

# XPS Pensions Group plc

## Annual General Meeting

Annual General Meeting on Tuesday 8 September 2020 at 12.00pm at Phoenix House, 1 Station Hill, Reading, Berkshire RG1 1NB.

In light of the COVID-19 Measures, members should not attend the 2020 Annual General Meeting. Instead, members are strongly encouraged to appoint the Chairman of the meeting as their proxy. If you appoint someone other than the Chairman of the meeting as your proxy, they will not be able to attend or vote at the meeting due to the COVID-19 Measures. Any members or proxies (other than the Chairman of the meeting) who attempt to attend the meeting will not be permitted admission.

Shareholder Reference Number

### Notice of Availability

The 2020 Annual Report and Accounts and the Notice of Annual General Meeting are now available to be viewed and downloaded on the Company's website at [www.xpsgroup.com](http://www.xpsgroup.com). If you wish to receive electronic communications and manage your shareholding online, please visit the website of our Registrar, Equiniti, at [www.shareview.co.uk](http://www.shareview.co.uk) and click at the top of the page to register.

Printed copies of any shareholder communications may be requested from Equiniti on 0371 384 2030 from within the UK or +44 121 415 7047 if calling from outside the UK (lines are open from 8.30am to 5.30pm Monday to Friday), or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

# XPS Pensions Group plc

## Proxy Form

for the Annual General Meeting ('AGM') convened for 12.00pm on Tuesday 8 September 2020

Please read the explanatory notes overleaf before completing this form.

Voting ID	Task ID	Shareholder Reference

You may submit your votes electronically using the above numbers at [www.sharevote.co.uk](http://www.sharevote.co.uk)

I/ We, the undersigned, being (a) member(s) of XPS Pensions Group plc ('the Company'), hereby appoint the Chairman of the AGM or the person named below (see Note 3 overleaf) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the AGM of the Company to be held at Phoenix House, 1 Station Hill, Reading, Berkshire RG1 1NB at 12.00pm on Tuesday 8 September 2020 and at any adjournment thereof. My/our proxy is to vote as indicated by an 'X' below in respect of the resolutions set out in the Notice of AGM dated [16] July 2020 and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

Name of Proxy	Number of shares to be voted (see Note 4)

Please mark this box  if you attach a schedule of multiple proxies to this Form of Proxy (see Notes 5 and 6).

### Resolutions

Please mark 'X' below to indicate how you wish your proxy to vote:

#### Ordinary resolutions

1. To receive the Directors' Report and Accounts for the year ended 31 March 2020.
2. To declare a final dividend of 4.3 pence per ordinary share.
3. To approve the Directors' Remuneration Report for the year ended 31 March 2020 (other than the part containing the Directors' Remuneration Policy).
4. To approve the Directors' Remuneration Policy 2020.
5. To re-elect Tom Cross Brown as a Director.
6. To re-elect Alan Bannatyne as a Director.
7. To re-elect Ben Bramhall as a Director.
8. To re-elect Paul Cuff as a Director.
9. To re-elect Sarah Ing as a Director.
10. To re-elect Snehal Shah as a Director.
11. To re-elect Margaret Snowdon OBE as a Director.
12. To reappoint BDO LLP as Auditors of the Company.
13. To authorise the Audit and Risk Committee to fix the Auditor's remuneration.
14. To authorise the Directors to allot shares within specified limits.

For	Against	Vote withheld
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#### Special resolutions

15. To give the Directors limited authority to allot shares for cash without making a pre-emptive offer to shareholders.
16. To give the Directors an additional limited authority to allot shares for cash and disapply statutory pre-emption rights.
17. To authorise the Company to make market purchases of its own shares up to a specified amount.
18. To approve the calling of general meetings (other than an AGM) on not less than 14 clear days' notice.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature (see Notes 1, 8 and 9)

Date

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### Notes to the Proxy Form

1. In order to be valid, this form of proxy and any power of attorney, or notarially certified copy thereof, under which it is executed must be (a) completed, signed and lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 11 below as soon as possible but, in any event, so as to arrive no later than 12.00pm on Friday 4 September 2020.
2. As an alternative to completing this hard copy Proxy Form, members may register the appointment of their proxy electronically via the internet through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, members who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using their usual user ID and password. For an electronic proxy appointment to be valid, Equiniti Limited must receive such appointment no later than 12.00pm on 4 September 2020 (such date determined without including non-working days).
3. The completion and return of a Form of Proxy will not, however, preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof should they wish to do so. However, shareholders are reminded that the AGM is a closed meeting and, accordingly, (other than shareholders selected by the Company to form a quorum) no shareholders are permitted to attend.
4. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice in which case the words "the Chairman of the AGM or" on this Proxy Form should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this Proxy Form with no name inserted in the space provided, the Chairman of the AGM will be deemed to be your proxy.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
7. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
8. The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
9. Where the member is a corporation, this form must be executed under its common seal or signed by any officer, attorney or other person duly authorised by the corporation.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in Note 1 above. For further information on proxy appointments through CREST, see Further Notes 18 to 21 to the Notice of Annual General Meeting for 2020.



Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU

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