

**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 appropriate professional adviser.

If you have sold or otherwise transferred (or will sell or transfer) all of your shares prior to the close of business on 4 May 2021, 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.

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**EMIS Group plc**

(Incorporated in England and Wales with registered number 6553923)

**Notice of Annual General Meeting**

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Notice of the Annual General Meeting of EMIS Group plc, to be held at the offices of EMIS Group plc, Fulford Grange, Micklefield Lane, Rawdon, Leeds LS19 6BA on 6 May 2021 at 9.00am, is set out on pages 4 to 7 of this document.



# EMIS Group plc

(Incorporated in England and Wales with registered number 6553923)

## Directors

Patrick De Smedt (Non-executive Chair)  
Andy Thorburn (Chief Executive Officer)  
Peter Southby (Chief Financial Officer)  
Andy McKeon (Senior Independent Non-executive Director)  
Kevin Boyd (Independent Non-executive Director)  
Jen Byrne (Independent Non-executive Director)  
JP Rangaswami (Independent Non-executive Director)

## Registered office

Fulford Grange  
Micklefield Lane  
Rawdon  
Leeds  
LS19 6BA

30 March 2021

## To holders of ordinary shares of £0.01 each in the capital of the Company (“Ordinary Shares”)

Dear Shareholder

### Annual General Meeting (AGM) of EMIS Group plc (“the Company” or “EMIS Group”)

#### 1. Introduction

I am pleased to be writing to you with details of our AGM, which we are holding on 6 May 2021 at 9.00am. The formal Notice of AGM is set out on pages 4 to 7 of this document.

#### 2. Business to be transacted at the AGM

Details of the resolutions which are to be proposed at the AGM are set out below. Resolutions one to fourteen are proposed as Ordinary Resolutions and resolutions fifteen to eighteen are proposed as Special Resolutions.

##### Ordinary Resolution One: Annual report and accounts

In accordance with the requirements of Section 437 of the Companies Act 2006, the Company will lay before the AGM the annual report and accounts of the Company for the year ended 31 December 2020 (“the 2020 Annual Report”).

##### Ordinary Resolution Two: Directors’ remuneration report

The Directors present to the meeting the Directors’ remuneration report for the year ended 31 December 2020, for approval on an advisory basis. This vote is not mandatory but is considered best practice.

##### Ordinary Resolution Three: Declaration of final dividend

Shareholders are being asked to approve and declare a dividend of 16.0p per Ordinary Share for the year ended 31 December 2020, which is proposed as a final dividend and, as such, requires shareholder approval. If approved and declared at the AGM, the final dividend will be paid on 14 May 2021 to all holders of Ordinary Shares on the register of members of the Company at the close of business on 16 April 2021.

##### Ordinary Resolutions Four to Ten: Election and re-election of Directors

The Company’s Articles of Association require that Directors who have been appointed by the Board since the last AGM of the Company shall be subject to election by the members. Accordingly, JP Rangaswami will retire and seek election at the AGM.

The Company’s Articles of Association also require that all Directors shall be subject to re-election at every AGM, as the case may be, by the members. Accordingly, I myself, Andy Thorburn, Peter Southby, Andy McKeon, Kevin Boyd and Jen Byrne will seek re-election at the AGM. Brief biographical details for each Director are included in Appendix 1 to the Notice of AGM. Following an annual performance review, I confirm that all the Directors seeking re-election continue to be effective with a strong commitment to the role.

##### Ordinary Resolutions Eleven and Twelve: Re-appointment and remuneration of auditor

Shareholders will be asked to confirm the re-appointment of KPMG LLP as the Company’s auditor to hold office until the conclusion of next year’s AGM and to grant authority to the Directors to determine the auditor’s remuneration.

##### Ordinary Resolution Thirteen: Grant of authority to the Directors to allot Ordinary Shares

Section 549 of the Companies Act 2006 provides that the Directors may not allot shares in the Company, or grant rights to subscribe for, or to convert any security into, shares in the Company unless authorised to do so by the Company in a general meeting or by its Articles of Association. It is proposed to authorise the Directors to allot Ordinary Shares up to a maximum nominal value of £211,037 (representing 21,103,700 Ordinary Shares) which is approximately equal to one-third of the issued Ordinary Share capital of the Company as at 29 March 2021 (being the latest practicable date prior to publication of this document). The Directors currently intend only to make use of this authority: (a) in connection with the grant of options to the Directors of the Company and employees of the Group; and (b) potentially for use as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make. This authority replaces a similar authority passed at the Company’s last AGM and would expire at the conclusion of next year’s AGM.

