

M&C SAATCHI PLC

Notice of Annual General Meeting

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 are recommended to seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares in M&C Saatchi plc, please pass this document together with the accompanying documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

M&C SAATCHI PLC

6 June 2022

Registered office: 36 Golden Square, London W1F 9EE
Registered in England and Wales under number 05114893

Letter from the Chairman

Dear Shareholder,

I am writing to inform you that the annual general meeting of M&C Saatchi plc (the “**Company**”) for 2022 will be held at 11.00 a.m. on Thursday 30 June 2022 at 36 Golden Square, London W1F 9EE (the “**AGM**”).

Following the disruption to our 2020 annual general meeting and 2021 annual general meeting as a result of the measures implemented by the UK Government to manage the impact of the Covid-19 pandemic (the “**Government Measures**”), and the subsequent removal of all restrictions related to the Government Measures on 24 February 2022, we are delighted to welcome shareholders back in person to our 2022 AGM.

In the unlikely event that attendance at the AGM is not permissible due to the reintroduction of Government Measures, the AGM will be limited to attendance in person by the minimum number required to form a quorum (which will be facilitated by the Company).

The Company will update shareholders on any change in arrangements for the AGM through a Regulatory Information Service and the Company’s website at www.mcsaatchiplc.com. Shareholders are advised to check the Company’s website regularly for any updates.

The business of the AGM will only include the Ordinary and Special Business published in the Notice of AGM. The formal Notice of AGM is set out on pages 7 to 11 of this document. **In particular, please note that the business of the AGM will not include resolutions relating to the recently announced offers for the Company from AdvancedAdvT Limited and Next Fifteen Communications Group plc.** Resolutions 1 to 11 will be proposed as ordinary resolutions and each will require a simple majority of the votes to be cast in favour of that resolution to be passed. Resolutions 12 to 14 will be proposed as special resolutions and each will require at least 75% of the votes to be cast in favour of that resolution to be passed.

The Board is recommending that no dividend be paid for the financial year ended 31 December 2021. The Board intends to reinstate the payment of dividends from 2022.

The Company is required by law to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which the accounts are laid. As set out on page 85 of the Annual Report and Accounts, the Board recommends that BDO LLP be reappointed as the Company’s auditors and there is a resolution in the Notice of AGM proposing their reappointment.

Shareholders should note that the directors of the Company other than Vin Murria (the “**Independent Directors**”) have concluded that it is not appropriate for Vin Murria to be proposed for re-election as a director at the AGM. This conclusion has been drawn in light of the offers for the Company by each of AdvancedAdvT Limited, a vehicle connected with Vin Murria, and Next Fifteen Communications Group plc. Therefore, the Independent Directors have resolved that Vin Murria be removed from the Board and no resolution for Vin Murria’s re-election be presented at the AGM.

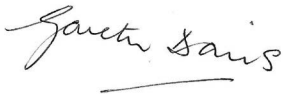
Shareholders may submit questions to the Board in advance of the AGM by emailing the Company at AGMquestions2022@mcsaatchi.com with the subject line “2022 AGM”. We recommend that shareholders submit questions as soon as possible and before 5.00 p.m. on Monday 27 June 2022 to enable us to respond to all questions before the AGM. **We cannot answer any questions in respect of the recently announced offers for the Company from AdvancedAdvT Limited and Next Fifteen Communications Group plc.**

Should shareholders not be able to attend the AGM in person and cast their vote, we strongly encourage all shareholders to complete the proxy form appointing the Chairman of the meeting as your proxy and return the proxy form to the Company’s Registrars, Computershare Investor Services PLC, as soon as possible and, in any event by no later than 11.00 a.m. on Tuesday 28 June 2022 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned annual general meeting, excluding non-working days). Shareholders 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 and in the notes to the Notice of AGM.

The Board has also determined that, as has been the case at the Company's recent annual general meetings, voting on all resolutions to be proposed at the AGM will be on a poll as this will ensure that all votes of shareholders will be counted, whether or not shareholders attend the AGM. On a poll, each shareholder has one vote for every ordinary share held. The results of the voting on all resolutions at the AGM will be announced via the Regulatory Information Service and published on the Company's website as soon as possible after the AGM.

The Board consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors recommend that shareholders vote in favour of each of the resolutions to be proposed at the AGM as they propose to do so in respect of the shares in which they are beneficially interested, being 752,627 shares representing approximately 0.6 per cent. of the Company's issued share capital (excluding treasury shares).

