

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom, or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all your shares in the capital of Time Out Group plc (the 'Company') (or will have sold or transferred all of your shares prior to the Company's Annual General Meeting ('AGM') to be held on Wednesday 11 December 2024 at 5.00 pm), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.



**TIME OUT GROUP PLC**

(Incorporated and registered in England and Wales with registered number: 07440171)

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the AGM of the Company, to be held at 1st Floor, 172 Drury Lane, London WC2B 5QR on Wednesday 11 December 2024 at 5.00 pm, is set out on pages 3 and 4 of this document.

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Whether or not you propose to attend the AGM please complete and submit a Form of Proxy either in hardcopy or by electronic means in accordance with the instructions printed on the enclosed Form of Proxy as soon as possible and, in any event, not later than 5.00 pm on Monday 9 December 2024, being 48 hours (excluding non-working days) before the time appointed for the holding of the AGM. The completion and return of a Form of Proxy will not preclude a shareholder from attending and voting at the AGM in person. If you do not complete and return a valid Form of Proxy or attend the AGM in person to vote, no-one else may vote on your behalf. CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment services may do so. Any institutional investors may alternatively appoint a proxy electronically by using the Proximity platform. For full details of the procedure for appointing a proxy, please see the notes to the Notice of the AGM on page 5 of this document.

# Letter from the Chairman

of Time Out Group plc

## **TIME OUT GROUP PLC**

(Incorporated and registered in England and Wales with registered number 07440171)

### **REGISTERED OFFICE**

1<sup>st</sup> Floor, 172 Drury Lane  
London  
WC2B 5QR

12 November 2024

Dear shareholder

### **ANNUAL GENERAL MEETING OF TIME OUT GROUP PLC (THE 'COMPANY')**

I am pleased to be writing to you with details of our Annual General Meeting ('AGM'), which we are holding at 1st Floor, 172 Drury Lane, London WC2B 5QR on **Wednesday 11 December 2024 at 05.00 pm**. The formal notice of the AGM ('Notice') is set out on pages 3 and 4 of this document.

Any changes to the AGM (including any change to the location of the AGM) will be communicated to shareholders before the meeting through the Company's website at [www.timeout.com](http://www.timeout.com) and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

We request that all shareholders planning to attend the AGM in person please confirm their attendance by emailing [legal@timeout.com](mailto:legal@timeout.com) no later than 5.00 pm on Monday 9 December 2024 by providing their name and address, and using the email subject "AGM 2024 – Attendance".

If you would like to vote on the resolutions to be proposed at the AGM but cannot attend the AGM, please complete and submit a Form of Proxy either in hardcopy or by electronic means in accordance with the instructions printed on the enclosed Form of Proxy as soon as possible and, in any event, not later than 5.00 pm on Monday 9 December 2024. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so and should follow the instructions set out in the notes to the Notice. Alternatively, if you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform. Further information on Proximity is set out in the notes to the Notice.

### **YOUR VOTE COUNTS**

Your vote is important to us. You can:

- attend and vote at the AGM; or
- complete and return the enclosed Form of Proxy; or
- register your proxy vote electronically by using the service provided by Euroclear UK & International Limited for members of CREST; or
- register your proxy vote electronically by using the Proximity platform.

The appointment of a proxy will not prevent you from attending the meeting and voting in person if you wish to do so. Enclosed with this Notice are the AGM Attendance Card and Form of Proxy.

The Annual Report and Financial Statements for the period ended 30 June 2024 accompanies this Notice. It is also available to you electronically at [www.timeout.com](http://www.timeout.com).

### **RECOMMENDATION**

The Board considers 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 them and unanimously recommends that you do so as well.

Yours faithfully

**Peter Dubens**

Chairman

Time Out Group plc

# Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting ('AGM') of Time Out Group plc (the 'Company') will be held at 1st Floor, 172 Drury Lane, London WC2B 5QR on **Wednesday 11 December 2024** at 5.00 pm for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions of which resolutions one to ten will be proposed as ordinary resolutions and resolutions eleven to thirteen will be proposed as special resolutions.

