
NOTICE OF ANNUAL GENERAL MEETING

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

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares.

Senior plc

(incorporated and registered in England
and Wales under number 00282772)

Registered Office:
59/61 High Street
Rickmansworth
Hertfordshire WD3 1RH
United Kingdom

CHAIR'S INTRODUCTION

27 February 2023

Dear Shareholder

Annual General Meeting – Friday 21 April 2023

I am pleased to announce that the Annual General Meeting ("AGM") of Senior plc (the "Company") will be held at Ironmongers' Hall, Off Shaftesbury Place, Aldersgate Street, Barbican, London EC2Y 8AA on Friday 21 April 2023 at 11.30 am. The formal Notice of Meeting appears on page 3 of this circular, together with an explanation of the main resolutions to be presented to the AGM. A separate proxy form for use at the AGM is enclosed with this circular.

Resolutions

You will be invited to consider and vote on the Resolutions set out in the Notice of Meeting. Resolutions 14 to 17 (inclusive) will be proposed as special resolutions; all other resolutions will be proposed as ordinary resolutions.

Whether or not you propose to attend the AGM, if you will be appointing a proxy please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the AGM.

Inspection of documents

The following documents will be available for inspection at the Registered Office of the Company and the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY during normal business hours on any weekday (Saturdays, Sundays, English and Welsh public holidays excepted) from the date of this Notice until the time of the AGM:

- copies of the executive Directors' service contracts; and;
- copies of letters of appointment of the non-executive Directors.

All the above documents will also be on display at the venue of the AGM: Ironmongers' Hall, Off Shaftesbury Place, Aldersgate Street, Barbican, London EC2Y 8AA, for at least 15 minutes prior to and during the AGM.

Recommendation

The Directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully

Ian King

Chair

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the Company will be held at Ironmongers' Hall, Off Shaftesbury Place, Aldersgate Street, Barbican, London EC2Y 8AA on Friday 21 April 2023 at 11.30 am for the transaction of the following business:

Ordinary business

1 Adoption of Annual Report & Accounts, including supplementary Reports and Financial Statements 2022

That the Reports of the Directors and the Auditor's Report, including supplementary Reports and Financial Statements, for the year ended 31 December 2022 be adopted.

2 Approval of Directors' Remuneration Report

That the Directors' Remuneration Report, contained within the Directors' Report, be approved.

3 Declaration of a Final 2022 Dividend

That the final dividend of 1.00 pence per share, as recommended by the Directors, be approved.

Resolutions 4 to 10

As planned, Celia Baxter and Giles Kerr will be retiring from the Board following the conclusion of the AGM on 21 April 2023 and therefore will not be standing for re-election at the AGM. In compliance with the UK Corporate Governance Code, all other Directors are offering themselves for re-election.

4 Re-Election of Director – Ian King

That Ian King be re-elected as a Director of the Company.

5 Re-Election of Director – Susan Brennan

That Susan Brennan be re-elected as a Director of the Company.

6 Re-Election of Director – Bindi Foyle

That Bindi Foyle be re-elected as a Director of the Company.

7 Re-Election of Director – Barbara Jeremiah

That Barbara Jeremiah be re-elected as a Director of the Company.

8 Re-Election of Director – Rajiv Sharma

That Rajiv Sharma be re-elected as a Director of the Company.

9 Re-Election of Director – David Squires

That David Squires be re-elected as a Director of the Company.

10 Re-Election of Director – Mary Waldner

That Mary Waldner be re-elected as a Director of the Company.

11 Re-Appointment of Auditor

That KPMG LLP be re-appointed as Auditor of the Company until the conclusion of the next AGM.

12 Auditor's Remuneration

That the Directors be authorised to determine the remuneration of the Auditor.