## EMIS Group plc

(Incorporated in England and Wales with registered number 6553923)

### 2. Business to be transacted at the AGM continued

#### Ordinary Resolution Fourteen: Political donations

Resolution fourteen seeks to grant authority for the Company and its subsidiaries to make political donations to political parties, to other political organisations and to independent election candidates, or to incur political expenditure.

It is not the policy of the Company to make donations to EU political organisations or to incur other political expenditure and the Directors have no intention of changing that policy. However, as a result of the wide definition in the Companies Act 2006 of matters constituting political donations, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Companies Act 2006.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. If passed, this resolution would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates, or to incur political expenditure (as defined in the Companies Act 2006) up to an aggregate limit of £10,000 in each case during the period up to twelve months after the passing of the resolution whilst avoiding inadvertent infringement of the statute. Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's annual report and accounts for next year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.

#### Special Resolutions Fifteen and Sixteen: Disapplication of statutory pre-emption rights on allotment of shares

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. It is proposed that the Directors of the Company be granted authority to allot equity securities for cash without first being required to offer such securities to existing shareholders by the limited disapplication of Section 561 of the Companies Act 2006.

In respect of resolution fifteen, the authority is sought to grant the Directors authority to allot equity securities or sell treasury shares for cash up to a maximum aggregate nominal value of £31,655 (representing 3,165,500 Ordinary Shares and which would constitute approximately 5% of the issued Ordinary Share capital of the Company as at 29 March 2021) without first offering the securities to existing shareholders. This authority replaces a similar authority passed at the Company's last AGM. The proposed resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

In respect of resolution sixteen, the authority is sought to grant the Directors authority to allot equity securities or sell treasury shares for cash up to a maximum aggregate nominal value of £31,655 (representing 3,165,500 Ordinary Shares and which would constitute approximately 5% of the issued Ordinary Share capital of the Company as at 29 March 2021) without first offering the securities to existing shareholders, but only if such authority is used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the 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 document. This authority is in addition to the 5% referred to in resolution fifteen.

The total number of Ordinary Shares in issue as at 29 March 2021 is 63,311,396 (being the latest practicable date prior to publication of this document). The Company does not currently hold any treasury shares.

The Directors have no immediate plans to make use of these authorities other than in the same circumstances as those to which I referred in the explanation relating to resolution thirteen (above) of this document. These authorities would expire at the conclusion of next year's AGM.

#### Special Resolution Seventeen: Purchases of own shares by the Company

Resolution seventeen to be proposed at the AGM seeks authority from holders of Ordinary Shares for the Company to make market purchases of Ordinary Shares, such authority being limited to the purchase of up to 10% of the Ordinary Shares in issue as at 29 March 2021 (that is 6,331,139 Ordinary Shares). The maximum price payable for the purchase by the Company of Ordinary Shares will be limited to an amount equal to 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made. The minimum price payable by the Company for the purchase of Ordinary Shares will be £0.01 per share (being the amount equal to the nominal value of an Ordinary Share). The authority to purchase Ordinary Shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per Ordinary Share and that it is in the best interests of the Company at the time. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to reissue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

#### Special Resolution Eighteen: Renewal of the Company Share Option Plan

Resolution eighteen relates to the proposed renewal of the EMIS Group plc Company Share Option Plan 2011 ("the Existing CSOP"), which was approved by shareholders in May 2011.

The Existing CSOP is the Company's principal long-term incentive arrangement for certain key executives and employees of the Company. Employees who participate in the Company's Long Term Incentive Plan (for example, the Company's Executive Directors) do not participate in the Existing CSOP. Options granted under the Existing CSOP are intended to qualify for tax-advantaged treatment, and their terms are consistent with the requirements set out in applicable legislation.

