

# Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser authorised under the Financial Services and Markets Act 2000.

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

## Hogg Robinson Group plc

(incorporated and registered in England and Wales under number 3946303)

### Notice of Annual General Meeting

to be held at  
The Barcelo Basingstoke Country Hotel  
Scures Hill  
Nately Scures  
Basingstoke  
Hampshire RG27 9JS

on 25 July 2011 at 12.30pm

Notice of the Annual General Meeting of the Company is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, not less than 48 hours before the time of the holding of the Annual General Meeting.

Completion and return of the Form of Proxy will not prevent you from attending and voting at the Annual General Meeting in person should you so wish. Alternatively, you can register your proxy vote electronically by contacting [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the on-screen instructions. You will need the Voting ID, Task ID and Shareholder Reference Number printed on the enclosed Form of Proxy. Alternatively, if you hold your shares in CREST, you may use the service provided by Euroclear UK & Ireland Limited. Further details are given in the notes to this document.



# Contents

Explanatory letter 3

Notice of Annual General Meeting 7

See separate Form of Proxy and attendance card



**HOGG  
ROBINSON  
GROUP**

Hogg Robinson Group plc  
Global House  
Victoria Street  
Basingstoke  
Hampshire  
RG21 3BT  
[www.hoggrobinsongroup.com](http://www.hoggrobinsongroup.com)

17 June 2011

To: Shareholders in Hogg Robinson Group plc (the "Company")

Dear Shareholder

**Business to be proposed at the Annual General Meeting**

The Company's Annual General Meeting will take place on 25 July 2011 and a Notice of Annual General Meeting is enclosed. A shareholder registered on the register of members of the Company at 12.30pm on 23 July 2011 is entitled to vote on the resolutions contained in the Notice of Annual General Meeting. This letter is intended to help you understand the effect and purpose of these Resolutions.

**Resolution 1 – to receive and adopt the Annual Report and Financial Statements**

The Company's financial statements and the reports of its Directors and Auditors in respect of the year ended 31 March 2011 (the "Annual Report") are being sent to shareholders with the notice of Annual General Meeting. The Directors recommend that the Company adopt the Annual Report.

**Resolution 2 – to declare and authorise the payment of a final dividend.**

The Directors have recommended a final dividend of 1p per share resulting in a full-year dividend of 1.5p per share, an increase of 25% on the prior year. Subject to approval by shareholders, the final dividend will be paid on 1 August 2011 to shareholders on the register on 1 July 2011.

**Resolution 3 – to re-elect Kevin Ruffles as a Director**

Article 98 of the Company's articles of association requires that, when the Board of Directors appoints a new Director, that Director must retire at the next Annual General Meeting, but that he is then eligible to stand for re-election at that meeting. Accordingly, Kevin Ruffles will retire at the Annual General Meeting and will stand for re-election. Brief biographical details for Kevin Ruffles are set out at page 20 of the Annual Report. His service contract is subject to termination by the Company giving not less than 12 months' written notice, and is available for inspection at the registered office of the Company and will also be available for inspection at the Annual General Meeting.

Kevin Ruffles has relevant experience of being a director of a listed company and of the Group itself. Having joined the Group in 1972, he has held a number of senior operational roles, and was a Director of Hogg Robinson plc until May 2000. He was appointed Regional President for Asia Pacific in 2006 and additionally assumed responsibility for Europe in 2007. He was appointed to the Board as Chief Operating Officer in October 2010. The Board of Directors are of the opinion that this extensive experience allows him to contribute to the Company's development and that he should be re-elected as a director at this year's Annual General Meeting.

Shareholders' attention is drawn to the Corporate Governance report, commencing at page 21 of the Annual Report for details of the Company's formal evaluation process in relation to the performance of the Board, including Kevin Ruffles.

**Resolution 4 – to re-elect Paul Williams as a Director**

Also in accordance with Article 98, having been appointed as a Director since the last Annual General Meeting, Paul Williams will retire from office at the Annual General Meeting and will stand for re-election. Brief biographical details for Paul Williams are set out at page 20 of the Annual Report. Under the terms of his letter of appointment, Paul Williams was appointed with effect from 1 April 2011 for an initial term of three years. A copy of that letter is available for inspection at the registered office of the Company and will also be available for inspection at the Annual General Meeting.

Paul Williams has relevant experience of being a director of a listed company and has been a director of the Company since 1 April 2011. The Board of Directors are of the opinion that Paul Williams should be re-elected as a director at this year's Annual General Meeting.

Shareholders' attention is drawn to the Corporate Governance report, commencing at page 21 of the Annual Report for details of the Company's formal evaluation process in relation to the performance of the Board, including Paul Williams.