Special business

13 Authority to allot equity securities

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £13,980,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a nominal amount of £27,961,000 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2024) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

14 Authority to disapply pre-emption rights

That if Resolution 13 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

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

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

- b) in the case of the authority granted under paragraph (a) of Resolution 14, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £4,194,000;
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of Resolution 14) 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 (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines 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,

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

15 Authority to disapply pre-emption rights (acquisition or capital investment)

That, subject to the passing of Resolution 13, the Directors be authorised, in addition to any authority granted under Resolution 14, to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash under the authority given 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 be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,194,000 used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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; and
- b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) 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 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,

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

16 Authority to purchase the Company's own shares

That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of that Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- a) the maximum number of ordinary shares to be purchased is 41,940,000;
- b) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10p;
- c) the maximum price which may be paid for each ordinary share is the highest of:
 - i. an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such 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;
- d) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 (or, if earlier, on 30 June 2024) but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such agreement as if the authority had not ended.

17 14-day notice period for General Meetings

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 5 to 10 of this document.

Yours faithfully

By order of the Board

Andrew Bodenham

Group Company Secretary

EXPLANATORY NOTES ON THE RESOLUTIONS

The notes on the following pages give an explanation of the proposed resolutions

Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 17 are proposed as special resolutions. 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.

Only those Members registered on the Register of Members of the Company as at 6.30 pm on Wednesday 19 April 2023 (or in the event of any adjournment, on the date which is two working days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Any Member entitled to attend and vote at the AGM will be entitled to appoint a proxy to attend and to vote in his/her place. Instructions on how to appoint a proxy can be found on pages 9 and 10. A proxy need not be a Member of the Company. Completion and return of a proxy form will not however preclude a Member from attending and voting at the AGM if otherwise eligible.

Resolution 1 Adoption of the Annual Report & Accounts, including supplementary Reports and the Financial Statements 2022.

Resolution 2 Approval of the Directors' Remuneration Report

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together the "Directors' Remuneration Report"). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. The vote is an advisory one.

The Directors' Remuneration Report is set out on pages 108 to 128 of the Annual Report & Accounts 2022.

Resolution 3 Declaration of a Final 2022 Dividend as recommended by the Directors

If shareholders approve the recommended final dividend of 1.00 pence per share, this will be paid on 26 May 2023 to all ordinary shareholders who were on the Register of Members on 28 April 2023.

Resolutions 4 to 10

In compliance with the UK Corporate Governance Code, all Directors, with the exception of Celia Baxter and Giler Kerr, who retire from the Board at the conclusion of the AGM, are offering themselves for re-election.

Each Director seeking re-election underwent an annual performance evaluation by other members of the Board. Having given regard to the diversity of Directors' skills, business acumen and experience, the Board remained satisfied that all Directors contributed effectively to the running of the Company and have demonstrated commitment to the role. The Board recommends that it is in the interests of the Company that Ian King, Susan Brennan, Bindi Foyle, Barbara Jeremiah, Rajiv Sharma, David Squires and Mary Waldner be re-elected, so that they may continue in their roles as Directors.

Resolution 4 Re-election of Director – Ian King

Joined the Board on 13 November 2017 and became Chair at the conclusion of the AGM 2018. Ian is also Chair of the Nominations Committee. The Board considered Ian King to be independent upon appointment as Chair.

He is the Senior Independent Director of Schroders plc, having been appointed to its Board on 1 January 2017, and is the lead non-executive director for the Department for Transport, non-executive director of High Speed Two (HS2) Limited, and a senior adviser to the Board of Gleacher Shacklock LLP. Ian was Chief Executive of BAE Systems plc from September 2008 to June 2017. He also served as a non-executive director and senior independent director of Rotork plc.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

Ian has had a distinguished executive career spanning more than 40 years in the defence sector. He has a wealth of experience in many senior management and directorship roles, including finance, executive management, customer support and strategic planning.

Ian leads the Board in defining the strategy of the Group and driving the Company's vision to produce sustainable growth in operating profit, cash flow and shareholder value. Ian has relevant direct experience in Aerospace, a key element of Senior's strategy.

Resolution 5 Re-election of Director – Susan Brennan

Joined the Board in January 2016. From August 2021 to October 2022, Susan was the President and Chief Executive Officer of Romeo Power, Inc., leading Romeo's mission of advancing and commercialising high-density battery technology for heavy-duty commercial vehicles. In the past, she served as Chief Operations Officer of Bloom Energy and in a variety of leadership roles for major automakers, including Nissan and Ford. Today, Susan Brennan is the President of her own consulting company, Susan Brennan Leadership, which advises companies on energy, emerging technology scale and automotive-based technologies. The Board considers Susan independent.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

Susan has more than 30 years of manufacturing experience, including commercial vehicle electric battery, fuel cell, automotive vehicle, powertrain, and component assembly. In her time as a manufacturing practitioner, she has always been a strong proponent of sustainability.