Since its approval by shareholders in May 2011, the Existing CSOP has provided for annual share-based awards which ordinarily vest after three years subject to continued service and the achievement of challenging performance conditions. The Existing CSOP is due to reach the end of its ten year life in May 2021.

The Remuneration Committee of the Board has concluded that shareholder authority should be sought under resolution eighteen for the adoption of the EMIS Group 2021 Company Share Option Plan ("the New CSOP") to replace the Existing CSOP. The terms of the New CSOP have been drafted to be materially similar to the Existing CSOP but with appropriate changes to bring the New CSOP in line with prevailing best practice and current legislation. As under the Existing CSOP, Executive Directors will not participate in the New CSOP.

The main terms of the New CSOP are summarised in Appendix 2 to the Notice of AGM.

### 3. Covid-19

The health and wellbeing of employees, shareholders and the wider community in which the Company operates is of paramount importance for the Board. However, the Board is also committed to ensuring that shareholders can exercise their right to vote and ask questions in relation to the AGM.

The UK Government's current guidelines continue to impact the ability of shareholders to attend our AGM. In normal circumstances, the Board greatly values the opportunity to meet shareholders in person. However, it fully supports the UK Government's advice for people to avoid both mass gatherings and non-essential travel and social contact. **On this basis, the Board has concluded that it is appropriate to strongly urge shareholders not to attend our AGM again in person this year, as to do so would be inconsistent with UK Government's current guidelines relative to Covid-19. Instead, shareholders are reminded of and strongly encouraged to use their right to appoint the Chair of the AGM as their proxy. Shareholders can do this by utilising one of the methods detailed in paragraph 3 of the notes to the Notice of AGM. Shareholders are encouraged to appoint a proxy in accordance with paragraph 3 as early as possible.**

The Board has therefore decided to make some changes to the format of the AGM again this year. The AGM will comprise the formal business part of the meeting only, that is the formal resolutions and not a wider discussion about business performance or Q&A.

Should a shareholder have a question that they would have raised at the meeting, we ask that instead of attending the meeting, they send it by email to [investorrelations@emisgroupplc.com](mailto:investorrelations@emisgroupplc.com) (marked for the attention of the Company Secretary). Answers to questions will be published on our website following the AGM.

Please note that professional advisers have also been asked not to attend the AGM.

Shareholders should also continue to monitor the Company's website and announcements for any updates in relation to the AGM (for example, as to time, date and place).

### 4. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. Whether or not you propose to attend the AGM in person, you are requested to vote by proxy by logging on to [www.signalshares.com](http://www.signalshares.com). Alternatively, you can request a hard copy form of proxy directly from the registrar, Link Group, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on 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 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM.

In order for a proxy appointment to be valid, a form of proxy must be completed. In each case the form must be received by Link Group at Central Square, 29 Wellington Street, Leeds LS1 4DL, by 9.00am on 4 May 2021.

Completion of a form of proxy will not stop you from attending the AGM and voting in person should you so wish, but please note the general comments about attendance above.

### 5. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully



**Patrick De Smedt**  
Chair

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of EMIS Group plc ("the Company") will be held at the offices of EMIS Group plc at Fulford Grange, Micklefield Lane, Rawdon, Leeds LS19 6BA on 6 May 2021 at 9.00am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers one to fourteen of which will be proposed as Ordinary Resolutions and numbers fifteen to eighteen of which will be proposed as Special Resolutions:

### Ordinary Resolutions

#### 1. Ordinary Resolution One: Annual report and accounts

To receive and adopt the audited accounts for the year ended 31 December 2020 together with the reports of the Directors and the auditor thereon.

#### 2. Ordinary Resolution Two: Directors' remuneration report

To approve the Directors' remuneration report for the year ended 31 December 2020.

#### 3. Ordinary Resolution Three: Final dividend

To approve and declare a final dividend of 16.0p per ordinary share of £0.01 in the capital of the Company in respect of the year ended 31 December 2020 payable on 14 May 2021 to shareholders on the register of members of the Company at the close of business on 16 April 2021.

#### 4. Ordinary Resolution Four: Election of JP Rangaswami

To elect JP Rangaswami as a Director of the Company.

#### 5. Ordinary Resolution Five: Re-election of Patrick De Smedt

To re-elect Patrick De Smedt as a Director of the Company.

