

# QUIZ

## NOTICE OF ANNUAL GENERAL MEETING 2020

61 Hydepark Street, Glasgow, G3 8BW  
on Wednesday 30 December 2020 at 1pm



**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the **Meeting**) of QUIZ plc (the **Company**) will be held at 61 Hydepark Street, Glasgow, G3 8BW, on 30 December 2020 at 1pm for the purposes of transacting the following business.

#### **IMPORTANT INFORMATION ABOUT THE MEETING**

Given the prevailing circumstances in relation to COVID-19, consistent with the practice during 2020 of numerous other listed companies, the Board has decided that the Meeting will be held as a closed meeting. This means that the Meeting will be convened with the minimum quorum of shareholders who are also Directors (facilitated by the Company) to conduct the formal business of the Meeting. As such, other shareholders (including corporate representatives) and their proxies are unable to attend the Meeting in person this year. In light of this, you are strongly advised to appoint the Chairman of the Meeting as your proxy to ensure that your vote is counted.

Shareholders are invited to submit any questions they may wish to have answered by sending an email to AGM@quizclothing.co.uk and a response will be provided directly. The Annual Report and Group Financial Statements of the Company and the reports thereon of the Directors and auditors for the year ended 31 March 2020 (the **Accounts**) are available on the Company's website at www.quizgroup.co.uk and will shortly be posted to shareholders.

#### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the Annual Report and Group Financial Statements of the Company and the reports thereon of the Directors and auditors for the year ended 31 March 2020.
2. To re-appoint RSM UK Audit LLP as the Company's auditors until the next annual general meeting.
3. To authorise the Directors to agree the remuneration of RSM UK Audit LLP as the Company's auditors.
4. To re-appoint Tarak Ramzan as a Director of the Company.
5. To re-appoint Sheraz Ramzan as a Director of the Company.
6. To re-appoint Gerard Sweeney as a Director of the Company.
7. To re-appoint Peter Cowgill as a Director of the Company.
8. To re-appoint Roger Mather as a Director of the Company.
9. To re-appoint Charlotte O'Sullivan as a Director of the Company.
10. To authorise the Directors of the Company for the purposes of Article 10.2 of the Company's Articles of Association (the **Articles**) to allot **relevant securities** (as defined in the Articles) on such terms and conditions as they may in their discretion think fit:
  - 10.1 otherwise than pursuant to paragraph 10.2 below, up to an aggregate number of 41,410,301 ordinary shares (as defined in the Articles) (such number to be reduced by the aggregate number of any relevant securities allotted under paragraph 10.2 below in excess of that number); and
  - 10.2 comprising relevant securities up to an aggregate number of 82,820,603 ordinary shares (such number to be reduced by the number of any relevant securities allotted under paragraph 10.1 above) in connection with an offer by way of a **rights issue** (as defined in the Articles),provided that:
  - 10.3 this authorisation shall expire, unless sooner revoked or altered by ordinary resolution of the Company, on 31 March 2022 or if earlier at the conclusion of the next annual general meeting of the Company, save that the Company may before the expiry of this authorisation make an offer or agreement which would or might require relevant securities to be allotted, or rights to be granted, after the expiry of this authorisation and the Directors may allot relevant securities, or grant rights, in pursuance of any such offer or agreement as if the authorisation conferred by this resolution had not expired; and
  - 10.4 this authorisation is without prejudice to and shall not affect, abrogate or revoke any other authorisations conferred on the Directors prior to the date of passing of this resolution to allot relevant securities or grant rights to subscribe for or to convert any security into shares in the Company.

NOTICE OF ANNUAL GENERAL MEETING 2020 CONTINUED**SPECIAL RESOLUTION**

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

11. Subject to the passing of resolution 10, to empower the Directors of the Company pursuant to Article 12 of the Articles to allot **equity securities** (as defined in the Articles) wholly for cash pursuant to the authority conferred by resolution 10 above as if Article 12 of the Articles did not apply to such allotment, provided that such power shall be limited to the allotment of equity securities as follows:

11.1 in connection with a rights issue; and

11.2 otherwise than pursuant to paragraph 11.1 above, up to an aggregate number of 6,211,545 ordinary shares,

and such power shall expire on 31 March 2022 or if earlier at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

By order of the Board:

**GERARD SWEENEY COMPANY SECRETARY**

QUIZ plc  
4 December 2020

**REGISTERED OFFICE:**

QUIZ plc  
22 Grenville Street  
St Helier  
Jersey  
Channel Islands  
JE4 8PX

1. **Please refer to the “Important information about the Meeting” box on the first page for important information as to how the Meeting will be conducted this year.**
2. As a shareholder of the Company, you are entitled to appoint a proxy to exercise all or any of your rights at a general meeting of the Company. A proxy form for the Meeting is enclosed.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the space provided on your proxy form. **However, as the Meeting will be conducted as a closed meeting, you are strongly advised to appoint the Chairman of the Meeting as your proxy to ensure that your vote is counted.**
4. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an “X”. To abstain from voting on a resolution, select the relevant “Vote withheld” box. 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. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to the Company’s Registrars at Link Market Services (Jersey) Limited, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by the Company’s Registrars no later than 1pm on 28 December 2020.