Yours sincerely,

A handwritten signature in cursive script that reads "Gareth Davis". The signature is written in black ink and is positioned above a short horizontal line.

Gareth Davis
Chairman

ORDINARY BUSINESS

Resolutions 1 to 11 will be proposed as ordinary resolutions which require a simple majority of the votes to be cast in favour of each resolution to be passed. Resolutions 12 to 14 will be proposed as special resolutions which require at least 75% of the votes to be cast in favour of each resolution to be passed.

Report and accounts 2021 (Resolution 1)

Shareholders are being asked to approve the Company's report and accounts for the year ended 31 December 2021 (the "**Annual Report and Accounts**").

The Annual Report and Accounts are available from the Company's website (www.mcsaatchiplc.com/reports-results/2021).

Directors' remuneration report 2021 (Resolution 2)

The Directors' remuneration report is set out on pages 90 to 110 in the Annual Report and Accounts. It is proposed that the Directors' remuneration report for the financial year ended 31 December 2021 be approved.

As this vote is advisory, it does not directly affect the remuneration paid to any Director, and no entitlement of a Director to remuneration is conditional on the passing of this resolution.

Reappointment of auditors and approval of remuneration (Resolutions 3 and 4)

The Company is required by law to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which the accounts are laid. As set out on page 85 of the Annual Report and Accounts, the Board recommends that BDO LLP be reappointed as the Company's auditors and this resolution proposes their reappointment.

Resolution 3 will, therefore, propose the reappointment of BDO LLP as the Company's auditors for the financial year ending 31 December 2022.

Resolution 4 seeks authority for the Directors, acting through the Audit Committee, to determine the auditors' remuneration for the next financial year.

Resolutions 5 to 9 relate to the re-appointment of the Directors

The articles of association of the Company (the "**Articles of Association**") require that each Director retires from office in accordance with any corporate governance policy adopted from time to time by the Board. The Board adopted the UK Corporate Governance Code 2018 which recommends that all directors of listed companies should be subject to annual re-election by shareholders. Therefore, all the Directors will retire at the AGM and offer themselves for re-election.

The biographical details below set out the skills and experience each Director brings to the Board. The Board recommends the re-election of each of the Directors.

Gareth Davis

Non-Executive Chairman

Gareth joined the Board on 3 February 2020 and became the Chairman on 1 January 2021. He is also the Nomination Committee Chairman. Gareth is Chairman of PodPoint Plc, the provider of charging infrastructure for electric vehicles and the Senior Independent Non-Executive Director of Gresham House Plc, the asset manager. Previously, Gareth sat on the board of Ferguson Plc, the FTSE 100 building materials business, between 2003 and 2019, spending the last nine years as Chairman. He was Chairman of William Hill Plc, the betting and gaming company, between 2010 and 2018. Gareth was Chairman of DS Smith Plc, a FTSE 100 packaging business, between 2012 and 2021 and was Chief Executive of Imperial Tobacco Group Plc (now Imperial Brands plc), between 1996 and 2010, having joined the business in 1972.

Lisa Gordon

Senior Independent Non-Executive Director

Lisa joined the Board on 17 March 2020 and is the Senior Independent Non-Executive Director. She has over 25 years' board experience, in both Executive and Non-Executive roles, with specialisms in TMT and finance. She is currently Chair of Cenkos Securities Plc, a securities firm focused on growth companies, a Non-Executive Director of Alpha FX Group Plc, a listed foreign exchange specialist, and Magic Light Pictures Limited, a children's film and television production company. She was also recently appointed as a Non-Executive Director of the JP Morgan Mid Cap Fund. Previously, Lisa was Non-Executive Chair of Albert Technologies Plc, an online advertising software business and a founding Director of Local World Plc, which was acquired by Trinity Mirror in 2015. Prior to this, Lisa was Chief Operating Officer of Yattendon Group, a private conglomerate, for six years and Corporate Development Director at the listed media group, Chrysalis Group Plc, for ten years. Lisa also served as a Non-Executive Director of Future Plc, the magazine group.