#### **Resolution 5 – to re-elect Julian Steadman as a Director**

In addition to any directors retiring in accordance with Article 98, the Company's articles of association require that one third of the remaining Directors shall also retire from office by rotation at each Annual General Meeting, and further provides that they may stand for re-election.

Accordingly, Julian Steadman will retire by rotation at the Annual General Meeting and will stand for re-election. Brief biographical details for Julian Steadman are set out at page 20 of the Annual Report. His service contract is subject to termination by the Company giving not less than 12 months' written notice, and is available for inspection at the registered office of the Company and will also be available for inspection at the Annual General Meeting.

Julian Steadman has extensive relevant experience of being a director of a listed company and of the Group itself, having been appointed as the Group's Finance Director in December 2007. The Board of Directors are of the opinion that this extensive experience allows him to contribute to the Company's development and that he should be re-elected as a director at this year's Annual General Meeting.

Shareholders' attention is drawn to the Corporate Governance report, commencing at page 21 of the Annual Report for details of the Company's formal evaluation process in relation to the performance of the Board, including Julian Steadman.

#### **Resolution 6 – to re-appoint PricewaterhouseCoopers LLP as Auditors**

The Directors recommend that PricewaterhouseCoopers LLP should be reappointed as the Company's Auditors and that the Directors be authorised to determine their remuneration.

#### **Resolution 7 – authority to allot shares**

The Companies Act 2006 (the "Act") prevents directors from allotting unissued shares without the authority of shareholders in general meeting. In certain circumstances this could be unduly restrictive. The Directors' existing authority to allot ordinary shares, which was granted at the 2010 Annual General Meeting of the Company, will expire at the end of this year's Annual General Meeting. It is intended that this authority should be renewed.

Subject to shareholder approval, the Directors will be authorised, in place of all existing authorities to allot equity securities (within the meaning of section 560(1) of the Act (which includes ordinary shares)).

The authority allows the Directors to allot shares up to an aggregate nominal amount of £1,025,937.24, representing one-third of the nominal value of the issued ordinary shares on 18 May 2011 (being the last practicable date prior to the publication of the Annual Report). The Company does not currently hold any ordinary shares in treasury.

The authority conferred will expire (unless previously revoked, varied or renewed) on 25 October 2012 or, if sooner, at the end of the next Annual General Meeting. However, the Company may make an offer or agreement prior to the expiry of this authority which would or might require equity securities to be allotted after the expiry of this authority. In this case, the Directors will be permitted to allot securities pursuant to such offer or agreement as if this authority had not expired.

The Directors have no present plans to allot unissued shares other than on the exercise of share options under the Company's employee share option schemes. However, the Directors believe it to be in the best interests of the Company that they should continue to have the authority set out in the resolution so that such arrangements can take place to finance appropriate business opportunities that may arise.

#### **Resolution 8 – to disapply pre-emption rights**

Unless they are given an appropriate power by shareholders, if the Directors wish to allot any of the unissued shares in the Company for cash, grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders in proportion to their existing holdings. This is known as pre-emption rights and these are contained in section 561(1) of the Act.

The existing disapplication of these statutory pre-emption rights, which was granted at the 2010 Annual General Meeting of the Company, will expire at the end of this year's Annual General Meeting and it is proposed that this authority be renewed. Accordingly, subject to shareholder approval, the Directors will be given power, in place of all existing powers, to allot shares without applying these statutory pre-emption rights.

The Directors will be able to exercise this power:

- (i) in relation to rights issues to existing shareholders in proportion to their existing holdings; and
- (ii) other than in relation to such rights issues, up to an aggregate nominal amount of £153,890.58, representing 5 per cent., of the nominal value of the issued ordinary shares on 18 May 2011 (being the last practicable date prior to the publication of the Annual Report).

The Directors recommend that shareholders approve the grant of this power. The power conferred will expire (unless previously revoked, varied or renewed) on 25 October 2012 or, if sooner, at the end of the next Annual General Meeting of the Company. However, the Company may make an offer or agreement prior to the expiry of this power which would or might require equity securities to be allotted after the expiry of this power as if statutory pre-emption rights did not apply to such allotments. In this case, the Directors will be permitted to allot equity securities pursuant to such offer or agreement as if this power had not expired.

In accordance with the guidelines issued by the Pre-Emption Group, the Directors confirm their intention that no more than 7.5 per cent. of the issued share capital will be issued for cash on a non pre-emptive basis during any rolling three-year period.

Although the Company does not currently hold any ordinary shares in treasury, the power sought and limits set will also apply to a sale by the Company of any shares it holds as treasury shares from time to time. The Act permits shares purchased by the Company out of distributable profits to be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share-based incentive schemes. Any subsequent transfers of treasury shares by the Company to satisfy the requirements of employee share-based incentive schemes will be made within the 10 per cent. anti-dilution limit for such share issues.