In addition, Susan created and supported organisations that encourage young women to pursue careers in STEM as a pathway for future generations of technological research, development and manufacturing in the United States and the globe. She is the founder and a board member of the Southern Automotive Women's Forum and is an advisor to many women's empowerment groups.

Susan brings valuable manufacturing experience to the Board, especially in areas of key technological advances. Her operational and executive experience, particularly in automotive and component assembly, means she is well placed to understand issues at both operational and strategic levels.

EXPLANATORY NOTES ON THE RESOLUTIONS CONTINUED

Resolution 6 Re-election of Director – Bindi Foyle

Joined the Board in May 2017 and became Group Finance Director on 1 July 2017. Prior to joining Senior, Bindi held finance roles at Amersham plc and GE, having previously worked with BDO Stoy Hayward. Bindi is a non-executive director of Avon Protection plc and chairs its Audit Committee.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

Bindi joined Senior as Group Financial Controller in January 2006, a role she held until July 2014 when she became responsible for the Group's Investor Relations activities. Prior to her appointment as an executive Director, Bindi was Director of Investor Relations and Corporate Communications for the Group.

Bindi's experience of financial control and investor relations and communications means that she is ideally placed to implement the strategy and policies approved by the Board. Since joining the Group in 2006, she has gained extensive knowledge of the running of all the Group's operations and is instrumental in managing the Group's finances and assisting the Group Chief Executive Officer in the management of the Executive team.

Resolution 7 Re-election of Director – Barbara Jeremiah

Joined the Board on 1 January 2022. Barbara is the Chair of The Weir Group PLC since April 2022, having been appointed a non-executive director of that company in August 2017. It is intended Barbara will become the Senior Independent non-executive Director and the Chair of the Remuneration Committee upon Celia Baxter's retirement from the Board. The Board considers Barbara Jeremiah to be independent.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

Barbara is a US citizen and has over 30 years' experience with Alcoa Inc, in a number of positions including Executive Vice President, Corporate Development and Chairman's Counsel. She was formerly Chairwoman of Boart Longyear Limited and a non-executive Director of Premier Oil plc and Russel Metals Inc. Barbara was most recently a non-executive Director and Remuneration Committee Chair of Aggreko plc from March 2017 to August 2021.

Barbara's extensive experience in a number of Senior's key markets as an executive and non-executive Director will complement those of the existing members of the Board.

Resolution 8 Re-election of Director – Rajiv Sharma

Joined the Board on 1 January 2019. Rajiv has been the Group Chief Executive of Coats Group plc since January 2017, having served as an executive director since March 2015. Coats is a leading industrial thread manufacturer with a business spanning 50 countries, including North America and Europe and with a growing presence in Asia.

During his career, Rajiv has held senior roles in various companies including Honeywell, GE and Shell. The Board considers Rajiv Sharma to be independent.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

Rajiv has nearly 30 years of experience which includes commercial, operations, M&A, strategy, digital and general management. Rajiv joined Coats Group plc in November 2010 as Global CEO Industrial and was responsible for developing and executing a growth strategy. He has lived and worked in the US, Europe and Asia and has multi-industry global experience. He has managed complex businesses with blue chip companies. The majority of his career has been dedicated to growing or turning around businesses and he has been on the board of joint ventures.

Rajiv has had a long career running and growing multinational companies across the world, particularly in South East Asia. His background in mechanical engineering means that he brings operational and technical understanding to the Board's discussions. His experience of developing and executing growth strategy make his contribution to delivering the Company's long-term success an important one.

Resolution 9 Re-election of Director – David Squires

Joined the Board on 1 May 2015 and appointed Group Chief Executive Officer on 1 June 2015. David started his career in the oil industry working for Shell; however, most of his working life has been spent in the Aerospace Industry, initially with Hughes Aircraft Company (now Raytheon), then GEC-Marconi/BAE Systems, Eaton Corporation, and Cobham plc, before joining Senior plc. Prior to joining Senior plc, David was Chief Operating Officer of Cobham plc.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

A graduate in business management, Fellow of the Chartered Institute of Purchasing and Supply and Fellow of the Royal Aeronautical Society. David has held senior posts in operations and procurement, business development, programme management and general management.