Louise Jackson

Independent Non-Executive Director

Louise joined the Board on 17 March 2020 and is the Remuneration Committee Chair. She has significant experience of consumer-facing businesses, particularly in human resources. She is currently Group People Director at Selfridges Group Ltd, the global luxury retailer, where she also sits on the Remuneration Board. Previously, Louise was Human Resource Director of the Japanese pharmaceutical company, Kyowa Hakkō Kirin Co Ltd and Senior Partner in Leadership and Talent

Consulting at Korn Ferry International Ltd. Prior to this, Louise was Group People Director for two years at British retailer Mothercare plc. She was also Chief Executive and co-founder of HR consultancy firm 7days Ltd for 10 years. Louise spent her early career in financial services and at Coopers & Lybrand LLP and TUI Travel Group.

Colin Jones
Independent Non-Executive Director

Colin joined the Board on 3 February 2020 and is the Audit Committee Chair. He is currently Non-Executive Chair of Centaur Media Plc, the marketing and legal intelligence group having joined in 2018 as a Non-Executive Director. Colin is also a Non-Executive Director and Chair of the Finance & Commercial Committee of The City Literary Institute, London's leading adult education college. Colin previously spent over 20 years as Chief Financial Officer of Euromoney Institutional Investor PLC, the FTSE 250-listed media company, until he retired in 2018. Colin began his career at PricewaterhouseCoopers LLP where he qualified as a chartered accountant.

Moray MacLennan
Executive Director and Chief Executive Officer

Moray joined the Board on 1 January 2021. He joined Saatchi and Saatchi as a trainee in 1983, leaving to help start the Company in 1995. He was made Worldwide CEO of the Company in 2010 and has overseen its growth from a single London advertising agency to a global network of communications agencies operating in 30 countries. He has been President of both the UK and European communications bodies and is a regular contributor to industry and current affairs debates.

Authority to allot shares (Resolutions 10 and 11)

In accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors may not exercise the Company's powers to allot shares without an authority contained either in the Articles of Association or in a resolution of the shareholders passed at a general meeting. Such authority was last given by the shareholders of the Company at the annual general meeting held in 2021 and expires at the forthcoming AGM. The Board considers it appropriate that a further similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £407,524 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 6 June 2022 which is the latest practicable date before publication of this document (the "**Latest Practicable Date**"). Such authority is sought in Resolution 10.

In addition, in accordance with The Investment Association's guidance with respect to what it considers to be routine, Resolution 11 will be proposed to authorise

the Directors to allot additional shares in connection with a pre-emptive offer by way of a rights issue to shareholders up to a maximum nominal amount of £407,524, which is equivalent to approximately a further one third of the total issued ordinary share capital of the Company as at the Latest Practicable Date. The Board considers it appropriate to seek this additional authority at this year's AGM in order to take advantage of the flexibility it offers.

If Resolutions 10 and 11 are passed, the authorities will expire at the end of the Company's next annual general meeting or, if earlier, 15 months from the date on which each of Resolutions 10 and 11 are passed.

SPECIAL BUSINESS

Disapplication of pre-emption rights (Resolutions 12 and 13)

The 2006 Act requires that an allotment of shares for cash or a sale of equity securities held in treasury for cash may not be made unless the shares are first offered to existing shareholders on a pre-emptive basis in accordance with the terms of the 2006 Act. In accordance with general practice, the Directors propose that advantage be taken of the provisions of section 570 of the 2006 Act to disapply the 2006 Act's pre-emption requirements in relation to certain share issues or sales of treasury shares.

Resolution 12, which is proposed as a special resolution, will empower the Directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- (i) in connection with a rights issue or other pro-rata offer to existing shareholders; and
- (ii) (otherwise than in connection with a rights issue) up to a maximum nominal value of £61,128, which is equivalent to approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date.

Resolution 13, which is proposed as a special resolution, will also empower the Directors in addition to the authority set out in Resolution 12 to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis provided that the power shall be limited to allotments or sales of up to a maximum nominal value of a further £61,128 which is equivalent to approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date. Although the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this document suggests that this additional 5% authority should only be used for the purpose of raising funds for the purpose of acquisitions and capital investment, shareholders are being asked to give authority to the Directors to use this authority on an unconditional basis as the Directors consider that the flexibility this would offer them is desirable in the current circumstances.

If Resolutions 12 and 13 are passed, the authorities will expire at the end of the Company's next annual general meeting or, if earlier, 15 months from the date on which each of Resolutions 12 and 13 are passed.

