

# Notice of Annual General Meeting

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

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser. If you have sold or otherwise transferred, or sell or otherwise transfer, all of your shares in Bridgepoint Group plc, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

**BRIDGEPOINT GROUP PLC (THE "COMPANY")**

**2022 NOTICE OF ANNUAL GENERAL MEETING**

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

Notice of an Annual General Meeting of the Company to be held at 4.00 p.m. on Thursday 12 May 2022 at the Conrad St. James Hotel, 22-28 Broadway, London, SW1H 0BH is set out in this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the Annual General Meeting. **To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's registrars, Equiniti, by no later than 4.00 p.m. on 10 May 2022.**

# Notice of Annual General Meeting continued

**Bridgepoint Group plc**  
Incorporated and registered in England and Wales, Registration No. 11443992

## Board of Directors (the "Board")

William Jackson (Executive Chairman)  
Adam Jones (Executive Director)  
Angeles Garcia-Poveda (Non-Executive Director)  
Carolyn McCall (Non-Executive Director)  
Archie Norman (Non-Executive Director and Senior Independent Director)  
Tim Score (Non-Executive Director)

**Registered office**  
95 Wigmore Street  
London  
W1U 1FB

Dear shareholder,

## Annual General Meeting ("AGM")

On behalf of the Board, I would like to invite you to the 2022 AGM of Bridgepoint Group plc on 12 May 2022, the Notice of Meeting ("Notice") for which is contained in this document. More information about the Group's performance during 2021 and its strategy and governance can be found in the 2021 Annual Report (as defined below).

## Attendance, voting and proxy appointment

If you hold any existing ordinary shares in the Company, you are entitled to attend and vote at the AGM. Voting at the AGM will be conducted by way of poll.

You will find enclosed the Form of Proxy for use at the AGM. Instructions in respect of the Form of Proxy can be found on pages 7 to 8 of this document. The Form of Proxy must be received by the Company's registrars by 4.00 p.m. on 10 May 2022.

I would encourage you to exercise your right to vote and submit your proxy as early as possible.

The voting results will be announced shortly after the AGM and will also be available on the Company's website ([www.bridgepointgroupplc.com](http://www.bridgepointgroupplc.com)).

## Election of directors

All Directors will stand for election at the AGM, in line with the provisions of the UK Corporate Governance Code. The biographies of each of the Directors are set out on pages 76 to 79 of the 2021 Annual Report.

## Dividend

The Board is recommending for approval a final dividend of 3.64 pence per ordinary share for the year ended 31 December 2021. If approved, this dividend will be payable on 16 May 2022 to holders of ordinary shares on the register of members of the Company at the close of business on 22 April 2022.

## Directors' remuneration policy

Due to this being the first AGM of the Company since being admitted to trading on the London Stock Exchange, the Company's remuneration policy is being put to the meeting for approval. The Remuneration Policy has been prepared by the Remuneration Committee, and sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors.

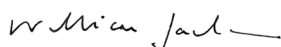
The Committee has taken care to ensure that the Remuneration Policy being put to shareholders is aligned to the Company's purpose, values and culture and that remuneration is clearly linked to the successful delivery of our long-term strategy. The Remuneration Policy aims to reflect both our internal culture of share ownership and rewards for strong performance (a partnership ethos), alignment with our clients as well as our shareholders and reflecting best practice within our regulatory framework.

It is not anticipated that this policy will be voted on again until the Company's AGM in 2025, unless changes are proposed in the interim.

## Explanatory notes and recommendation

Explanatory notes for each of the resolutions proposed are set out on pages 5 to 8.

The Board considers that all of the resolutions as set out in the Notice are in the best interests of shareholders as a whole and the Board unanimously recommends that shareholders vote in favour of all of these resolutions, as the Directors intend to do with respect to their own beneficial holdings.



**William Jackson**  
Executive Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the Conrad St. James Hotel, 22-28 Broadway, London, SW1H 0BH at 4.00 p.m. on Thursday 12 May 2022 for the purposes set out below. Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 17 (inclusive) as special resolutions.