#### 6. Ordinary Resolution Six: Re-election of Andy Thorburn

To re-elect Andy Thorburn as a Director of the Company.

#### 7. Ordinary Resolution Seven: Re-election of Peter Southby

To re-elect Peter Southby as a Director of the Company.

#### 8. Ordinary Resolution Eight: Re-election of Andy McKeon

To re-elect Andy McKeon as a Director of the Company.

#### 9. Ordinary Resolution Nine: Re-election of Kevin Boyd

To re-elect Kevin Boyd as a Director of the Company.

#### 10. Ordinary Resolution Ten: Re-election of Jen Byrne

To re-elect Jen Byrne as a Director of the Company.

#### 11. Ordinary Resolution Eleven: Re-appointment of auditor

To re-appoint KPMG LLP as auditor to the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM of the Company.

#### 12. Ordinary Resolution Twelve: Directors' authority to fix auditor's remuneration

To authorise the Directors to fix the auditor's remuneration.

#### 13. Ordinary Resolution Thirteen: Directors' authority to allot ordinary shares

That for the purposes of Section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall, unless the context requires otherwise, bear the same meanings as in the said Section 551):

- (a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to a maximum nominal amount of £211,037 (being one-third of the issued share capital as at the date of this Notice of AGM) to such persons and at such times and on such terms as they think proper at any time during the period expiring at the end of the next AGM of the Company to be held after the date on which this resolution is passed (unless previously revoked or varied by the Company in a general meeting); and
- (b) the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of the said period and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution thirteen.

## Ordinary Resolutions continued

### 14. Ordinary Resolution Fourteen: Political donations

To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect, for the purposes of Section 366 of the Companies Act 2006, to:

- (a) make political donations to political parties or independent election candidates not exceeding £10,000 in aggregate;
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in aggregate; and
- (c) incur political expenditure not exceeding £10,000 in aggregate.

during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next AGM of the Company after the date on which this resolution is passed, provided that the maximum amounts referred to in paragraphs (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Directors of the Company may in their absolute discretion determine to be appropriate.

For the purposes of this resolution fourteen, "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given to them in Sections 363 to 365 of the Companies Act 2006.

## Special Resolutions

### 15. Special Resolution Fifteen: Disapplication of statutory pre-emption rights on allotment of shares (general)

That, subject to the passing of resolution thirteen (above), the Directors be and are given the general power to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution thirteen (above) or by way of a sale of treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- (b) the allotment (otherwise than pursuant to paragraph (a) of this resolution) of equity securities and/or sale of equity securities held as treasury shares up to an aggregate nominal amount of £31,655 (being 5% of the issued share capital as at the date of this Notice of AGM).

The power granted by this resolution will expire at the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company prior to or on such date) 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 equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

### 16. Special Resolution Sixteen: Disapplication of statutory pre-emption rights on allotment of shares (acquisition or other capital investment)

That, subject to the passing of resolution fifteen (above), the Directors be and are given the general power in addition to any authority granted under resolution fifteen (above) to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution thirteen (above) or by way of a sale of treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be:

- (a) limited to the allotment of equity securities and/or sale of equity securities held as treasury shares up to an aggregate nominal amount of £31,655 (being 5% of the issued share capital as at the date of this Notice of AGM); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the 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 of AGM.

The power granted by this resolution will expire at the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company prior to or on such date) 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 equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## Notice of Annual General Meeting continued

### Special Resolutions continued

#### 17. Special Resolution Seventeen: Purchase of own shares by the Company

That the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 6,331,139;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.01 per share, being the nominal amount thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made;
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next AGM of the Company and the date which is 18 months after the date on which this resolution is passed;
- (e) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, where such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract as if such authority had not expired; and
- (f) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either: (i) cancelled immediately upon completion of the purchase; or (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

#### 18. Special Resolution Eighteen: Renewal of the Company Share Option Plan

That the rules of the EMIS Group 2021 Company Share Option Plan ("the New CSOP"), a copy of the draft rules which has been produced to the AGM and initialled by the Chair (for the purpose of identification only) and a summary of the main provisions, which is set out in Appendix 2 to the Notice of AGM, be and are hereby approved and the Directors be authorised to:

- a) make such modifications to the New CSOP as they may consider appropriate to take account of the requirements of best practice, applicable legislative requirements and for the implementation of the New CSOP and to adopt the New CSOP as so modified and to do all such other acts and things as they may consider appropriate to implement the New CSOP; and
- b) establish further plans based on the New CSOP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New CSOP.

