



## Dear Shareholder,

I am pleased to notify you that the Sixty Second Annual General Meeting (“AGM”) of the Company will be held on Wednesday 26 January 2022 at 11.00am at Principal York Hotel, Station Road, York YO24 1AA. The formal Notice of the AGM (the “notice”) and the resolutions to be proposed at the AGM are set out on pages 2 to 4 of this document.

## Attendance

We are keen to welcome Shareholders in person to our 2022 Annual General Meeting. At present, we expect that it will be possible under UK Government’s guidelines to allow attendance in person. However, the safety and wellbeing of our Shareholders and colleagues continue to be of paramount importance. We are therefore proposing to hold the Annual General Meeting at Principal York Hotel, Station Road, York YO24 1AA and to welcome the maximum number of Shareholders we are able to, within safety constraints and in accordance with UK Government guidelines at that time. Should the situation change such that we consider that it is no longer possible for Shareholders to attend the meeting, we will make alternative arrangements and we will notify Shareholders of the change on our website and a public announcement via a Regulatory Information Service.

## Voting

Shareholders can submit their votes in advance. This can be completed:

- **Online:** Via our registrar’s website at [www.signalshares.com](http://www.signalshares.com)
- **By CREST:** Via the CREST electronic proxy appointment service (for CREST members)
- **By post:** FREEPOST PXS 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL

All Forms of Proxy must be received by no later than 11.00am on 24 January 2022. Further details on the voting procedure can be found on page 3. The results of the voting will be published on our website as soon as is reasonably practicable following the conclusion of the AGM.

In light of the on-going COVID-19 pandemic, the Board of Directors strongly urges all Shareholders to register their votes in advance by appointing the chairman of the AGM (and not any other person) as their proxy.

## Questions

The Annual General Meeting is typically a good opportunity for Shareholders to meet with the Directors when they can provide an update on the Company’s business and answer Shareholders’ questions. To ensure that Shareholders have an opportunity to engage with the Board, this year, the Board will be pleased to answer questions proposed in advance of the meeting via email to [info@renewholdings.com](mailto:info@renewholdings.com), provided the questions are received before 9.30am on Monday 24 January 2022.

## Support

For help please contact Link Group by phone +44 (0)371 664 0300 (calls are charged at the standard geographical rate and will vary by provider). Calls outside the United Kingdom will be charged at the applicable international rate). Lines are open between 9.00am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. Alternatively you can contact Link Group by email using: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

## David Forbes

Chairman

20 December 2021

# NOTICE OF ANNUAL GENERAL MEETING

Renew Holdings plc

## Renew Holdings plc (“Company”) Notice of Annual General Meeting (“AGM”)

Notice is hereby given that the Sixty Second AGM of the Company will be held at Principal York Hotel, Station Road, York YO24 1AA on Wednesday 26 January 2022 at 11.00am to consider and, if thought fit, pass resolutions 1 to 9 below as ordinary resolutions and resolutions 10 and 11 below as special resolutions.

The meeting will consider the following business:

### Routine business

1. To receive, approve and adopt the Company’s audited financial statements for the year ended 30 September 2021 and the reports of the Directors and auditor thereon.
2. To declare a final dividend for the year ended 30 September 2021 of 11.17p per Ordinary Share in the capital of the Company to be paid on 4 March 2022 to shareholders who appear on the register at the close of business on 28 January 2022.
3. To re-elect David Forbes as a Director of the Company. Mr Forbes retires as a Director in accordance with the Company’s Articles of Association and offers himself for re-election.
4. To re-elect Andries Liebenberg as a Director of the Company. Mr Liebenberg retires as a Director in accordance with the Company’s Articles of Association and offers himself for re-election.
5. To re-elect Louise Hardy as a Director of the Company. Ms Hardy was appointed as a Director during the year and, in accordance with the Company’s Articles of Association, retires as a Director and offers herself for re-election.
6. To approve the Remuneration Report for the year ended 30 September 2021.
7. To appoint Ernst & Young LLP as auditor of the Company.
8. To authorise the Audit and Risk Committee of the Board of Directors of the Company to determine the remuneration of the auditor.

### Special business

9. THAT the directors of the Company (the “Directors”) be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the capital of the Company (“Shares”) or grant rights to subscribe for or to convert any security into Shares (“Rights”) up to an aggregate nominal amount of £2,628,758 such authority to apply in substitution for all previous authorities pursuant to section 551 of the Act and to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 April 2023 (unless renewed, varied or revoked by the Company prior to or on such date) but, in each case, save that the Company may make offers and enter into agreements before this authority expires which would, or might, require Shares to be allotted or Rights to be granted after this authority expires and the Directors may allot such Shares or grant such Rights pursuant to any such agreement as if this authority had not expired.
10. THAT, subject to the passing of resolution 9, the directors of the Company (the “Directors”) be empowered to allot equity securities (as defined in the Companies Act 2006 (the “Act”)) for cash under the authority given by resolution 9 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) in connection with an offer by way of rights issue or other pre-emptive issue to holders of Ordinary Shares in the capital of the Company in proportion (as nearly may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £394,313.

such power to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 April 2023 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 power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

11. THAT, subject to the passing of resolution 9 above, the directors of the Company (the “Directors”) be empowered in addition to any authority granted under resolution 10 to allot equity securities (as defined in the Companies Act 2006 (the “Act”)) for cash under the authority given by resolution 9 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:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £394,313; and

- (B) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine 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 power to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 April 2023 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 power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

By order of the Board

**S Wyndham-Quin CA**  
Company Secretary of Renew Holdings plc  
20 December 2021

Registered Office:  
Renew Holdings plc  
3175 Century Way  
Thorpe Park  
Leeds  
LS15 8ZB