## **ORDINARY RESOLUTIONS**

### **ANNUAL REPORT AND FINANCIAL STATEMENTS**

- 1. THAT** the Company's annual accounts for the financial period ended 30 June 2023, together with the strategic report and the reports of the Directors and Auditors of the Company thereon, be received and adopted.

### **ELECTION OF DIRECTORS**

- 2. THAT** Peter Dubens be re-elected as a Director of the Company.
- 3. THAT** Alexander Collins be re-elected as a Director of the Company.
- 4. THAT** Lord Rose of Monewden be re-elected as a Director of the Company.
- 5. THAT** Chris Ohlund be re-elected as a Director of the Company.
- 6. THAT** David Till be re-elected as a Director of the Company.
- 7. THAT** Matthew Pritchard be elected as a Director of the Company.

### **APPOINTMENT AND REMUNERATION OF AUDITORS**

- 8. THAT** PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company until the conclusion of the next general meeting at which the accounts are laid before the Company.
- 9. THAT** the Directors be authorised to agree and fix the Auditors' remuneration.

### **POWER TO ALLOT RELEVANT SECURITIES**

- 10. THAT** the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to:
  - allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Companies Act 2006) of £119,088 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
  - allot further equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Companies Act 2006) of £238,177 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors of the Company consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors of the Company may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;

and that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or laws of, any territory or any other matter, such authorities to apply until the conclusion of the next annual general meeting or, if earlier, until the close of business on 10 March 2026 (unless previously revoked or varied by the Company in a general meeting) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

## Notice of Annual General Meeting<sup>continued</sup>

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### **SPECIAL RESOLUTIONS**

#### **DISAPPLICATION OF PRE-EMPTION RIGHTS**

**11. THAT**, subject to the passing of resolution 10, the Directors of the Company be given power pursuant to sections 570 (1) and 573 of the Companies Act 2006 to:

- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer of or invitation to apply for equity securities (but in the case of the authorization granted under resolution 10(b) by way of a pre-emptive offer or invitation (including a rights issue or open offer)) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors of the Company consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors of the Company may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;
  - (ii) in the case of the authorisation granted under resolution 10(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £35,726; and
  - (iii) in the case of the authorisation granted under resolution 10(a) above (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (i) or paragraph (ii) of this resolution, up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) of this resolution, such power to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 10 March 2026), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors of the Company may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

**12. THAT**, subject to the passing of resolutions 10, and in addition to any power given by that resolution 11, the Directors of the Company be given power pursuant to sections 570 (1) and 573 of the Companies Act 2006 to:

- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by paragraph (a) in resolution 10; and
- (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:
  - (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £35,726 and used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors of the Company have determined to be either an acquisition or specified 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine; and
  - (ii) limited to the allotment of equity securities for cash or sale of treasury shares (otherwise than under paragraph (i) of this resolution) up to an aggregate nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) of this resolution, such power to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 10 March 2026), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors of the Company may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

### AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

**13. THAT**, the Company be and is hereby authorised, generally and without conditions, for the purpose of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its own ordinary shares of £0.001 each, provided that:

- (a) the Company may not purchase more than 35,726,578 ordinary shares;
- (b) the minimum price which the Company may pay for each ordinary share is the nominal value;
- (c) the maximum price (excluding expenses) which the Company may pay for each ordinary share is the highest of:
  - (i) an amount equal to 5% over the average of the mid-market price of an ordinary share, based on the AIM Appendix of the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the Company agrees to purchase the ordinary shares; 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;
- (d) this authority will apply until the conclusion of the next annual general meeting or, if earlier, the close of business on 10 March 2026; and
- (e) the Company may agree, before the authority ends, to purchase ordinary shares even though the purchase is, or may be, completed or executed wholly or partly after the authority ends, and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Dated: 12 November 2024

By order of the Board

**Emma Humphrey**

Company Secretary

Registered Office:  
1<sup>st</sup> Floor, 172 Drury Lane  
London  
WC2B 5QR

## Explanatory Notes to the Notice of Annual General Meeting

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The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 10 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 13 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

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. The Board unanimously recommends that you vote in favour of all the resolutions, as they propose to do in respect of their own beneficial holdings of shares in the Company.