By order of the Board



**Christine Benson**  
Company Secretary  
30 March 2021

**Registered Office**  
Fulford Grange  
Micklefield Lane  
Rawdon  
Leeds  
LS19 6BA



## Notes

1. Copies of the following documents will be available for inspection at the Company's office at Fulford Grange, Micklefield Lane, Rawdon, Leeds LS19 6BA, during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the conclusion of the AGM and at the place of the AGM itself from 15 minutes before the AGM until the conclusion of the AGM:
  - (a) the service contracts of each of the Executive Directors of the Company; and
  - (b) the letters of appointment between the Company and each of the Non-executive Directors of the Company.
2. 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 meeting. 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. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company.
3. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - by requesting a hard copy form of proxy directly from the registrar, Link Group, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on 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 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures below.
4. To be valid, the form of proxy must be received by Link Group no later than 9.00am on 4 May 2021.
5. The return of a completed form of proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://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.
7. 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 Company's agent, Link Group (CREST Participant ID: RA10), by no later than 9.00am on 4 May 2021. 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.
8. 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 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at close of business on 4 May 2021 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. If the AGM is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting would be 48 hours prior to the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
11. As at 29 March 2021 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 63,311,396 Ordinary Shares of £0.01 each and which each carry one vote. Therefore, the total voting rights in the Company as at 29 March 2021 are 63,311,396.
12. 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.
13. Copies of the proposed rules of the EMIS Group 2021 Company Share Option Plan are available for inspection at the Company's registered office, Fulford Grange, Micklefield Lane, Rawdon, Leeds LS19 6BA, during normal business hours from the date of the Notice of AGM until the date of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM.

## Appendix 1

Biographies of Directors standing for election and re-election

### **JP Rangaswami**

#### **Independent Non-executive Director**

JP was appointed to the Board of EMIS Group in March 2021

#### **Skills and experience**

An insightful, independent-minded and creative technology leader

Highly relevant experience in the data analytics sector in both operational and strategic data-focussed and technology roles, with specialist experience in data governance, standards, best practices and techniques

Strong understanding of the challenges of working in a regulated environment from a decade in the financial services sector

#### **External appointments**

##### **Current**

Non-executive director, Allfunds Bank SAU

Non-executive director, DMGT plc

Non-executive director, Admiral Group plc

Non-executive director, National Bank of Greece

Trustee, Web Science Trust

Trustee, Cumberland Lodge

Member of Board of Governors, Hammersmith Academy

##### **Previous**

Chief data officer and group head of innovation, Deutsche Bank; chief scientist, Salesforce.com; chief scientist, managing director and chief information officer, BT Group; head of alternative market models and global chief information officer, Dresdner Kleinwort; and various roles with multinational hardware, software, services and consulting organisations

### **Patrick De Smedt**

#### **Non-executive Chair**

Patrick was appointed to the Board of EMIS Group in January 2020

#### **Skills and experience**

International business experience including a diverse portfolio of main board-level appointments in public and private equity-backed companies varying in size up to multi-billion pound turnover

Entire executive career spent in the software sector, primarily with Microsoft, across a range of largely general management roles throughout Europe

Experience in manufacturing, construction, recruitment and financial services sectors

Expertise in driving innovation and growth, bringing focus to customer centricity and development of successful go-to-market strategies

#### **External appointments**

##### **Current**

Senior independent director, PageGroup plc

Chair, Divitias Holdco Limited

Chair, Bytes Technology Group plc

##### **Previous**

Chair of Microsoft Europe, Middle East and Africa, vice president of Microsoft Western Europe, general manager (founder) of Microsoft Benelux, non-executive director of Kodak Alaris Holdings Ltd, non-executive director and chair of the remuneration committee of Victrex plc, senior independent director and chair of the remuneration committee of Morgan Sindall Group plc, senior independent director and chair of the remuneration committee of Anite plc and non-executive interim chair of KCOM Group plc

