

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from a stockbroker, solicitor, accountant, or other independent appropriate financial advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Hyve Group plc, please forward this document, together with the accompanying form of proxy, 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.

Hyve Group plc
Notice of Annual General Meeting
1 February 2023

(Incorporated and registered in England and Wales under number 01927339)



Letter from the Group Chairman

Registered Office:
2 Kingdom Street
London
W2 6JG

3 January 2023

To the holders of ordinary shares in Hyve Group plc (the **Company**)
Notice of Annual General Meeting

Dear Shareholder,

The annual general meeting of the Company (the **Annual General Meeting**) is to be held on Wednesday 1 February 2023 at 9.00 a.m. at the Hyve Group plc offices, 2 Kingdom Street, London, W2 6JG. The formal notice of the Annual General Meeting follows this letter (the **Notice**). As you will see from the Notice, there are a number of items of business to be considered and I am writing to you to explain their purpose. The Board has taken the decision not to declare any dividends for FY22 and the decision to make dividend declarations in future periods will remain under review; therefore there is no resolution seeking approval of a final dividend payment.

At the time of printing, there are no restrictions in place that would prevent shareholders from physically attending the Annual General Meeting. However, we request that if you have symptoms and/or have tested positive for Covid-19 you do not attend in person. If you are intending to attend in person please pre-register by emailing ir@hyve.group by 9.00am on Monday 30 January 2023 and putting 'AGM attendance' in the subject heading.

We encourage shareholders to submit questions ahead of the meeting. To that end, please send an email with questions relating to the business of the meeting to: ir@hyve.group with 'AGM' in the subject heading.

Ordinary Resolutions

The following resolutions will be proposed as ordinary resolutions at the Annual General Meeting. This means that for each of those resolutions to be passed, more than half the votes cast must be in favour of the resolution.

Resolution 1 (Annual Report and Accounts)

This resolution is to receive and adopt the Company's annual accounts, together with the Strategic Report and the Reports of the Directors of the Company (the Directors) and the auditors of the Company (the Auditors) for the financial year ended 30 September 2022 (the 2022 Annual Report and Accounts). The 2022 Annual Report and Accounts are available on the Company's website (hyve.group). If you have elected to receive correspondence in hard copy, then a copy of the 2022 Annual Report and Accounts will accompany this document.

Resolutions 2-6 (retirement and appointment/reappointment of Directors)

The Company's Articles of Association provide that one-third of the Board of Directors (the Board) are required to retire by rotation each year and that the Directors who are to retire are those who have been Directors for the longest period of time since they were last elected or re-elected by shareholders.

However, the Board has decided that, in accordance with the UK Corporate Governance Code, all Directors will retire at the Annual General Meeting and offer themselves for re-election or election if the appointment has taken place during the year.

A formal evaluation of the Board's performance and that of each individual Director was carried out during the year, following which the Nomination Committee confirmed that all the Directors seeking re-election and election continue to make positive and effective contributions to the Board and the committees they sit on and that they demonstrate commitment to their roles.

Biographical details of the Directors can be found on pages 75 and 76 of the 2022 Annual Report and Accounts and in the Appendix to this document.

Resolutions 7 and 8 (appointment and remuneration of Auditors)

The Audit Committee, which has evaluated the effectiveness and independence of the external auditors, has recommended to the Board that BDO LLP be proposed for reappointment. Resolution 7 seeks shareholder approval to reappoint BDO LLP as the Auditors. In accordance with normal practice, Resolution 8 seeks authority for the Directors' to fix the Auditors' remuneration.

Resolution 9 (Remuneration Report)

The purpose of Resolution 9 is to seek the approval of the Directors' Remuneration Report for the financial year ended 30 September 2022. The report is set out on pages 96 to 127 of the 2022 Annual Report and Accounts. This resolution is advisory in nature and no individual Director's remuneration is dependent on it.

Resolution 10 (authority to allot shares)

The purpose of Resolution 10 is to renew the Directors' power to allot shares.

The authority in paragraph (a) of Resolution 10 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £9,721,363. This represents approximately one-third of the ordinary share capital of the Company in issue (excluding treasury shares) at 30 December 2022 (being the latest practicable date prior to publication of this Notice).

In addition, in line with guidance issued by the Investment Association (IA) on the expectations of institutional investors paragraph (b) of Resolution 10 would give the Directors the authority to allot shares in the Company in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal value of £9,721,363. This amount represents approximately one-third (in aggregate two-thirds) of the ordinary share capital of the Company in issue (excluding treasury shares) at 30 December 2022 (being the latest practicable date prior to publication of this Notice).