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.

6. CREST members who wish to appoint a proxy 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 number RA10) by not later than 48 hours (excluding non-working days) before the time appointed for holding 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 Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

7. 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).

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

8. 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. However, shareholders are reminded that the Meeting will be conducted as a closed meeting with only the minimum number of shareholders who are also Directors present in order to form a valid quorum. Therefore corporate representatives will not be permitted entry to the Meeting.
9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above or contact Link Market Services (Jersey) Limited on 0371 664 0300 or from overseas call +44 (0) 371 664 0300; calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. The Registrars are open between 9am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. 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.
10. Only those members who are entered in the register of members of the Company as at 1pm on 28 December 2020, or in the event the Meeting is adjourned, at close of business on the working day 48 hours before the adjourned meeting, shall be entitled to vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register of members of the Company after 1pm on 28 December 2020, or, in the event that the Meeting is adjourned, after close of business on the working day 48 hours before the adjourned meeting, shall be disregarded in determining the rights of any person to vote at the Meeting. This is the time specified by the Company for the purposes of Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Resolutions 1 to 10 inclusive are proposed as ordinary resolutions. This means that for each resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 11 is proposed as a special resolution. This means that in order for this resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

All resolutions will be voted on a poll as that is the most democratic and transparent means of voting and ensures that all votes cast will count towards the result of each resolution.

### **RESOLUTION 1: ANNUAL REPORT AND GROUP FINANCIAL STATEMENTS**

Each year the Directors are required to lay before the members in general meeting the annual accounts of the Company together with the Directors' Report and the Auditors' Report on those accounts. Resolution 1 deals with the receipt of such accounts and reports.

### **RESOLUTION 2: RE-APPOINTMENT OF AUDITORS**

The Company is required to appoint auditors at each general meeting at which accounts are laid, with the intention that the appointed auditors will hold office until the next such meeting. Resolution 2 proposes the re-appointment of RSM UK Audit LLP as auditors.

### **RESOLUTION 3: AGREEING REMUNERATION OF AUDITORS**

In accordance with best practice, this resolution is presented separately from resolution 2 and seeks to authorise the Directors to agree the auditors' remuneration.

### **RESOLUTIONS 4 TO 9: RE-APPOINTMENT OF DIRECTORS**

In accordance with best practice for listed companies, resolutions 4 to 9 propose the re-appointment of Tarak Ramzan, Sheraz Ramzan, Gerard Sweeney, Peter Cowgill, Roger Mather and Charlotte O'Sullivan as Directors of the Company.

### **RESOLUTION 10: AUTHORITY TO ALLOT RELEVANT SECURITIES**

Under the Company's Articles of Association the Directors of the Company may allot shares, or grant rights to subscribe for, or to convert any security into, shares (defined in the Company's Articles of Association as **relevant securities**) if they have been authorised to do so by shareholders in general meeting. Resolution 10 proposes to grant to the Directors authority to allot relevant securities up to an aggregate number of 82,820,603 ordinary shares (which represents approximately two thirds of the issued share capital of the Company as at the date of this document). This amount complies with guidelines issued by the Investment Association. In accordance with Investment Association guidelines, one third of the Company's issued ordinary share capital as at the date of this document will be applied (if at all) to fully pre-emptive rights issues only.

If granted, the authority will expire at the earlier of the conclusion of the Company's next annual general meeting or 31 March 2022.

### **RESOLUTION 11: POWER TO DISAPPLY PRE-EMPTION RIGHTS**

Under the Company's Articles of Association the Directors of the Company may not allot equity securities (as defined in the Company's Articles of Association) for cash unless they have first offered them to the existing shareholders in proportion to their existing shareholding (i.e. on a fully pre-emptive basis). Resolution 11 proposes to grant to the Directors authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate number of 6,211,545 ordinary shares (which represents approximately 5% of the issued share capital of the Company as at the date of this document).

This 5% limit is in line with the guidelines issued by the Pre-Emption Group and Investment Association.

If granted, this authority will expire at the earlier of the conclusion of the Company's next annual general meeting or 31 March 2022. It is the Directors' intention to seek to renew this authority each year to ensure that the Company has flexibility to issue equity securities for cash on a non-pre-emptive basis when required.

The Board does not intend to allot shares for cash on a non-pre-emptive basis above 7.5% in aggregate of the total issued ordinary share capital of the Company over a rolling three-year period without first consulting shareholders.

The resolution is being proposed as a special resolution in accordance with the requirements of the Company's Articles of Association.

# QUIZ

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Glasgow  
G3 8BW

[www.quizgroup.co.uk](http://www.quizgroup.co.uk)