**Andy Thorburn**  
**Chief Executive Officer**

Andy was appointed to the Board of EMIS Group in May 2017

**Skills and experience**

Over 20 years' experience in the software industry in the UK and internationally

Ability to drive significant growth in revenues and profitability for companies through organic growth as well as mergers and acquisitions

Track record in creating value in software and communications industries

Over 30 years' experience in senior management and executive positions

**External appointments**

**Current**

None

**Previous**

Group chief operating officer of Digicel Group, chief executive officer of Digicel Caribbean and Central America, chief executive officer of Digicel Jamaica, chief executive officer/president roles at Intec Telecom Systems plc, Chronicle Solutions Ltd and a number of Benchmark Capital Portfolio companies (including Kalido Inc. and Orchestria Ltd) and a managing director within BT Group

**Peter Southby**  
**Chief Financial Officer**

Peter was appointed to the Board of EMIS Group in October 2012

**Skills and experience**

Over 25 years' experience in finance, mainly in a public company environment, with over half of this at board level

Strong track record in corporate transactions, including fundraising, acquisitions and disposals

Detailed knowledge of strategy across multiple industry sectors, with a focus on support services

Institute of Chartered Accountants in England and Wales (Fellow)

**External appointments**

**Current**

None

**Previous**

Finance director at ENER-G plc and Augean plc, and senior financial positions at White Young Green plc and Leeds United plc, having trained with Arthur Andersen as audit manager

**Andy McKeon CBE**  
**Senior Independent Non-executive Director**

Andy was appointed to the Board of EMIS Group in September 2015, having previously served on the Board between February 2013 and April 2015

**Skills and experience**

Deep knowledge of the NHS and extensive experience in shaping health policy

Extensive knowledge of European and American healthcare

Advocate for change that benefits patients

Broadly based NED experience across the private and public sectors

Over 20 years' senior and board-level management experience in major organisations

**External appointments**

**Current**

Chair, The Nuffield Trust

**Previous**

Interim chief executive of The Nuffield Trust, managing director of health at the Audit Commission, departmental board member at the Department of Health (director general responsible for policy and planning), head of primary care at the Department of Health, deputy chief executive at the Barts and London NHS Trust, adjunct professor of the Institute of Global Health Innovation, Imperial College London, and vice chair at the National Institute for Health and Care Excellence (NICE)

## Appendix 1 continued

Biographies of Directors standing for election and re-election continued

### **Kevin Boyd**

#### **Independent Non-executive Director**

Kevin was appointed to the Board of EMIS Group in May 2014

#### **Skills and experience**

Considerable senior management and listed company experience

Real-time financial experience and software systems knowledge

Experience of running complex business and corporate transactions

Institute of Chartered Accountants in England and Wales (Fellow)

Institution of Engineering and Technology (Fellow)

#### **External appointments**

##### **Current**

Non-executive director and audit committee chair, Polypipe Group plc

Non-executive director, Bodycote plc

##### **Previous**

Group chief financial officer, Spirax-Sarco Engineering plc, Oxford Instruments plc and Radstone Technology plc

### **Jen Byrne**

#### **Independent and designated Non-executive Director**

Jen was appointed to the Board of EMIS Group in May 2019

#### **Skills and experience**

Extensive commercial experience in the global software sector

Strong track record in using technical insight to deliver challenging and technically complex engineering programmes

In-depth knowledge of finance and engineering

A strategic thinker with experience of companies in a growth phase

Strong leadership skills

#### **External appointments**

##### **Current**

Chief operating officer, G-Research

Non-executive director, RUAG Holding AG

##### **Previous**

15 years at the Lockheed Martin Corporation, latterly as vice president, space and missiles systems

## Appendix 2

### Summary of the principal terms of the EMIS Group 2021 Company Share Option Plan

This Appendix summarises the terms of the new EMIS Group 2021 Company Share Option Plan (“the New CSOP”) which is proposed for adoption by EMIS Group plc (“the Company”), subject to the approval of the shareholders of the Company being obtained at the AGM.