The authority under this resolution will expire on the earlier of (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2024.

As at the date of this Notice the Company does not hold any Ordinary Shares in treasury.

Resolution 11 (Directors' Fees)

Article 98 of the Company's Articles of Association states that the aggregate fees paid to Directors (excluding amounts payable under any other Article) shall not exceed £450,000 per annum (excluding any sums payable under Directors' service contracts and options held by Directors) or such higher amount as may from time to time be determined by ordinary resolution of the Company. It is the Board's intention to appoint at least two additional Non-Executive Directors before the Annual General Meeting in 2024 which will result in this aggregate amount being exceeded, which is why the Board requests that the limit be increased to £600,000 per annum.

Special Resolutions

The following resolutions will be proposed as special resolutions at the Annual General Meeting. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 12 and 13 (statutory pre-emption rights)

If the Directors wish to allot new shares or other equity securities or sell treasury shares for cash (other than in connection with an executive or employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. The statutory pre-emption rights may be disapplied by shareholders.

The purpose of Resolution 12 is to authorise the Directors to allot new shares and other equity securities of the Company or sell shares held in treasury for cash: (a) in connection with a rights issue or other pre-emptive offer;

(b) otherwise than pursuant to (a) up to an aggregate nominal value of £2,916,408 in each case without first making an offer under company law to existing shareholders in proportion to their existing holdings; and (c) otherwise than pursuant to (a) and (b), 20% of the amount referred to in (b) for the purposes of making a follow-on offer. The limit of £2,916,408 is equivalent to 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 30 December 2022, being the latest practicable date prior to publication of this Notice.

Resolution 13 is being proposed as a separate resolution to authorise the Directors to allot additional shares and other equity securities or sell shares held in treasury for cash up to a maximum nominal value of £2,916,408 (representing a further 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 December 2022, being the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders (the "Acquisition/SCI Disapplication"). This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-emption Group's Statement of Principles (the Pre-emption Group Principles) or refinancing any such acquisition or investment within six months after the original transaction. The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously

with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. The resolution also disapplies pre-emption rights in relation to a further 20% of the Acquisition/SCI Disapplication for the purposes of making a follow-on offer.

These disapplication authorities are in line with institutional shareholder guidance, in particular the Pre-emption Group Principles. The Directors believe that it is appropriate to seek the additional 10% authority in Resolution 13 to give the Company the flexibility that this resolution affords to raise further equity funding and to pursue acquisition opportunities as and when they arise, and to seek authority to make the follow-on offers so as to ensure that pre-emption is respected.

The authorities pursuant to Resolutions 12 and 13 will expire on the earlier of (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2024.

Resolution 14 (authority for market purchases of own shares)

This resolution renews the Directors' current authority to make limited market purchases of the Company's ordinary shares. The authority is limited to a maximum aggregate number of 29,164,090 ordinary shares, representing 10% of the issued share capital as at 30 December 2022 (being the latest practicable date prior to publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses.

Pursuant to the 2006 Companies Act, companies are allowed to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time.

Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally. The Board has previously indicated its intention to continue to return surplus cash to shareholders via on-market purchase of its own shares where it is not required to finance the organic expansion of the business, acquisitions and dividend payments.

The authority conferred by this resolution will expire on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2024. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

Resolution 15 (notice period for general meetings)

The Company must pass a special resolution at each Annual General Meeting to allow it to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. Resolution 15 seeks the necessary shareholder approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Letter from the Group Chairman continued

Voting at the Annual General Meeting

Voting on each of the resolutions to be put to the forthcoming Annual General Meeting will be taken by a poll as the Board believes that this is more representative of shareholder voting intentions. The results of the poll will be announced through a regulatory information service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

Action required

Following this letter is the Notice which includes the resolutions referred to and discussed above (the Resolutions), together with a form of proxy (Form of Proxy). You are requested to complete, sign and return the Form of Proxy as soon as possible and, in any event, so as to reach the Company's Registrar by 9.00 a.m. on Monday 30 January 2023. Further details on voting by proxy are set out in the notes to the Notice on pages 7 to 9 of this document and in the Form of Proxy.

Recommendation

The Directors consider the above proposals to be in the best interests of the Company and its shareholders as a whole and recommend shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings.