Purchase of own shares (Resolution 14)

Under the 2006 Act, the Company is not permitted to purchase its own shares unless the purchase has first been authorised by the Company's shareholders in a general meeting. Such an authority was last given by the shareholders at the Company's annual general meeting held in 2021 and it is proposed to confer a new authority on the Company in accordance with section 701 of the 2006 Act to make market purchases of its own shares for a further period which will end at the end of the Company's next annual general meeting of, if earlier, 15 months from the date on which Resolution 14 is passed.

The Directors are seeking this authority under Resolution 14, which is proposed as a special resolution, in respect of 12,225,746 ordinary shares being approximately 10% of the total issued ordinary share capital of the Company as at the Latest Practicable Date. The minimum and maximum prices are set by the authority. Any ordinary shares purchased under this authority may be either treated as cancelled and the number of ordinary shares in issue reduced accordingly, or held as treasury shares in accordance with the 2006 Act.

If Resolution 14 is passed, the authority will expire at the end of the Company's next annual general meeting or, if earlier, 15 months from the date on which Resolution 14 is passed.

M&C SAATCHI PLC

NOTICE OF

ANNUAL GENERAL

MEETING

Notice is hereby given that the annual general meeting of the Company for 2022 is convened to be held at 11.00 a.m. on Thursday 30 June 2022 at the Company's registered office at 36 Golden Square, London W1F 9EE (the "AGM"). At the AGM, shareholders will be asked to consider, and if thought fit, pass the resolutions below. Resolutions 12, 13 and 14 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Report and accounts 2021

1. To receive and adopt the Company's annual report and accounts for the financial year ended 31 December 2021, together with the directors' report and the auditors' report on those accounts.

Directors' remuneration report 2021

2. To approve the directors' remuneration report set out on pages 90 to 110 of the Company's annual report and accounts for the financial year ended 31 December 2021.

Re-appointment of auditors and approval of remuneration

3. To reappoint BDO LLP as the Company's auditors to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
4. To authorise the directors to determine the remuneration of the Company's auditors.

Re-appointment of directors

5. To reappoint Gareth Davis as a director of the Company.
6. To reappoint Lisa Gordon as a director of the Company.
7. To reappoint Louise Jackson as a director of the Company.
8. To reappoint Colin Jones as a director of the Company.
9. To reappoint Moray MacLennan as a director of the Company.

Authority to allot shares

10. THAT the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), in substitution for all existing authorities (to the extent unused) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £407,524. This authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, 15 months from the date on which this Resolution is passed, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted (and treasury shares to be sold) after such expiry and the directors of the Company may allot Relevant Securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority given by this Resolution had not expired.

11. THAT, in addition to the authority conferred by Resolution 10, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a further aggregate nominal amount of £407,524 provided that the authority conferred by this Resolution 11 may only be used in connection with an offer of equity securities (as defined in the 2006 Act) by way of a rights issue in favour of:

- a) holders of ordinary shares in proportion (as nearly as may be) to their existing holdings of ordinary shares at such record date as the directors of the Company may determine; and
- b) holders of other equity securities if this is required by the rights of those securities or if the directors of the Company consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the directors of the Company may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or legal, regulatory or practical problems

under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter whatsoever. This authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, 15 months from the date on which this Resolution is passed, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted (and treasury shares to be sold) after such expiry and the directors of the Company may allot Relevant Securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority given by this Resolution had not expired.

Disapplication of pre-emption rights

12.THAT:

12.1 the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash under the authorities conferred by Resolutions 10 and/or 11, as if section 561 of the 2006 Act did not apply to any such allotment and this power shall be limited to:

- a) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under Resolution 11 by way of a rights issue only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares at such record date as the directors of the Company may determine; and
 - (ii) holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

but subject to such exclusions and other arrangements as the directors of the Company may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter whatsoever; and

- b) the allotment of equity securities (otherwise than under paragraph (a) of this Resolution) up to an aggregate nominal amount of

£61,128,

provided that the power conferred by this Resolution shall expire (i) with respect to allotments to be made in reliance on the authority conferred by Resolution 10, when the authority given by Resolution 10 is revoked or expires and (ii) with respect to allotments to be made in reliance on the authority conferred by Resolution 11, when the authority given by Resolution 11 is revoked or expires, but, in each case, the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after the authority given by this Resolution expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the authority has expired; and

12.2 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560 (3) of the 2006 Act as if the words "under the authorities conferred by Resolutions 10 and/or 11" were omitted from the introductory wording to this Resolution 12.