#### 1. General

The New CSOP has been designed to be materially similar to the Company’s existing Share Option Plan which was approved by shareholders in May 2011 and which is due to expire in May 2021.

The New CSOP is a market value option scheme. Under the New CSOP, eligible employees of the Company and any of its participating subsidiary companies may be granted options to acquire Ordinary Shares in the capital of the Company (“CSOP Options”) on the terms summarised below. Executive Directors of the Company will not participate in the New CSOP.

The New CSOP is a tax-advantaged share option arrangement which is intended to be offered to employees of the Company and its participating subsidiary companies who are residents in the United Kingdom. The terms of the new CSOP have been designed to comply with relevant legislative requirements in the United Kingdom in order to offer CSOP Options on a tax-advantaged basis in the United Kingdom.

CSOP Options are not transferable (except on death) and are not pensionable benefits.

No payment shall be required for the grant of a CSOP Option.

The operation of the New CSOP will be overseen by the Remuneration Committee of the Board of Directors of the Company (“the Committee”).

No CSOP Options may be granted more than ten years after approval of the New CSOP by shareholders.

#### 2. Eligibility

All employees of the Company and any of its participating subsidiary companies may be granted CSOP Options under the New CSOP, provided that they are not prohibited under the relevant legislation by virtue of having (or having had) a material interest in the Company. Although they are theoretically eligible to participate in the New CSOP, in practice Executive Directors and members of the executive team will not participate in the New CSOP and will not be granted CSOP Options.

The Committee will nominate eligible employees to participate in the New CSOP and receive CSOP Options at its discretion.

#### 3. Grant of CSOP Options

CSOP Options may be granted within the period of 42 days following the date of adoption of the New CSOP by shareholders. Thereafter, CSOP Options may only be granted:

- in the 42 days following the announcement by the Company of its annual or half yearly results;
- in the 28 days immediately after the person to whom the CSOP Option is granted first becomes an employee or Director of the Company or any of its participating subsidiary companies; or
- at any other time when the Committee considers there to be exceptional circumstances.

If there are any restrictions on dealing in the Company’s shares at any of the times noted above, the Committee may grant CSOP Options within the period of 42 days (or 28 days, in the case of a CSOP Option holder (“an Option Holder”) becoming an employee or a Director) after all relevant restrictions on dealing in the Company’s shares are removed.

#### 4. Dilution limits

CSOP Options may be satisfied by newly issued shares, shares purchased in the market or by the transfer of treasury shares.

No CSOP Options may be granted under the New CSOP if it would cause the number of new shares issued or issuable pursuant to CSOP Options granted in the preceding ten years under the New CSOP (together with any options or awards granted under any other employees’ share scheme of the Company) to exceed 10% of the Company’s issued Ordinary Share capital at the proposed date of grant.

No CSOP Options may be granted under the New CSOP if it would cause the number of new shares issued or issuable pursuant to CSOP Options granted in the preceding ten years under the New CSOP (together with any options or awards granted under any other discretionary share incentive plan established by the Company) to exceed 5% of the Company’s issued Ordinary Share capital at the proposed date of grant.

For so long as it is required by institutional investor guidelines, these dilution limits will also apply to CSOP Options satisfied by the transfer of treasury shares.

#### 5. Exercise price

The Committee will determine the exercise price which is payable by the Option Holder in order to exercise a CSOP Option, provided that the exercise price for a CSOP Option may not be less than the market value of Ordinary Shares in the Company at the date of grant as agreed for these purposes with HM Revenue & Customs (or, if greater, the nominal value of the relevant shares).

## Appendix 2 continued

Summary of the principal terms of the EMIS Group 2021 Company Share Option Plan

### 6. Performance conditions

CSOP Options will generally be subject to achievement of performance conditions set by the Committee at the time of grant.

For CSOP Options granted in 2021, the Committee intends to set performance conditions measuring growth in the Company's adjusted earnings per share over a period of three financial years.

The performance conditions applying to any CSOP Option may be varied in certain circumstances provided that the Committee considers that the amended performance conditions will be a fairer measure of performance, will afford a more effective incentive for the Option Holders and will be no more or less difficult to satisfy than the original performance condition was when first set.