## ORDINARY RESOLUTIONS

1. To receive the Company's audited financial statements for the financial year ended 31 December 2021, together with the Directors' Report, Strategic Report and the Auditor's Report on those financial statements.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy set out on pages 94 to 100) for the year ended 31 December 2021, as set out on pages 92 to 105 of the Company's 2021 Annual Report.
3. To approve the Directors' Remuneration Policy, as set out on pages 94 to 100 of the Company's 2021 Annual Report.
4. To re-appoint Mazars LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
5. To authorise the Audit and Risk Committee to determine the remuneration of the auditor of the Company.
6. To declare a final dividend of 3.64 pence per ordinary share for the year ended 31 December 2021.
7. To elect William Jackson as a Director of the Company.
8. To elect Adam Jones as a Director of the Company.
9. To elect Angeles Garcia-Poveda as a Director of the Company.
10. To elect Carolyn McCall as a Director of the Company.
11. To elect Archie Norman as a Director of the Company.
12. To elect Tim Score as a Director of the Company.
13. That, in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or convert any security into shares:
  - a. up to an aggregate nominal amount of £13,721; and
  - b. in addition, up to a further aggregate nominal amount of £27,442 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a) of this resolution) 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 shareholdings; and
    - ii. to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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 authorities to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2023 but, in each case, so that the Company may, before the expiry of such authorities, make offers or agreements which would or might require shares to be allotted or rights to be granted after expiry of these authorities and so that the Directors may allot shares or grant rights in pursuance of any such offer or agreement notwithstanding that the authorities conferred by this resolution have expired.

## SPECIAL RESOLUTIONS

14. That, subject to resolution 13 being passed, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited:
  - a. to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 13, such power shall be limited to the allotment of equity securities in connection with an offer by way of 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, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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

# Notice of Annual General Meeting continued

b. to the allotment (otherwise than in the circumstances set out in paragraph (a) of this resolution 14) of equity securities pursuant to the authority granted by paragraph (a) of resolution 13 or sale of treasury shares up to an aggregate nominal amount of £2,058,

such power to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2023 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 14 have expired.

15. That, subject to resolution 13 being passed and in addition to any power granted under resolution 14, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal value of £2,058; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of Directors 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 the notice in respect of this resolution 15,

such power to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2023 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 15 have expired.

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 pursuant to section 701 of the Act provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 82,326,877;
- 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 (exclusive of expenses) is not more than the higher of:
  - i. 105 per cent of the average of the middle market quotations 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 venues where the purchase is carried out at the relevant time;
- d. this authority shall expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2023; and
- 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.

17. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

**BY ORDER OF THE BOARD**



Sandra Dadd FCG  
Company Secretary  
30 March 2022

Registered Office:  
95 Wigmore Street  
London  
W1U 1FB

# EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolutions 14 to 17 (inclusive) are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

## RESOLUTION 1 – RECEIPT OF 2021 ANNUAL REPORT AND FINANCIAL STATEMENTS

The Directors are required to lay the Company's financial statements, the Strategic Report and the Directors' and auditor's reports on those financial statements (collectively, the "2021 Annual Report") before shareholders each year at the AGM. A copy of the 2021 Annual Report can be accessed on the Company's website at [www.bridgepointgroupplc.com](http://www.bridgepointgroupplc.com).

## RESOLUTION 2 – APPROVAL OF DIRECTORS' REMUNERATION REPORT

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report (other than the Directors' Remuneration Policy which is set out on pages 94 to 100 of the 2021 Annual Report). This resolution is an advisory vote, as provided by law, meaning that the Directors' entitlements to remuneration are not conditional upon the resolution being passed.

## RESOLUTION 3 – APPROVAL OF DIRECTORS' REMUNERATION POLICY

Resolution 3 seeks shareholder approval of the Directors' Remuneration Policy which is set out on pages 94 to 100 of the 2021 Annual Report. The vote on Resolution 3 is binding in nature and, if approved, the Directors' Remuneration Policy will take effect from the end of the AGM.

Once the Directors' Remuneration Policy has been approved, the Company may not make a remuneration payment or payment for loss of office to a Director or former Director of the Company unless that payment is consistent with the approved Directors' Remuneration Policy, or has otherwise been approved by a shareholder resolution.