Registered in England and Wales No.: 650447

## Notes

1. A member of the Company must be entered on the register of members at 8.00pm on 24 January 2022 (or the date which is two days (excluding Saturdays, Sundays and public/bank holidays in England) prior to any adjourned AGM) in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
3. In light of the on-going COVID-19 pandemic, the Board of Directors strongly urges all Shareholders to register their votes in advance by appointing the chairman of the AGM (and not any other person) as their proxy.
4. Proxy forms and the powers of attorney or other authority, if any, under which they are signed need to be deposited at the office of the Company's registrar, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL not later than 48 hours before the time appointed for the meeting (excluding Saturdays, Sundays and public/bank holidays in England). Shareholders wishing to vote online should go to [www.signalshares.com](http://www.signalshares.com) and follow the instructions.
5. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
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.

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 the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear") and must contain the information required for such instruction, as described in the CREST Manual. 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 RA10) by 11.00am on 24 January 2022. 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 provider(s), should note that Euroclear 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a

message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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.

7. As at 19 December 2021, the Company's issued share capital consisted of 78,862,743 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date were 78,862,743.
8. A copy of this notice can be found at [www.renewholdings.com](http://www.renewholdings.com).
9. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related or accompanying document (including any proxy form)) to communicate with the Company for any purposes other than those expressly stated (if any).
10. Resolutions 1 to 8 are routine business and resolutions 9 to 11 are special business under the Company's Articles of Association.

## Explanation of Resolutions

### Ordinary Resolutions

Resolutions 1 to 9 are proposed as ordinary resolutions. These resolutions will be passed if more than 50 per cent of the votes are cast in favour of them.

- (a) **Resolution 1:** The directors of the Company (the "Directors") are required to present to shareholders at the AGM the audited accounts of the Company, and the reports of the Directors and auditor, for the year ended 30 September 2021.
- (b) **Resolution 2:** A final dividend can only be paid after the shareholders have approved it at a general meeting. The Directors are recommending a final dividend of 11.17p per Ordinary Share, payable to shareholders on the register at the close of business on 28 January 2022. If approved, it is expected that the final dividend will be paid on 4 March 2022.
- (c) **Resolutions 3, 4 and 5:** The Company's Articles of Association require one third of the Directors to retire from office each year (or, if their number is not a multiple of three, the number nearest to but not greater than one-third). David Forbes and Andries Liebenberg are each retiring and seeking re-election at the AGM.

David Forbes has indicated his intention to retire from the Board during the course of the year ended 30 September 2022 once a replacement Chairman has been appointed.

Louise Hardy was appointed as a Director of the Company on 9 December 2021, subsequent to the date of the last Annual General Meeting, and is required by the Company's Articles of Association to retire at this year's AGM. The Board recommends that she be re-elected and resolution 5 proposes her re-election.

Biographical information for all the Directors standing for re-election is included on page 86 of the Directors' report in the Company's Annual Report and Accounts. Having considered the performance of and contribution made by each of the Directors and following formal performance evaluation for those Directors standing for re-election, the board of Directors (the "Board") remains satisfied that, and the Chair confirms that, the performance of each Director continues to be effective and to demonstrate commitment to the role and as such the Board recommends their re-election.

### Explanation of Resolutions continued

#### Ordinary Resolutions continued

- (d) **Resolution 6:** The directors' remuneration report is set out in the Company's Annual Report and Accounts for the year ended 30 September 2021. The vote is advisory and the Directors' entitlement to remuneration is not conditional on it.
- (e) **Resolution 7:** Resolution 7 relates to the appointment of Ernst & Young LLP, as the Company's Auditor to hold office until the next Annual General Meeting of the Company. In line with best practice, Renew Holdings plc concluded the tender process to replace KPMG LLP.
- (f) **Resolution 8:** It is normal practice for shareholders to resolve at the AGM that the Audit and Risk Committee decides on the level of remuneration of the auditor for the audit work to be carried out by it in the next financial year. The amount of the remuneration paid to the auditor for the next financial year will be disclosed in the next audited accounts of the Company.
- (g) **Resolution 9:** The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The Investment Association ("IA") guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. Accordingly, resolution 9, if passed, would authorise the Directors under section 551 of the Act to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights (unless and to the extent disapplied)) up to a maximum nominal amount of £2,628,758 representing the IA guideline limit of approximately one third of the Company's issued Ordinary Share capital (excluding shares held in treasury) as at 19 December 2021 (being the latest practicable date prior to the publication of this document). Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

#### Special resolutions

Resolutions 10 and 11 are special resolutions. These resolutions will be passed if not less than 75 per cent of the votes are cast in favour of them.

- (h) **Resolution 10 and 11:** Resolution 10 contains a two-part disapplication of statutory pre-emption rights. Other than in connection with a rights issue or other pre-emptive issue, the power contained in resolution 10 would be limited to a maximum nominal amount of £394,313, which would equate to 3,943,130 Ordinary Shares in the capital of the Company, representing approximately 5 per cent of the Company's issued share capital as at 19 December 2021, being the latest practicable date prior to the publication of this document.

Resolution 11 is a further disapplication of pre-emption rights limited to an additional 5 per cent of issued Ordinary Share capital to be used for transactions which the Directors determine to be an acquisition or specified capital investment. This power would be limited to a maximum nominal amount of £394,313, which would equate to 3,943,130 Ordinary Shares in the capital of the Company, representing approximately 5 per cent of the Company's issued share capital as at 19 December 2021, being the latest practicable date prior to the publication of this AGM notice.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 9.



#### Renew Holdings plc

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