#### **Resolution 9 – Company's authority to purchase its own shares**

Subject to shareholder approval, the Company will be authorised to make market purchases (within the meaning of section 693(4) of the Act) of up to 30,778,117 ordinary shares, being 10 per cent. of the ordinary shares in issue on 18 May 2011 (being the last practicable date prior to the publication of the Annual Report).

The maximum price that may be paid for each such ordinary share shall be the higher of:

- (i) 5 per cent. above the average of the middle market quotations for an ordinary share (as derived from the Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made (exclusive of expenses); and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (exclusive of expenses).

The minimum price that may be paid for each such ordinary share shall be 1p.

The authority conferred shall (unless previously revoked, varied or renewed) expire on 25 October 2012 or, if sooner, at the end of the next Annual General Meeting of the Company. However, if a contract for the purchase of ordinary shares is concluded before the expiry of this authority but the relevant purchase will or may be executed in whole or in part after the expiry of this authority, the Company is authorised to execute such purchase as if this authority had not expired.

Your Directors are committed to managing the Company's capital effectively. Although the Directors have no plans to make such purchases, buying back ordinary shares is one of the options they keep under review. Purchases would only be made after considering the effect on earnings per share, and the benefits for shareholders generally. The Directors recommend that shareholders approve the grant of this authority.

The Company may hold in treasury any of its own shares that it purchases in accordance with the Act and pursuant to this authority. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

As at 18 May 2011 (being the last practicable date prior to the publication of the Annual Report), there were an aggregate of 44,656,032 options outstanding under the Company's Share Option Plan, Performance Share Plan and Sharesave Scheme (the "Option Schemes"), 27,274,756 of which would fall to be satisfied by the use of new issue shares were they to vest in full, representing 8.86 per cent. of the Company's issued ordinary share capital. Shareholders attention is drawn to the Company's policy on satisfying such awards, which is set out on page 26 of the Annual Report. Most of these awards are structured as equity settled share appreciation rights, meaning that if, and to the extent that, such awards vest, the number of new shares actually issued would be significantly lower. Applying this policy, and using the Company's closing share price on 31 March 2011 (58p), the number of shares which would have fallen to be issued in order to satisfy such awards were they to vest in full, would have been 14,405,438, representing 4.68 per cent. of the Company's issued ordinary share capital. If the authority given by Resolution 7 were to be fully used, these percentages would then have represented 6.65 per cent. and 3.51 per cent. of the Company's issued ordinary share capital, respectively. The Company does not currently hold any ordinary shares in treasury.

#### **Resolution 10 – Notice of General Meetings**

One of the requirements of the Shareholder Rights Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. The Company is currently able to call general meetings (other than annual general meetings) on 14 days' notice. Shareholders will be asked to approve Resolution 10 which allows the Company to continue to be able call general meetings (other than annual general meetings) on 14 days' notice. Notwithstanding the passing of this Resolution, the Directors confirm that their intention would be to only use such power where it is commercially important for the business proposed at such a meeting to be approved on such shorter timescale and the reasons for such shorter notice period is commented upon in the notice convening any such meeting.

#### **Resolution 11 – to approve the Directors' Remuneration Report**

Under the Act, the Company is required to put a resolution to shareholders at each Annual General Meeting to approve the Directors' Remuneration Report, which forms part of the Annual Report. The vote of the shareholders is advisory in nature.

Shareholders will be asked to approve the Directors' Remuneration Report, which can be found on pages 24 to 29 of the Annual Report. The Directors recommend that shareholders approve the Directors' Remuneration Report.

#### **Action to be taken in respect of Annual General Meeting**

Shareholders will find a Form of Proxy enclosed for use in relation to the Annual General Meeting.

Whether or not you intend to be present at the Meeting, you are requested to complete and return the Form of Proxy so as to reach the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, as soon as possible and in any event not later than 48 hours before the time appointed for the Meeting.

Completion and return of a Form of Proxy will not, however, prevent you from attending at the Meeting and voting in person if you should wish to do so.

#### **Recommendation**

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

Yours sincerely,



Keith Burgess  
Company Secretary

# Notice of Annual General Meeting

## HOGG ROBINSON GROUP PLC (THE "COMPANY")

(incorporated and registered in England and Wales under number 3946303)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that this year's annual general meeting will be held at the The Barcelo Basingstoke Country Hotel, Scures Hill, Nately Scures, Basingstoke, Hampshire RG27 9JS on 25 July 2011 at 12.30pm to consider the following:

- 1 To receive and adopt the Annual Report and Financial Statements of the Company for the year ended 31 March 2011.
- 2 To approve the payment of a final dividend of 1p per share.
- 3 To re-elect Kevin Ruffles as a Director.
- 4 To re-elect Paul Williams as a Director.
- 5 To re-elect Julian Steadman as a Director.
- 6 To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the directors of the Company (the "Directors") to determine their remuneration.