David has a long-established career in manufacturing, for the most part having specialised in the aerospace sector. He brings extensive knowledge of the aerospace industry and understanding of procurement and business development to the Board. David has been the guiding force in driving the Group's vision and operating in a safe and ethical manner.

Resolution 10 Re-election of Director – Mary Waldner

Joined the Board on 1 December 2021. Mary is Chief Financial Officer of Lloyd's Register, the global professional services company specialising in engineering and technology for the maritime industry. She is also a non-executive Director and Chair of the Audit and Risk Committee of Oxford Instruments plc, a provider of high technology products and services to the world's leading industrial manufacturers and scientific research institutes. She was previously the Group Finance Director of Ultra Electronics Holdings plc, the Director, Group Finance at QinetiQ Group plc and Group Financial Controller of 3i Group plc. It is intended Mary will become the Chair of the Audit Committee upon Giles Kerr's retirement from the Board. Mary will also become the Director designated to engage with the Group's employees upon Celia Baxter's retirement from the Board. The Board considers Mary Waldner to be independent.

Skills, Experience and Specific Contribution to the Company's Long-Term Success

Mary's background and experience in finance and in the engineering sector will complement the current Board membership and prove invaluable in Senior's continued development.

Resolution 11 Re-appointment of KPMG LLP as Auditor of the Company

On 21 April 2017, KPMG LLP was appointed as the Group's external Auditor for the financial year commencing 1 January 2017. The Audit Committee has concluded that it is satisfied with the effectiveness of the external Auditor; as a consequence, the Board recommends that KPMG be re-appointed as Auditor in 2023.

Resolution 12 Authority to determine the Auditor's Remuneration

Following best practice, this resolution seeks authority for the Audit Committee to determine the Auditor's remuneration.

Resolution 13 Authority to allot equity securities

Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £13,980,000 (representing 139,800,000 ordinary shares of 10p each).

This amount represents approximately one-third of the issued ordinary share capital of the Company as at 17 February 2023, the latest practicable date prior to 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 ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £27,961,000 (representing 279,610,000 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 17 February 2023, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2024 (the last date by which the Company must hold an Annual General Meeting in 2024) or the conclusion of the Annual General Meeting of the Company held in 2024.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to satisfy options under the Company's share option plans.

If they do exercise the authorities, the Directors intend to follow ABI recommendations concerning their use (including as regards to the Directors standing for re-election in certain cases).

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

EXPLANATORY NOTES ON THE RESOLUTIONS CONTINUED

Special resolutions

Resolutions 14 to 17 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour.

Resolutions 14 – 15 Disapplication of pre-emption rights

Resolutions 14 and 15 are to approve the disapplication of pre-emption rights. The passing of these resolutions would allow the Directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareholders in proportion to their existing holdings.

The authority under Resolution 14 would be limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary; (b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £4,194,000 (representing 41,940,000 ordinary shares of 10p each) which represents approximately 10% of the Company's issued ordinary share capital as at 17 February 2023, (being the latest practicable date prior to the publication of this Notice); and (c) allotments or sales (otherwise than under paragraphs (a) and (b) above) up to an aggregate nominal amount of £838,800, which represents approximately 2% of the Company's issued ordinary share capital as at 17 February 2023, (being the latest practicable date prior to the publication of this Notice) to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolution 15 would give the Directors authority to (i) allot a further 10% of the issued ordinary share capital of the Company as at 17 February 2023, (being the latest practicable date prior to the publication of this Notice) for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment 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 (the "Statement of Principles") and (ii) allot or sell shares (otherwise than under paragraph (i)) up to an aggregate nominal amount of £838,800, which represents approximately 2% of the Company's issued ordinary share capital as at 17 February 2023, (being the latest practicable date prior to the publication of this Notice) to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The disapplication authorities under Resolutions 14 and 15 are in line with guidance set out in the Statement of Principles. The Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 10% of a company's issued share capital for use on an unrestricted basis, (ii) up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue and (iii) in the case of both (i) or (ii), up to an additional 2% in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The authority will expire at the earlier of 30 June 2024 (the last date by which the Company must hold an Annual General Meeting in 2024) or the conclusion of the Annual General Meeting of the Company held in 2024.