It is not anticipated that this Policy will be voted on again until the Company's AGM in 2025, unless changes are proposed in the interim.

## RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting.

The Audit and Risk Committee has reviewed the effectiveness, performance, independence and objectivity of the existing external auditor, Mazars LLP, on behalf of the Board, and concluded that the external auditor was in all respects effective.

This resolution proposes the re-appointment of Mazars LLP until the conclusion of the next AGM.

## RESOLUTION 5 – AUTHORITY TO AGREE AUDITOR'S REMUNERATION

This resolution seeks authority for the Audit and Risk Committee to determine the level of the auditor's remuneration.

## RESOLUTION 6 – DECLARATION OF FINAL DIVIDEND

Resolution 6 seeks shareholder approval for the declaration of a final dividend of 3.64 pence per ordinary share for the year ended 31 December 2021. The final dividend will, subject to shareholder approval, be paid on 16 May 2022 to the holders of ordinary shares whose names are recorded on the register of members of the Company at the close of business on 22 April 2022.

## RESOLUTIONS 7 TO 12 (INCLUSIVE) – ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code (the "Code") and the Company's Articles of Association (the "Articles"), every Director having previously been appointed to the Board will stand for election at the AGM.

The Board is satisfied that each of the Directors proposed for re-appointment has the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge the duties and responsibilities of a Director effectively. Furthermore, the Board is satisfied that each Director continues to make an effective and valuable contribution and demonstrates commitment to their role.

Biographical details of each Director can be found on pages 76 to 79 of the 2021 Annual Report. All of the Non-executive Directors standing for election are currently considered independent under the Code.

# Notice of Annual General Meeting continued

## RESOLUTION 13 – AUTHORITY TO ALLOT SHARES

This resolution seeks shareholder approval to grant the Directors the authority to allot shares in the Company, or to grant rights to subscribe for or convert any securities into shares in the Company (“Rights”), pursuant to section 551 of the Act (the “Section 551 authority”). The authority contained in paragraph (a) of the resolution will be limited to an aggregate nominal amount of £13,721, being approximately one-third of the Company’s issued ordinary share capital as at 29 March 2022 (being the last business day prior to the publication of this notice).

In line with guidance issued by the Investment Association, paragraph (b) of this resolution would give the Directors authority to allot shares in the Company or grant Rights in connection with a rights issue up to aggregate nominal amount of £27,442, representing approximately two-thirds of the Company’s issued ordinary share capital as at 29 March 2022. This resolution provides that such amount shall be reduced by the aggregate nominal amount of any allotments or grants under paragraph (a).

The Company does not hold any shares in treasury.

If approved, the Section 551 authority shall, unless renewed, revoked or varied by the Company, expire at the end of the Company’s next AGM after the resolution is passed or, if earlier, at the close of business on 31 July 2023. The exception to this is that the Directors may allot shares or grant Rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired. The Directors have no present intention to exercise the Section 551 authority.

## RESOLUTION 14 AND 15 – GENERAL AND ADDITIONAL DISAPPLICATION OF PRE-EMPTION RIGHTS

These resolutions seek shareholder approval to grant the Directors the power to allot equity securities (as defined by section 560 of the Act) or sell treasury shares of the Company pursuant to sections 570 and 573 of the Act (the “Section 570 and 573 power”) without first offering them to existing shareholders in proportion to their existing shareholdings.

The power is limited to allotments for cash in connection with pre-emptive offers to shareholders, subject to any arrangements that the Directors consider appropriate to deal with fractions and overseas requirements, and otherwise pursuant to non-pre-emptive offers, up to a maximum nominal value of £4,116, representing approximately 10% of the Company’s issued ordinary share capital as at 29 March 2022 (being the last business day prior to the publication of this notice).

The Directors intend to adhere to the guidelines set out in the Pre-Emption Group’s Statement of Principles (as updated in March 2015) and not to allot shares for cash on a non-pre-emptive basis pursuant to a relevant authority in resolutions 14 or 15 without shareholder approval, in excess of an amount equal to 7.5% of the Company’s issued ordinary share capital in a rolling three-year period, other than in connection with 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.