### 7. Exercise of CSOP Options

CSOP Options will normally become exercisable, subject to any applicable performance conditions having been satisfied, at any point between the third anniversary of the date of grant of the CSOP Option and the date on which the CSOP Option is stated to lapse (which cannot be later than the tenth anniversary of the date of grant).

In certain circumstances (such as if the Option Holder leaves the Company's group as a "good leaver", or on the occurrence of a corporate event – see paragraphs 8 and 9 below), CSOP Options may be exercised earlier than the third anniversary of grant.

CSOP Options will only be exercisable on the payment of the exercise price by the Option Holder.

### 8. Leaving employment

If an Option Holder has ceased to be employed with the Company's group in certain specified "good leaver" circumstances, such as ill health, the Option Holder will be entitled to exercise the Option Holder's CSOP Option(s) within six months following the date on which the CSOP Option(s) would ordinarily vest.

If an Option Holder has ceased to be employed with the Company's group by reason of their death, the Option Holder's personal representatives will be entitled to exercise the Option Holder's CSOP Option(s) within twelve months following the date of the Option Holder's death.

Where an Option Holder ceases to be employed within the Company's group for any other reason, CSOP Options held by them will generally lapse but may become exercisable at the discretion of the Committee as if they were a "good leaver".

The extent to which any CSOP Option(s) held by an Option Holder who has ceased to be employed by the Company's group may be exercised will be subject to:

- the extent to which the performance conditions (if any) applicable to the CSOP Option(s) have, in the opinion of the Committee, been satisfied up to the date of the Option Holder's cessation of employment; and
- unless the Committee determines otherwise, a time pro-rata apportionment of the number of shares under the CSOP Option(s).

### 9. Corporate events

In the event of: (i) a sale of the Company; (ii) a compromise or arrangement relating to the Company which is sanctioned by the court; (iii) the voluntary winding up of the Company; or (iv) a proposed demerger of the Company or of any member of the Company's group, CSOP Options shall become capable of exercise at that time unless (in the case of a compromise or arrangement relating to the Company) Option Holders are given (and accept) the opportunity to acquire equivalent rights over shares in the acquiring company.

The extent to which any CSOP Option(s) may be exercised in connection with a corporate event will be subject to:

- the extent to which the performance conditions (if any) applicable to the CSOP Option(s) have, in the opinion of the Committee, been satisfied up to the date of the relevant corporate event; and
- unless the Committee determines otherwise, a time pro-rata apportionment of the number of shares under the CSOP Option(s).

### 10. Variations of share capital

If there is: (i) a capitalisation or rights issue; (ii) a sub-division, consolidation or reduction of the Company's Ordinary Share capital; or (iii) any other variation of the Company's share capital, then the Committee may (at its discretion) adjust the number of shares subject to CSOP Options or the exercise price that is payable on exercise of any CSOP Options.

## **11. Alterations to the New CSOP**

The Committee may, at any time, amend the New CSOP at its discretion, save that no amendment may be made that would result in the New CSOP ceasing to qualify for tax-advantaged treatment.

However, the provisions governing: (i) eligibility requirements; (ii) equity dilution; (iii) individual award levels; (iv) the basis for determining participants' rights to acquire shares; and (v) the adjustments that may be made following a rights issue or any other variation of capital, cannot be altered to the advantage of participants without the prior approval of the Company's shareholders in general meeting.

There is an exception for minor amendments to benefit the administration of the New CSOP, to take account of a change in legislation or developments in the law affecting the New CSOP or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the New CSOP or for any member of the Company's group.

## **12. Overseas plans**

The shareholder resolution to approve the New CSOP permits the Committee to establish further plans for overseas territories, any such plan to be materially similar to the New CSOP but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the New CSOP.

This summary does not form part of the rules of the New CSOP and should not be taken as affecting the interpretation of its detailed terms and conditions.

The Directors reserve the right up to the time of the AGM to make such amendments and additions to the rules of the New CSOP as may be necessary or as they consider appropriate and provided that such amendments do not conflict in any material respect with this summary.

**EMIS Group plc**

Registered Office  
Fulford Grange  
Micklefield Lane  
Rawdon  
Leeds LS19 6BA

Tel: 0330 024 1269  
[www.emisgroupplc.com](http://www.emisgroupplc.com)