution. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of Shareholders as a whole.

In order to comply with the Code, the Company would be required to circulate notices of all general meetings and related papers at least 14 working days in advance of the meeting. In the event that the Company relied on the shorter notice period and did not comply with the Code it would intend to explain any non-compliance in the subsequent annual report and accounts. Should this Resolution be approved it will be valid until the end of the next AGM.

NOTES TO THE NOTICE OF MEETING

- Members 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. If a Shareholder appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the Shareholder in the AGM over more shares than are held by the Shareholder, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the AGM. 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. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
- To be valid any proxy form or other instrument appointing a proxy must be received by post, by courier or by hand (during normal business hours) at the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or at the Company's Registrar's electronic address: proxyvotes@equiniti.com, in each case no later than 3.30pm on Tuesday 29 August 2023.
- In the case of a member which is a company, the proxy form must be executed under its common seal or signed by someone authorised to sign it.
- 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.
- 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 a given 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.
- The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 7 to 12 below) will not prevent a member attending the AGM and voting in person if he/she wishes to do so.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 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 (available via 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 3.30pm on Tuesday 29 August 2023. 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.
- 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 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.
- 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.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted.

Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.
- Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between 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.

NOTES TO THE NOTICE OF MEETING CONTINUED

14. The statement of the rights of Shareholders 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 Shareholders of the Company.
15. 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 6.30p.m. on Tuesday 29 August 2023 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned 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.
16. Shareholders are reminded of their right under section 360BA of the Act to request, within 30 days of the general meeting, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.
17. As at the last business date prior to the publication of this Notice the Company's issued share capital consists of 239,570,297 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at the last business date prior to the publication of this Notice are 239,570,297.
18. Copies of the service contracts and letters of appointment of the Directors of the Company will be available for at least 15 minutes prior to the Meeting and during the Meeting.
19. 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. 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.
20. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.
21. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted).
22. Contacting the Shareholder helpline team on 0371 384 2577, if calling from outside of the UK, please ensure the country code is used.

Lines are open from 8.30 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays in England and Wales).

You may not use any electronic address provided either in this notice of AGM or any related documents (including the Chair's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
23. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no answer need be given if: (a) to do so would interfere unduly with the running of 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 the good order of the meeting that the question be answered.
24. Personal data provided by or on behalf of Shareholders in connection with the AGM may be processed by the Company and any third party to whom it discloses such data in connection with the holding of the AGM (including the Company's Registrars) for the purposes of compiling and updating the Company's records in connection with the AGM, fulfilling its legal obligations and handling the rights exercised by Shareholders. The Company shall process such personal data in accordance with its privacy policy, a copy of which is available at thewosgroupplc.com/privacy-policy.
25. A copy of this notice, and other information required by section 311A of the Act, can be found at thewosgroupplc.com.