If approved, the Section 570 and 573 power shall apply until the end of the Company’s next AGM after the resolutions are passed or, if earlier, until the close of business on 31 July 2023. The exception to this is that the Directors may allot equity securities after the power has expired in connection with an offer or agreement made or entered into before the power expired. The Directors have no present intention to exercise the Section 570 and 573 power.

## 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 is limited to an aggregate maximum number of 82,326,877 ordinary shares, representing 10% of the Company’s issued ordinary share capital as at 29 March 2022.

The maximum price which may be paid for an ordinary share (exclusive of expenses) will be an amount which is not more than the higher of: (i) 5% above the average of the middle market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is 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 at the relevant time.

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 31 July 2023. 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 interests of shareholders generally.

## RESOLUTION 17 – NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN AGMS

This resolution seeks shareholder approval to allow the Company to continue to call general meetings (other than AGMs) on 14 clear days' notice. In accordance with the Act, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period (subject to a minimum period of 14 clear days). In accordance with the Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice.

The Company intends to only use the shorter notice period where this flexibility is merited by the purpose of the meeting and is considered to be in the interests of shareholders generally, and not as a matter of routine. AGMs will continue to be held on at least 21 clear days' notice.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

### Explanatory notes as to the proxy, voting and attendance procedures at the Annual General Meeting (AGM)

1. Any member entered on the register of members of the Company as at 6.30 p.m. on 10 May 2022 is entitled to attend the AGM and any holder of ordinary shares is entitled to vote. A member entitled to attend, speak and/or vote at the AGM is also entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and/or vote at the AGM in his/her place. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. To be effective, a form of proxy must be completed and returned, together with any power of attorney or authority under which it is completed or a certified copy of such power or authority, so that it is received by the Company's registrars at the address specified on the form of proxy not less than 48 hours (excluding any part of a day that is not a working day) before the stated time for holding the meeting (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day which is not a working day)). Returning a completed form of proxy will not preclude a member from attending the meeting and/or voting in person.
3. You may register your vote online by visiting Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk). In order to register your vote online, you will need to enter the Voting ID, Task ID and Shareholder Reference Number which are set out on the enclosed form of proxy. Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 4.00 p.m. (BST) on 10 May 2022.
4. 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. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in paragraph 2 can only be exercised by the holders of shares in the Company.
5. To be entitled to attend and/or vote at the AGM (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 6.30 p.m. BST on 10 May 2022 (or, in the event of an adjournment, on the date which is two days, excluding any day which is not a working day, before the time of the adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
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 (available at [www.euroclear.com](http://www.euroclear.com)). 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.
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. 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 RA19) by 4.00 p.m. (BST) on 10 May 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 message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.



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9. 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.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 4.00 p.m. on 10 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
12. As at 29 March 2022 (being the last business day prior to the publication of this notice), the Company's issued ordinary share capital consists of 823,268,774 ordinary shares of £0.00005 each, carrying one vote each.
13. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which 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.
14. Any member, or other person who has been identified by a member as a person on whose behalf the member holds shares, attending the meeting has the right to ask questions. The Company must answer any such questions relating to the business being dealt with at the meeting, but no answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; and/or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. Voting at the AGM will be by poll. The Chairman will invite each ordinary shareholder, corporate representative and proxy present at the meeting to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, the Chairman will cast the votes for which he has been appointed as proxy. Poll cards will be collected during the meeting. Once the results have been verified by the Company's registrar, Equiniti, they will be notified to the Financial Conduct Authority, announced through a Regulatory Information Service and will be available to view on the Company's website.
16. A copy of this notice, and other information required by section 311A of the Act, can be found at [www.bridgepointgroupplc.com](http://www.bridgepointgroupplc.com).
17. You may not use an electronic address provided in either this Notice of AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
18. The following documents will be available for inspection upon request at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice up to and including the date of the AGM and at the place of the AGM for 15 minutes prior to and during the meeting:
  - (i) copies of all service agreements under which Directors of the Company are employed by the Company or any subsidiaries; and
  - (ii) a copy of the terms of appointment of the non-executive Directors of the Company.