Resolution 16 Authority to purchase the Company's own shares

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation, or to be held in treasury, up to a maximum of 41,940,000 shares representing approximately 10% of the issued ordinary share capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share, is 10p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase 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. The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares.

The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares. Options to subscribe for 13,804,247 equity shares in the Company are outstanding on 17 February 2023, representing 3.29% of the issued share capital at the time.

If the existing authority given at the 2022 Annual General Meeting and the authority now being sought by Resolution 16 were to be fully used, these would represent 4.11% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 30 June 2024 (the last date by which the Company must hold an Annual General Meeting in 2024) or the conclusion of the Annual General Meeting of the Company to be held in 2024.

Resolution 17 Notice period for general meetings

Members may give approval to shorten the notice period required for general meetings (other than Annual General Meetings) from 21 clear days to 14 clear days. At the Annual General Meeting of the Company held on 21 April 2022 shareholders approved the reduction of the notice period for general meetings (other than Annual General Meetings) to 14 clear days' notice.

In order to preserve this reduction, Resolution 17 seeks to renew this approval this year.

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

In order to be able to call a general meeting on fewer than 21 clear days' notice in accordance with the Companies Act 2006, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

It is intended that the authority granted by Resolutions 14 to 17 will be renewed annually.

NOTES

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary at the Company's Registered Office or email companysecretary@seniorplc.com.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Registrars of the Company at the address below, no later than 11.30 am on Wednesday 19 April 2023: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. A proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign the proxy form. As an alternative to completing the hard copy proxy form, you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your voting ID, Task ID and Shareholder Reference Number. Alternatively, if you have already registered with the Company's Registrars' online portfolio, Shareview, you can submit your proxy form at www.shareview.co.uk using your usual user ID and password. Full instructions are given on both websites.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. As at Friday 17 February 2023 (being the latest practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 419,418,082 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at Friday 17 February 2023 are 419,418,082.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 11.30 am on Wednesday 19 April 2023. 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.
9. 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 or 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.
10. 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.
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 Registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.30am on Wednesday 19 April 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.

12. Under Section 527 of the Companies Act 2006, 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 Companies Act 2006. 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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 Companies Act 2006 to publish on a website.
13. 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.
14. Any member attending the AGM 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 Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at <https://www.seniorplc.com/investors/shareholder-information/annual-general-meeting.aspx>
16. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive the Notice of Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 9 March 2023, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
17. Voting on all resolutions at this year's AGM will be conducted by way of a poll, rather than on a show of hands. The Board believes that a poll is more representative of shareholders' voting intentions because it gives as many shareholders as possible the opportunity to have their votes counted (whether their votes are tendered by proxy in advance of, or in person at, the AGM). The result of the poll will be announced via Regulatory News Service and made available at www.seniorplc.com/investors/shareholder-information/annual-general-meeting.aspx as soon as practicable after the AGM.
18. In the case of joint holders, where more than one of the joint holders tenders a vote or purports to appoint a proxy, only the vote or appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holdings (the first names being the most senior).
19. Personal data provided by shareholders during or in respect of the AGM will be processed according to Senior plc Shareholder Privacy Notice which is available at www.seniorplc.com/investors/shareholder-information/shareholder-privacy-notice.aspx.
20. For meetings held on or after 3 September 2020 where the company is a traded company, members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information, or have general enquiries about the AGM, please contact our Registrars, Equiniti, on 0371 384 2136 if calling from the UK or +44 121 415 7047 if calling from overseas. Lines are open from 8.30 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
21. The investor section on our website includes financial news and other information, which we hope will be of interest to shareholders. If you would like to register to receive shareholder documents electronically in future, please visit <https://www.seniorplc.com/investors/rns-alert-service.aspx>.

AGM LOCATION



Ironmongers' Hall, Off Shaftesbury Place, Aldersgate Street, Barbican, London EC2Y 8AA