

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to what action to take or, any aspect of the proposals referred to in this document, you should consult your stockbroker, bank, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you sold or otherwise transferred your ordinary shares in Prime People Plc (the “**Company**”), please forward this document (and accompanying form of proxy) as soon as possible to your stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



**PRIME PEOPLE PLC**

*(Registered in England and Wales No: 01729887)*

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## **Notice of General Meeting**

**Notice of the General Meeting of the Company to be held at 2 Harewood Place, Hanover Square,  
London, W1S 1BX on 23 November 2020 at 11.00am**

## **PRIME PEOPLE PLC**

### **Notice of General Meeting**

**Notice is hereby given that a General Meeting of Prime People Plc (the “Company”) will be held at 2 Harewood Place, Hanover Square, London, W1S 1BX on 23 November 2020 at 11.00am for the following purposes:**

#### **Important information about the General Meeting (GM) and Covid-19**

**Given the current circumstances in relation to Covid-19, the Board has made the decision that the GM will be held as a closed meeting in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. This means that the GM will be convened with the minimum quorum of shareholders (facilitated by the Company) to conduct the formal business of the GM. As such, for the safety and security of all involved, shareholders and their proxies are unable to attend the GM in person. 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.**

#### **Ordinary Business**

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

1. To receive the Company's financial statements for the year ended 31 March 2020 together with the reports of the Directors and Auditor thereon.
2. To approve the Directors' Remuneration Report.
3. To reappoint Crowe U.K. LLP as Auditor of the Company until the conclusion of the next meeting at which financial statements are laid.
4. To authorise the Directors to determine the remuneration of the Auditor.

Registered Office  
2 Harewood Place  
Hanover Square, London, W1S 1BX

By order of the Board  
D E Zaneva - Todorinski  
Secretary

**4 November 2020**

## Notice of General Meeting

### NOTES ON RESOLUTIONS

The following paragraphs explain, in summary, the resolutions to be proposed at the General Meeting. The Board considers that all resolutions proposed are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Your Board unanimously recommends that shareholders vote in favour of them.

#### **Resolution 1: Receipt of the 2020 financial statements**

This resolution proposes that the directors' and auditor's reports and the audited financial statements of the Company for the year ended 31 March 2020 which are available online at [www.prime-people.co.uk](http://www.prime-people.co.uk) for download and printing, be received, considered and adopted. Shareholders may raise any questions on the reports and financial statements under this resolution.

#### **Resolution 2: Approval of the 2020 Directors' remuneration report**

As a matter of good practice, the Company prepares a separate Directors' remuneration report and shareholders are requested to approve the Directors' remuneration report. The vote is advisory only and does not affect the actual remuneration paid to an individual Director.

#### **Resolutions 3 and 4: Re-appointment and remuneration of Auditor**

Resolution 3 relates to the re-appointment of Crowe U.K. LLP as the Company's Auditor to hold office until the next annual general meeting of the Company whilst resolution 4 will be proposed to authorise the Directors to set the Auditor's remuneration.

The following notes provide detailed information about your voting rights and how you may exercise them.

#### **COVID-19**

**The Company considers the well-being of shareholders and attendees at meetings of the Company as top priorities. Given the current COVID-19 pandemic and the associated UK Government measures, it will not be possible to hold an open meeting with shareholders in attendance and accordingly the General Meeting will be run as a closed meeting. It will therefore not be possible for shareholders to attend the General Meeting and the Company will not be able to grant entry to anyone seeking to attend the General Meeting in person. The Company will convene the General Meeting with the minimum necessary quorum of two shareholders, in accordance with the Articles.**

**The Board encourages all Shareholders to appoint the Chairman as a proxy as early as possible in order to vote on the matters being considered at the General Meeting. Should the Company's position change, the Company will release an announcement prior to the General Meeting to confirm the position in line with the latest guidelines and restrictions in place.**

## ENTITLEMENT TO ATTEND TO VOTE

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the Company's register of members at 6:00 p.m. on 21 November 2020 or, if the meeting is adjourned, at 6:00 p.m. on the day two days prior to the adjourned meeting, will be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the meeting.

## APPOINTMENT OF PROXIES

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote in your place. A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. A proxy need not be a member of the Company but must attend the meeting to represent you. The appointment of a proxy does not preclude a shareholder from attending any meeting at which the shareholder is entitled to vote and voting in person should the shareholder wish to do so. **However, in light of the current Covid-19 restrictions, shareholders will not be able to attend in person, by corporate representative or by a proxy other than the Chairman of the meeting (and one other shareholder permitted by the Chairman for quorum purposes). Accordingly, you should complete and return the relevant Proxy Form(s) as soon as possible.**
4. To be effective, the form of proxy must be (i) completed and signed, (ii) sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, and (iii) received by Neville Registrars Limited no later than 11.00 am on 19 November 2020. Any power of attorney or other authority under which the form of proxy is signed (or a notarially certified copy or a duly certified copy of such power or authority) must be included with the form of proxy.

## CHANGING PROXY INSTRUCTIONS

5. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. 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 the proxies will take precedence.

## TERMINATING PROXY APPOINTMENTS

6. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a shareholder 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 notarially certified copy or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than 11.00 am on 19 November 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

## CORPORATE REPRESENTATIVES

7. 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.

## INSPECTION OF DOCUMENTS

8. A copy of the proposed new articles of association and the minutes of the previous Annual General Meeting will be available for inspection at the place of the meeting from at least 15 minutes before the meeting begins until the end of the meeting.

## OTHER MATTERS

9. A shareholder 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 purposes other than those expressly stated.