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

The Directors' report, the Auditor's report and the audited Financial Statements of the Company for the period ended 30 June 2024 (the 'Annual Report') will be presented to shareholders at the AGM. The Annual Report may be accessed on the Company's website at [www.timeout.com](http://www.timeout.com).

### **RESOLUTIONS 2 TO 7: ELECTION OF DIRECTORS**

All of the Directors of the Company are required by the Company's Articles of Association to retire and offer themselves for re-election at each annual general meeting. All members of the Board will stand for re-election in accordance with this requirement.

Biographical details of each of the Directors standing for re-election are set out on page 23 of the Annual Report.

The Board has a process for the evaluation of its own performance and that of the individual Directors and, following the evaluation of the performance of the Directors during 2023 and H1 2024, it is confirmed that each Director continues to be an effective member of the Board and to demonstrate commitment to the role.

### **RESOLUTIONS 8 AND 9: APPOINTMENT AND REMUNERATION OF AUDITORS**

The Company is obliged by law to appoint an external Auditors annually. The Audit Committee considered the re-appointment of PricewaterhouseCoopers LLP at its meeting on 19 June 2024. It recommended to the Board, and the Board now recommends to shareholders, the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company. Resolution 9 proposes that the Directors specifically be authorised to determine the Auditors' remuneration.

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

Under section 551 of the Companies Act 2006, the Directors are prevented, subject to certain exceptions, from allotting shares without the authority of the shareholders in a general meeting. This resolution is proposed as an ordinary resolution to authorise the Directors to allot relevant securities (other than pursuant to an employee share scheme) up to an aggregate nominal amount of £119,088 (representing approximately one-third of the share capital of the Company in issue at 8 November 2024).

In line with the Investment Association ('IA') guidelines, the authority will also permit the Directors to allot an additional one-third of the Company's share capital in issue as at the date of this Notice, provided such additional shares are reserved for a fully pre-emptive offer.

The authorities sought under this resolution will expire at the earlier of the close of business on 10 March 2026 and the conclusion of the next annual general meeting.

## **RESOLUTIONS 11 AND 12: DIS-APPLICATION OF STATUTORY PRE-EMPTION RIGHTS**

Under s.561(1) of the Companies Act 2006, if the Directors wish to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into Ordinary Shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions however, when the Directors need the flexibility to finance business opportunities by the issue of new shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless shareholders have first waived their pre-emptive rights.

Resolution 11 seeks the authority for the Board which would otherwise expire at the AGM, to allot equity securities for cash on a non-pre-emptive basis. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to (a) the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal amount of £35,726 (representing 35,726,000 Ordinary Shares of £0.001 each, being approximately 10% of the issued ordinary share capital of the Company as at 8 November 2024, being the latest practicable date prior to publication of this Notice), and (b) any follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice (the '**Statement of Principles**').

Resolution 12 seeks a further power from shareholders granting authority for the Board to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings, to reflect the Pre-Emption Group 2022 Statement of Principles for the disapplication of pre-emption rights. The power will be limited to (a) the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £35,726 (representing 35,726,000 Ordinary Shares of £0.001 each, being approximately 10% of the issued ordinary share capital of the Company as at 8 November 2024, being the latest practicable date prior to publication of this Notice) and (b) any follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice. This is in addition to the 10% referred to in Resolution 11.

The authority granted by these resolutions will expire at the close of business on 10 March 2026 or, if earlier, the date of the next annual general meeting.

## **RESOLUTION 13: AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

The resolution gives the Company authority to purchase its own shares up to a maximum of approximately 10% of the issued ordinary share capital of the Company as at 8 November 2024 being the latest practicable date prior to publication of this Notice. The resolution sets out the highest and lowest prices which may be paid.

The authority given in this resolution will expire at the earlier of the close of business on 10 March 2026 or the conclusion of the next annual general meeting. The Directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future.