13.THAT subject to the passing of Resolution 12, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash under the authorities conferred by Resolutions 10 and/or 11, as if section 561 of the 2006 Act did not apply to any such allotment and this power shall be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £61,128, being an amount in addition to the authority conferred on the directors of the Company by Resolution 12, provided that the power conferred by this Resolution shall expire (i) with respect to allotments to be made in reliance on the authority conferred by Resolution 11, when the authority given by Resolution 11 is revoked or expires and (ii) with respect to allotments to be made in reliance on the authority conferred by Resolution 10, when the authority given by Resolution 10 is revoked or expires, but, in each case, the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the authority has expired. This power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by

virtue of section 560 (3) of the 2006 Act as if the words “under the authorities conferred by Resolutions 10 and/or 11” were omitted from the introductory wording to this Resolution 13.

6 June 2022
By order of the Board

Authority to purchase own shares

14. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”) upon such terms and in such manner as the directors of the Company shall determine, provided that:

- 14.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 12,225,746;
- 14.2 the minimum price which may be paid for an Ordinary Share is £0.01 per share (exclusive of expenses);
- 14.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses) cannot be more than an amount equal to the higher of:
 - a) 105 percent of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the purchase is made; and
 - b) the last independent trade of, or the highest current independent bid for, in each instance an Ordinary Share on the trading venues where the purchase is carried out; and

unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the date on which this Resolution is passed, whichever is the earlier save that the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority 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 or contracts.



Victoria Clarke
Company Secretary and General Counsel

Registered Office: 36 Golden Square, London W1F 9EE
Registered in England and Wales number 05114893

PLEASE READ THE NOTES BELOW IN CONJUNCTION WITH THE REST OF THIS DOCUMENT TO WHICH THIS NOTICE OF ANNUAL GENERAL MEETING IS ATTACHED REGARDING THE PROPOSED PROCEDURE FOR THE AGM.

Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to 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. By appointing the chairman of the meeting as proxy, this will ensure that a shareholder's votes are cast in accordance with the shareholder's wishes at the AGM. 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 Registrar's, Computershare Investor Services PLC, on their helpline 0370 889 4044 if calling from the United Kingdom, or +44 (0)370 889 4044 if calling from outside the United Kingdom.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or at the electronic address provided in the proxy form, in each case no later than 11.00 a.m. on Tuesday 28 June 2022 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned annual general meeting, excluding non-working days), together with the original of any power of attorney or other authority under which the proxy form is signed. In the case of a corporation, the proxy form must be executed under its common seal or under the hand of any officer or attorney duly authorised.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in Note 7 below) does not preclude a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast) shareholders must be registered in the Register of Members of the Company at 11.00 a.m. on Tuesday 28 June 2022 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned annual general meeting, excluding non-working days). Changes to

the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.

5. Voting on all Resolutions will be conducted by way of a poll rather than on a show of hands. On a poll, every member who is present in person or by a proxy has one vote for every ordinary share held by him/her. As soon as practicable following the AGM, the results of the voting will be announced via a Regulatory Information Service and also placed on the Company's website at www.mcsaatchiplc.com.
6. 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 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.
7. 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/CREST). 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 number 3RA50) by 11.00 a.m. on Tuesday 28 June 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the 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.

8. 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 messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that 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.
9. 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 shareholder provided that they do not do so in relation to the same shares.
10. In the case of joint holders, where one or more of the joint holders purport 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 joint holders appear in the Register of Members of the Company (the first name being the most senior).
11. 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 in question. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion.
12. As at 6 June 2022 (being the latest practicable date before publication of this document), the Company's total issued share capital consists of 122,743,435 ordinary shares of £0.01 each, carrying one vote each (485,970 of which were held as treasury shares). Therefore, the total number of voting rights in the Company as at 6 June 2022 is 122,257,465.
13. Copies of: (i) the directors' service agreements and letters of appointment and (ii) the Articles of Association are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted) from the date of this document until the conclusion of the AGM and at the AGM venue for at least 15 minutes prior to the start of the meeting until the conclusion of the meeting. Depending on whether Government Measures restrict holding a physical meeting at the time of the AGM on Thursday 30 June 2022, such documentation may not be available for inspection at the venue of the AGM. However, the Articles of Association are available for inspection on the Company's website at www.mcsaatchiplc.com.