#### Directors' authority to allot shares

To resolve as an ordinary resolution:

- 7 That in place of all existing authorities (but without prejudice to any allotments made pursuant to the terms of such authorities), the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act) up to a maximum aggregate nominal amount of £1,025,937.24 for a period expiring (unless previously revoked, varied or renewed) on 25 October 2012 or, if sooner, at the end of the next Annual General Meeting of the Company, but the Company may 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 such offer or agreement as if this authority had not expired.

#### Disapplication of pre-emption rights

To resolve as a special resolution:

- 8 That subject to the passing of resolution 7 above and in place of all existing powers (but without prejudice to any allotments made pursuant to the terms of such powers), the Directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 7, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall expire on 25 October 2012 or, if sooner, at the end of the next Annual General Meeting of the Company. This power shall be limited to the allotment of equity securities:
  - 8.1 in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions and other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

- 8.2 otherwise than pursuant to paragraph 8.1 above, up to an aggregate nominal amount of £153,890.58,

but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Act as if the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 7" were omitted.

#### Company's authority to purchase its own shares

To resolve as a special resolution:

- 9 That the Company be generally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares on such terms and in such manner as the Directors shall determine, provided that:
  - 9.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 30,778,117;
  - 9.2 the maximum price which may be paid for each Ordinary Share shall be the higher of:
    - (i) 5 per cent. above the average of the middle market quotations for an Ordinary Share (as derived from The Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made; and
    - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out,in each case exclusive of expenses;
- 9.3 the minimum price which may be paid for each Ordinary Share shall be 1p; and
- 9.4 this authority shall expire (unless previously revoked, varied or renewed) on 25 October 2012 or, if sooner, at the end of the next Annual General Meeting of the Company except in relation to the purchase of Ordinary Shares the contract for which was concluded before such date and which will or may be executed wholly or partly after such date.

# Notice of Annual General Meeting

## Notice of General Meetings

To resolve as a special resolution:

- 10 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

## Approval of Directors' Remuneration Report

To resolve as an ordinary resolution:

- 11 That the Directors' Remuneration Report, as set out on pages 24 to 29 of the Annual Report and Financial Statements for the year ended 31 March 2011, be approved.

By order of the Board



**Keith Burgess**  
Company Secretary  
17 June 2011

Registered Office:  
Global House  
Victoria Street  
Basingstoke  
Hampshire RG21 3BT

Registered in England and Wales No. 3946303

## NOTES

- 1 Only those shareholders registered on the register of members of the Company as at 12.30pm on 23 July 2011 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Annual General Meeting.
- 2 Every shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of that shareholder.
- 3 A Form of Proxy is enclosed with this notice. Instructions for use are shown on the form. To be valid, the Form of Proxy must be deposited at the offices of the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, not later than 12.30pm on 23 July 2011, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority.
- 4 The return of a completed proxy form, other such instrument, or any CREST Proxy Instruction will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- 5 If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy in the box next to the proxy's name. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- 6 To appoint more than one proxy, you should obtain additional proxy cards from the company's registrar, Equiniti, or you may photocopy the form enclosed with this notice. Please ensure you specify the number of shares over which each proxy can act, as in the note above. Multiple proxy cards should be returned together in the same envelope.
- 7 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 8 The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- 9 To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 12.30 pm on 23 July 2011 (or, in the event of any adjournment, on the date which is two days before the time of the reconvened 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.
- 10 As at 6 June 2011 (being the last practical date prior to the publication of this Notice) the Company's issued share capital consists of 307,781,177 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at 6 June 2011 represents 307,781,177.
- 11 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 12 So that a CREST proxy appointment or instruction to a proxy can be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in compliance with Euroclear UK & Ireland's specifications and must contain the necessary information, described in the CREST Manual.  
  
The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so that Equiniti Limited (issuer's agent ID RA19) receives it by not later than 12.30 pm on 23 July 2011. 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 Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

# Notice of Annual General Meeting

- 13 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 14 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.
- 15 Shareholders should note that it is possible that, pursuant to requests made by Shareholders under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 16 There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) and at The Barcelo Basingstoke Country Hotel, Scures Hill, Nately Scures, Basingstoke, Hampshire RG27 9JS for at least 15 minutes prior to and during the Annual General Meeting, copies of the service contract/letter of appointment of each Director.
- 17 Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered, or if to do so would involve the disclosure of confidential information.
- 18 In accordance with section 311A of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website [www.hoggrobinsongroup.com](http://www.hoggrobinsongroup.com).
- 19 You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- 20 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.





**HOGG ROBINSON GROUP PLC**

Global House  
Victoria Street  
Basingstoke  
Hampshire  
RG21 3BT  
UK

[www.hoggrobinsongroup.com](http://www.hoggrobinsongroup.com)