The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and where the decision could be expected to result in an increase in the earnings per share of the Company.

## Notes

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### **RESOLUTIONS TO BE DECIDED BY A POLL**

1. All resolutions proposed at the AGM will be decided by a poll. This is a more transparent method of voting and means that the votes of all shareholders, including those of our shareholders who cannot attend the meeting but who submit a Form of Proxy, are counted. In accordance with Article 72 of the Company's Articles of Association, at the beginning of the meeting the Chair of the AGM will demand a poll on each of the resolutions.

### **ENTITLEMENT TO ATTEND AND VOTE**

2. To be entitled to attend and vote at the AGM (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 6.30 pm on Monday 9 December 2024 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **APPOINTMENT OF PROXIES**

3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, 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. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please telephone our Registrar on +44 (0) 371 384 2030. Lines are open 8.30 am - 5.30 pm Monday - Friday. If you are calling from outside of the UK, please ensure the country code is used.
4. To be valid any Form of Proxy or other instrument appointing a proxy must be received by post at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 5.00 pm on Monday 9 December 2024.
5. The return of a completed Form of Proxy or any CREST Proxy Instruction (as described in Note 10 below) or Proxymity Instruction (as described in Note 13 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. To change proxy instructions, please submit a new Form of Proxy using the methods set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact the Company's Registrars' helpline as set out in Note 3 above.

### **APPOINTMENT OF PROXIES THROUGH CREST**

9. 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. 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.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). In order to be valid, the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID RA19) by 5.00 pm on Monday 9 December 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.



11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited 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.

12. 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.

### **APPOINTMENT OF PROXIES THROUGH PROXYMITY**

13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform (a “Proxymity Instruction”), a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 5.00 pm on Monday 9 December 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

### **CORPORATE REPRESENTATIVES**

14. 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.

### **ISSUED SHARES AND TOTAL VOTING RIGHTS**

15. As at 8 November 2024 (being the latest practicable day prior to the publication of this Notice) the Company’s issued share capital consisted of 357,265,783 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 8 November 2024 were 357,265,783.

### **ENTITLEMENT TO ASK QUESTIONS**

16. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **MEMBER RESOLUTIONS**

17. A member or members meeting the qualification criteria set out in sections 338 and 338A of the Companies Act 2006, may, subject to conditions, require the Company to (i) give notice of a resolution which may properly be moved and is intended to be moved at the meeting, and (ii) include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a ‘**Matter of Business**’). The conditions are that:

- a Matter of Business must not be defamatory of any person, frivolous or vexatious; and
- the request:
  - (a) may be in hard copy form or in electronic form (see Note 18 below);
  - (b) must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
  - (c) must be accompanied by a statement setting out the grounds for the request;
  - (d) must be authenticated by the person or persons making it (see the Explanatory Notes on your Form of Proxy); and
  - (e) must be received by the Company no later than six weeks before the AGM to which the requests relate.

## Notes<sup>continued</sup>

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### **DETAILS OF COMMUNICATIONS**

18. The electronic address given in this Notice for the appointment of proxies for the meeting is given for that purpose only and may not be used for any other purposes including general communication with the Company in relation to the meeting or otherwise.

19. Except as provided above, members who have general queries about the AGM should use the following means of communication:

- calling the shareholder helpline, details of which are set out in Note 3 above; or
- by email to [legal@timeout.com](mailto:legal@timeout.com).

No other method of communication will be accepted.

### **DOCUMENTS ON DISPLAY**

20. A copy of this Notice can be found on the Company's website at [www.timeout.com](http://www.timeout.com).

21. The following documentation is available for inspection during business hours at 1st Floor, 172 Drury Lane, London WC2B 5QR, being the Company's registered office and the location of the AGM from the date of this Notice until the close of the meeting:

- (a) copies of the executive Directors' service contracts and contracts of appointment between the non-executive Directors and the Company;
- (b) copies of the Company's Articles of Association; and
- (c) printed copies of this Notice and the Annual Report and Financial Statements of the Company for the period ended 30 June 2024.