Yours faithfully

Richard Last
Chairman

3 January 2023

Notice of General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hyve Group plc (the Company) will be held at the Hyve Group plc offices, 2 Kingdom Street, London, W2 6JG on Wednesday 1 February 2023 at 9.00 a.m. (GMT) for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as Ordinary Resolutions and Special Resolutions as specified below:

Ordinary Resolutions

1. THAT the Company's accounts, the Strategic Report and the reports of the Directors of the Company and the Auditors of the Company for the financial year ended 30 September 2022 be received and adopted.
2. THAT Richard Last be re-elected as a Director of the Company.
3. THAT Rachel Addison be elected as a Director of the Company.
4. THAT Nicholas Backhouse be re-elected as a Director of the Company.
5. THAT John Gulliver be re-elected as a Director of the Company.
6. THAT Mark Shashoua be re-elected as a Director of the Company.
7. THAT BDO LLP be re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the annual reports and accounts are laid before the meeting.
8. THAT the Directors be authorised to agree the remuneration of the Company's Auditors.
9. THAT the Directors' Remuneration Report for the financial year ended 30 September 2022 be approved.
10. THAT in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **2006 Act**) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company (**Rights**):
 - a. up to an aggregate nominal amount of £9,721,363; and
 - b. comprising equity securities (as defined in section 560(1) of the 2006 Act), up to a further aggregate nominal amount of £9,721,363 in connection with an offer by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to such exclusions, limits, restrictions or other arrangements as the Directors 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).

The authorities conferred on the Directors under paragraphs (a) and (b) above shall expire (unless previously revoked by the Company) on the earlier of (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2024, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

11. THAT the aggregate fee limit in Article 98 of the Company's Articles of Association be increased from £450,000 per annum to £600,000 per annum.

Special Resolutions

12. THAT if Resolution 10 is passed and in substitution for all subsisting authorities to the extent unused, the Directors be authorised to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by that Resolution as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment of equity securities:
 - a. in connection with an offer of equity securities (including without limitation, under a rights issue, open offer or similar arrangement except that in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 10 above, shall be by way of rights issue only) in favour of ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors 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);
 - b. otherwise than pursuant to paragraph (a) of this Resolution 12 up to an aggregate nominal amount of £2,916,408; and
 - c. otherwise than pursuant to paragraph (a) or paragraph (b) of this Resolution 13 up to an aggregate nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 13, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and this authority shall expire on the earlier of (i) the conclusion of the Company's next Annual General Meeting or (ii) 30 March 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

The authority applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the 2006 Act as if in the first paragraph of this resolution the words under the authority given by that Resolution were omitted.

Notice of General Meeting continued

13. THAT if Resolution 10 is passed and in substitution for all subsisting authorities to the extent unused, the Directors be authorised in addition to any authority granted under Resolution 12 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 10 as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £2,916,408 and used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- b. limited to the allotment of equity securities or sale of treasury (otherwise than under paragraph (a) of this Resolution 14 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice

and shall expire after the passing of this Resolution on the earlier of (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

The authority applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the 2006 Act as if in the first paragraph of this resolution the words under the authority given by that Resolution were omitted.

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 10p each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 29,164,090;
- b. the minimum price which may be paid for such ordinary shares is 10p per share (exclusive of expenses);
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be an amount equal to the higher of:

- i. 105% of the average of the closing middle market price for an ordinary share of the Company 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
 - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid on the trading venues where the purchase is carried out; and
- d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire after the passing of this Resolution on the earlier of (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2024 except in relation to the purchase of ordinary shares the contract for which was concluded prior to the expiry of such authority and which will or may be executed wholly or partly after the expiry of such authority, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts.

15. THAT general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice.

By order of the Board

Alice Rivers

Company Secretary
Hyve Group plc

Registered Office

2 Kingdom Street
London
W2 6JG
3 January 2023

Registered in England and Wales under number 01927339

Notes to the Notice of Annual General Meeting

1. Copies of 2022 Annual Report and Directors' Remuneration Report

The statutory accounts and the reports of the Directors and the Auditors of the Company for the financial year ended 30 September 2022 are called the 2022 Annual Report and Accounts. The 2022 Directors' Remuneration Report is contained in the 2022 Annual Report and Accounts. Shareholders who have not elected to receive the 2022 Annual Report and Accounts may obtain copies by writing to the Company Secretary, Hyve Group plc, 2 Kingdom Street, London W2 6JG, United Kingdom. Shareholders who wish to receive the printed statutory reports and accounts (free of charge) in future years should write to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, quoting reference 3475.

