
Notice of Annual General Meeting
Autins Group plc

Annual General Meeting

Autins Group plc

Central Point One
Central Park Drive
Rugby
CV23 0WE

www.autins.com

15 February 2021

Dear Shareholder,

The 2021 Annual General Meeting (the “AGM”) of Autins Group plc (the “Company”) will be held on Friday 12 March 2021 at 11.00 am to conduct the necessary business of the meeting. COVID-19 secure guidelines will be observed.

In light of the UK Government’s social distancing guidelines associated with the COVID-19 pandemic restricting public gatherings, physical attendance at the Company’s AGM will not be permitted. The AGM will be held with a quorum of members only present, supplemented by way of a videoconference call allowing shareholders to dial into the AGM. Please note that unfortunately, any other shareholders, advisers or guests attempting to attend the AGM in person will be refused admission.

Videoconference

Shareholders wishing to access the videoconferencing facility are asked to contact Autins@secnewgate.co.uk.

Please note that attending via the videoconferencing facility does not constitute attendance in law and shareholders will not have the ability to speak, ask questions or vote through that facility. However, in these exceptional circumstances, the Board of Directors (the “Board”) is keen to maintain engagement with shareholders. In order to facilitate this, if you are a shareholder and would like to ask the Board a question on the business of the AGM, please email your question to Autins@secnewgate.co.uk by 11.00 am on Wednesday 10 March 2021. Your questions will either be answered on the videoconference or responses will be made via return email, as deemed appropriate by the Board.

Proxy Voting

In light of the above arrangements, shareholders are therefore requested to vote on the resolutions in advance of the AGM by appointing a proxy. The Board strongly advises shareholders to appoint the Chairman of the AGM as their proxy. Details of how to vote via proxy are set out in the enclosed Notice of the AGM. Please note no hard copy proxy form has been sent to you.

Resolutions

Your Board believes that the resolutions contained in the Notice of the Meeting promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all resolutions.

Finally, I hope you and your family and friends stay safe and healthy during these unprecedented times and I would like to take this opportunity to thank you for your continued support.

Yours faithfully,

Adam Attwood
Chairman

Notice of Annual General Meeting

Autins Group Plc

Notice is hereby given that the Annual General Meeting of Autins Group plc will be held at Autins Group Plc, Central Point One, Central Park Drive, Rugby, Warwickshire, CV23 0WE on Friday 12 March 2021 at 11:00 am for the following purposes:

Ordinary Resolutions

1. To receive and adopt the financial statements for the year ended 30 September 2020 together with the Directors' Report and the Independent Auditor's Report.
2. To approve the appointment as a director of Kamran Munir, who was appointed as CFO of the Company in accordance with the Company's Articles of Association on 1 January 2020.
3. To re-appoint as a director Adam Attwood who retires by rotation in accordance with the Company's Articles of Association.
4. To re-appoint BDO LLP as auditors to the Company to hold office until the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.
5. To consider and, if thought fit, pass the following ordinary resolution:

That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

 - a. up to aggregate nominal amount of £264,006.56 (such an amount being equal to one third of the Company's issued share capital); and
 - b. comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of £264,006.56 (such amount to be reduced by the nominal allotted or granted from time to time under (a) above) in connection with or pursuant to an offer or invitation by way of rights in favour of:
 - i. holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
 - ii. holders of any other class of equity securities entitled to participate therein or, if the directors consider it necessary as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever.

Such authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution.

Special Resolutions

6. To consider and, if thought fit, pass the following special resolution:

That subject to the passing of resolution 5 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorities conferred by resolution 5 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- a. the allotment of equity securities for cash in connection with or pursuant to an offer or invitation (but in the case of the authority granted under resolution 5(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- b. the allotment of equity securities for cash in the case of the authority granted under resolution 5(a) above, and otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £79,201.97 (such amount being equal to 10 per cent of the Company's share capital).

Such authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

7. To consider and, if thought fit, pass the following resolution:

That, subject to the Company's Articles of Association and Section 7091 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 2006) of its own ordinary shares on such terms and in such manner as the directors of the Company shall determine, provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be acquired is 10% of the present issued share capital of the Company;
- b. the maximum price which may be paid for each ordinary share is no more than 5% above the average of the price of the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) for the five business days prior to the date of purchase and the minimum price per ordinary share is the nominal value thereof in each case exclusive of any expenses payable by the Company;
- c. the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may make a purchase of ordinary shares after expiry of such authority in execution of a contract of purchase that was made under and before the expiry of such authority; and
- d. any shares purchased will be held in treasury and may be resold at any time.

By order of the Board

Kamran Munir
Company Secretary

15 February 2021

Notes

Entitlement to Attend and Vote

1. To be entitled to attend and vote at the Meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 10 March 2021 (or, if the Meeting is adjourned, close of business on the date which is two business days before the adjourned Meeting) shall be entitled to attend and vote at the Meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Website Giving Information Regarding the Meeting

2. Information regarding the Meeting, including the information required by Section 311A of the Act, is available from www.autins.co.uk (within the "investors" section).

Appointment of Proxies

3. If you are a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and speak at the Meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution.

7. **In light of the UK Government's social distancing guidelines associated with the COVID-19 pandemic restricting public gatherings, physical attendance at the Company's AGM will not be permitted. The AGM will be held with a quorum of members only present, supplemented by way of a videoconference allowing shareholders to dial into the AGM. Please note that unfortunately, any other shareholders, advisers or guests attempting to attend the AGM in person will be refused admission. Accordingly, the Board strongly advises shareholders to appoint the Chairman of the AGM as their proxy.**

Appointment of Proxy Using Hard Copy Proxy Form

8. A hard copy form of proxy has **not** been sent to you but you can request one directly from the registrars, Link Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at shareholderenquiries@linkgroup.co.uk or via postal address at Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

Appointment of a Proxy Online

9. You may submit your proxy electronically using the Share Portal service at www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group's portal team on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at shareholderenquiries@linkgroup.co.uk

Appointment of Proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by the voting deadline of 48 hours (excluding non-working days) before the time of the meeting. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service 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.

Appointment of Proxy by Joint Members

11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

Changing Proxy Instructions

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group as per the communication methods shown in note 7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointments

13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 7. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by Link Group no later than 48 hours before the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Corporate Representatives

14. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued Shares and Total Voting Rights

15. As at 5 February 2021, the Company's issued share capital comprised 39,600,984 Ordinary Shares of £0.02p each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company is 39,600,984. The website referred to in note 2 will include information on the number of shares and voting rights.