2. Entitlement to attend and vote and to appoint proxies

Registered holders of fully paid shares or their duly appointed representatives are entitled to attend, speak and vote at the Annual General Meeting. To be entitled to attend, speak and vote in respect of the number of shares registered in their name, shareholders must be entered on the Register of Members of the Company as at 6.30 p.m. on Monday 30 January 2023, or, if this Annual General Meeting is adjourned, on the Register of Members at 6.30 p.m. two days prior to the date of any adjourned Annual General Meeting. Changes to entries on the Register of Members after 6.30 p.m. on Monday 30 January 2023, or, if this Annual General Meeting is adjourned, changes to entries on the Register of Members after 6.30 p.m. two days prior to the date of any adjourned Annual General Meeting, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. Shareholders are invited to send any questions that they would like to raise by email to ir@hyve.group. We will endeavour to provide answers as soon as possible and, where appropriate, will publish these on our website as soon as practicable prior to the Annual General Meeting.

Shareholders are encouraged to complete a Form of Proxy appointing the Chairman of the Annual General Meeting as their proxy. A registered shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Annual General Meeting in person.

Shareholders and appointed proxies should bear in mind that it is possible that any shareholder or appointed proxy who does travel to attend the Annual General Meeting in person could be denied access to it, if the Chairman of the meeting considers this necessary, given the circumstances at the time.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (the 2006 Act) (Nominated Persons). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you are such a Nominated Person, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf.

Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the 2006 Act, writes to you directly for a response.

A proxy may be appointed by any of the following methods:

- a. completing and returning the enclosed Form of Proxy; or
- b. electronic proxy appointment by logging onto the Registrars', Equiniti, website www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website.

Alternatively, if you have already registered with the Registrars' on-line portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk. Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote. Instructions are given on the website; or if you are a member of CREST, by using the CREST electronic appointment service.

Notes to the Notice of Annual General Meeting continued

IMPORTANT: In any case your instructions or Form of Proxy must be received by the Company's Registrars no later than 9.00 a.m. on Monday 30 January 2023.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at www.euroclear.com). 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 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 an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA19) by 9.00 a.m. on Monday 30 January 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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 instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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 takes) 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 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 (as amended).

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. Your proxy must be lodged by 09:00am on 30 January 2023 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.

Voting on each of the resolutions to be put to the forthcoming Annual General Meeting will be conducted by way of a poll, rather than on a show of hands. The results of the poll will be announced through the Regulatory Information Service and will be available on the Company's website as soon as practicable following the conclusion of the meeting.

3. Corporate representatives

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.

4. Issued share capital

As at 30 December 2022, the Company's issued share capital consisted of 291,640,907 ordinary shares, carrying one vote each. Therefore, the total number of exercisable voting rights in the Company is 291,640,907.

5. Requests under section 527 of the 2006 Act

Shareholders should note that it is possible that, pursuant to requests made under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to the audit of the Company's 2022 Annual Report and Accounts (including the Auditor's Report and the conduct of the audit).

The Company may not require the shareholders requesting such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement under section 527 of the 2006 Act, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of 2006 Act to publish on a website.

6. Shareholders' right to ask questions

Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.

7. Electronic communications

A copy of this Notice and other information required by section 311A of the 2006 Act, can be found at hyve.group. You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

8. Documents available for inspection

Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours, Monday to Friday (public holidays excepted), from the date of this Notice, and at the place of the Annual General Meeting for 15 minutes prior to and during the Annual General Meeting until its conclusion:

- a. copies of the service contracts between the Company and the Executive Directors; and
- b. copies of letters of appointment between the Company and the Non-Executive Directors.

Appendix – Biographies of Directors Seeking Election or Re-election

Richard Last

Non-Executive Chairman

Richard joined Hyve Group plc as Chairman and Non-Executive Director in February 2018. He is a member of the Company's Environmental, Social and Governance Committee. Richard is also the Chairman of Gamma Communications plc, a leading supplier of Unified Communications as a Service (UCaaS) in the UK, German, Spanish and Benelux business markets, the Chairman of Tribal Group plc, an international technology solutions provider for the higher and further education sectors, and a Non-Executive Director of Corero Network Security plc which develops and implements cyber security DDOS security systems. In September 2021, Richard joined the board of Greenstone+ Ltd, a private company providing software and solutions which support sustainability strategies. Richard, who is a fellow of the Institute of Chartered Accountants in England and Wales, is an experienced chairman with over 30 years of public company board experience. Richard is keen to promote the use of technology to improve customer experience, efficiency and profitability. He is also very passionate about the promotion and development of young talent and promoting wider diversity in organisations.

Nicholas Backhouse

Non-Executive Director

Nicholas was appointed a Non-Executive Director of the Group on 1 May 2019 and Chair of the Audit Committee in January 2020. He is also the Senior Independent Director and a member of the Remuneration and Risk Committees. Nicholas has extensive experience at board level and is currently the Senior Independent Director of both Hollywood Bowl Group plc and Loungers plc and the Chairman of the Giggling Squid restaurant group. He is a Trustee of Chichester Harbour Trust. He has also held positions as Senior Independent Director of Guardian Media Group plc and Non-Executive Director of Marston's PLC, All3media Limited, Eaton Gate Gaming Limited and Chichester Festival Theatre. Nicholas was previously the Deputy Chief Executive Officer of the David Lloyd Leisure Group, Group Finance Director of National Car Parks and Chief Financial Officer of both the Laurel Pub Company and Freeserve PLC. He is a Fellow of the Institute of Chartered Accountants in England and Wales and has an MA in economics from Cambridge University. Nicholas has significant experience with companies undergoing operating model and cultural change.

Rachel Addison

Non-Executive Director

Rachel was appointed as a Non-Executive Director of the Group on 1 March 2022. She is Chair of Hyve's Remuneration Committee and a member of the Risk and Audit Committees. Rachel has nearly 30 years of finance and operational management experience. Rachel is currently a Non-Executive Director of the business-critical services and software provider, Marlowe plc, where she is also Chair of the Audit Committee, a Non-Executive Director of housing developer and manager, Watkin Jones plc, where she is also Chair of the Audit Committee and a member of the Remuneration and Nomination Committees, a Non-Executive Director of Gamma Communications plc, a leading supplier of Unified Communications as a Service (UCaaS) in the UK, German, Spanish and Benelux business markets, and a Non-Executive Director of Mango Publishing Group, an innovative independent publisher based in Florida, USA.

From July 2020 to October 2021 Rachel was the Chief Financial Officer at Future plc. Prior to that she was Chief Financial Officer at TI Media Limited and has held a number of senior financial, operational and board level roles at Trinity Mirror (now Reach) Regionals, Local World Limited, Northcliffe Media Limited and Boots the Chemist where she was Head of Risk Management. Rachel is a chartered accountant and is a member of the Institute of Chartered Accountants in England and Wales. Rachel enjoys working with businesses with ambitious strategies to innovate and develop at pace to meet the ever-changing needs of their customers and consumers.

John Gulliver

Chief Finance and Operations Officer

John was appointed as Chief Finance and Operations Officer in October 2020 and is responsible for Hyve's finance function as well as Technology & Data and a number of other operational functions. He joined Hyve as Chief Operations Officer in October 2017 and oversaw the rollout of the Transformation and Growth (TAG) Programme including the implementation and maintenance of our best practice operating model across our global portfolio. Prior to joining, John held senior financial positions in the media sector, including Interim CFO at Emap/Top Right Group and also Divisional CFO at Ascential, and CFO of i2i Events Group from June 2012 to June 2017, where he worked alongside Mark Shashoua, CEO. Prior to that, John was Finance Director at Precise Media from 2008 to 2010. John's background in finance and operational transformation, as well as his experience in the events sector, underpins his passion for bringing about positive change and disruption within the industry. John enjoys working in a change-led environment and loves the passion, energy and sense of achievement that occur as the company, and the people working within it, realise their potential.

Mark Shashoua

Chief Executive Officer

Having co-founded the business (then called ITE Group) in 1991, Mark returned as CEO in 2017 with a strong vision for the company's potential and initiated a Group-wide transformation to future-proof the business. That transformation saw the company radically evolve. It changed from siloed working to a centralised model of best practice, from an emerging markets focus to a portfolio 95% rooted in advanced economies, and from a sprawling portfolio of mixed quality products to a streamlined focus on only market-leading events. This led to the average revenue per event increasing more than eight-fold, and attention is now on expanding the company's digital products. Thanks to Mark's leadership, the Hyve of today has resilience, diversity and enormous scalability. Transforming businesses is in Mark's DNA and prior to re-joining Hyve, Mark was CEO of i2i Events Group, the event arm of Ascential plc, where he led the internationalisation and diversification of the business. It was at i2i that he first adopted a market leading event only approach that led to turning a declining business to one of consistently high organic growth. This was supplemented by a number of leading acquisitions including Money20/20, which grew substantially under his guidance. Mark is driven by his ambition to reimagine the events industry, disrupting it through digitisation. His aim is to transform everyone's expectations of what's really possible at events and help customers to realise the game changing possibilities that Hyve events hold for businesses and beyond.



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