

**UNITE  
STUDENTS**

**NOTICE OF ANNUAL  
GENERAL MEETING  
2023**

on Thursday 18 May 2023  
at 9.30am

**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 independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in The Unite Group plc, please forward this letter to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected.

## Letter from the Chair

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### Dear Shareholder

On behalf of the Directors of The Unite Group plc (the Company), I am writing to you with details of the 2023 Annual General Meeting (AGM) of the Company which will be held on Thursday 18 May 2023 at 9.30am.

The formal notice is set out on pages 3 to 5 of this document, followed by the explanatory notes of the business to be conducted at the AGM detailing the resolutions that the shareholders are being asked to vote on.

### Meeting arrangements

The AGM will be held as a physical in person meeting at the Company's registered office at South Quay, Temple Back, Bristol BS1 6FL.

If changes to the arrangements for the AGM outlined in this document are required, the revised arrangements will be publicised on our website ([www.unitegroup.com/investors/agm](http://www.unitegroup.com/investors/agm)) and if appropriate a RNS announcement will be issued.

The Board considers it important that there are opportunities to listen to views of shareholders and give them the opportunity to ask questions of the Board. As such, shareholders are invited to ask questions of the Board ahead of the AGM. These should be sent to: [CoSecAGM2023@unitestudents.com](mailto:CoSecAGM2023@unitestudents.com). When submitting your question, please include your Shareholder Reference Number ('SRN') which can be found on your Form of Proxy or Share Certificate. The Board will seek to respond to questions received by 5pm on Friday 5 May 2023 no later than Thursday 11 May 2023 in order to give shareholders an opportunity to consider these answers for your proxy voting. The Board anticipates publishing questions and responses on the Company's website at: [www.unitegroup.com/investors/agm](http://www.unitegroup.com/investors/agm).

### Voting

If you are unable to attend the AGM in person, you may still vote on matters coming before the meeting by appointing a proxy and providing instructions as to how your proxy should vote on each of the proposed resolutions. You may appoint the Chair of the meeting as your proxy to vote on your behalf or you may appoint another person who must attend the meeting in order to vote on your behalf. To appoint a proxy for the AGM, please complete the Form of Proxy and return it to our registrar as soon as possible. Alternatively, you can register your proxy vote electronically by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or, if you are a member of CREST, via Computershare Investor Services PLC (ID 3RA50). The registrars must receive your proxy appointment by 9.30 a.m. on Tuesday 16 May 2023.

### Notice of Publication of Annual Report

The Unite Group plc Annual Report and Accounts 2022 has been published on the Company's website [www.unitegroup.com/investors](http://www.unitegroup.com/investors). If you have elected to receive shareholder correspondence in hard copy, then the Annual Report will accompany this Notice of Meeting. Should you wish to change your election at any time, you can do so by contacting our registrar.

### Explanatory notes

Explanatory notes on each of the resolutions being proposed at the AGM are included in this document after the formal Notice of Meeting.

### Recommendation

The Board considers that each of the proposals detailed in this Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The Directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of ordinary shares in the Company and unanimously recommend other shareholders to do likewise.

Yours sincerely

**Richard Huntingford**

Chair

28 March 2023

## Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting ('AGM') of The Unite Group plc (the Company) will be held at the Company's registered office at South Quay, Temple Back, Bristol BS1 6FL at 9.30am on 18 May 2023.

The AGM will consider and, if thought fit, pass Resolutions 1 to 15 as ordinary resolutions and Resolutions 16 to 18 as special resolutions.

### Ordinary resolutions

#### Annual Report and Accounts

1. To receive the audited annual accounts of the Company for the year ended 31 December 2022 together with the Directors' Report, the Strategic Report and the auditor's report on those annual accounts (the Annual Report and Accounts).

#### Annual Report on Remuneration

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) contained in the Annual Report and Accounts.

#### Final Dividend

3. To declare a final dividend for the year ended 31 December 2022 of 21.7p per ordinary share payable on 26 May 2023 to shareholders on the register of members of the Company at the close of business on 14 April 2023.

### Election and Re-election of Directors

4. To re-elect Richard Huntingford as a Director of the Company.
5. To re-elect Richard Smith as a Director of the Company.
6. To re-elect Joe Lister as a Director of the Company.
7. To re-elect Ross Paterson as a Director of the Company.
8. To re-elect Ilaria del Beato as a Director of the Company.
9. To re-elect Dame Shirley Pearce as a Director of the Company.
10. To re-elect Thomas Jackson as a Director of the Company.
11. To re-elect Professor Sir Steve Smith as a Director of the Company.
12. To elect Nicola Dulieu as a Director of the Company.

### Auditors

13. To reappoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
14. To authorise the Audit & Risk Committee of the Board to determine the remuneration of the auditor.

## Notice of Annual General Meeting continued

### Authority to allot shares

15. THAT, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, the Directors be and are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities'):
- (a) up to an aggregate nominal amount of £33,358,506 (representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £33,358,506;
- (b) up to an aggregate nominal amount of £66,717,012 (representing approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at the date of this notice) provided they are equity securities (as defined in section 560(1) of the Act) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
- (i) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine, where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date;
- (ii) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall expire (unless previously renewed, varied, extended or revoked by the Company in general meeting) on 17 August 2024 being the date falling 15 months from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held following the passing of this Resolution, save that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

### Special resolutions

#### Authority to disapply pre-emption rights

16. That if Resolution 15 (Authority to allot shares) is passed, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:
- (a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 in connection with a fully pre-emptive offer) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever;
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £10,007,551 (this amount representing not more than 10% of the nominal value of the issued ordinary share capital of the Company as at the date of this notice),
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority under this paragraph (c) to be used only for the purposes of making a follow-on offer which the Directors 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,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 17 August 2024, this being the date which is 15 months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted

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(or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. That if Resolution 15 (Authority to allot shares) is passed and in addition to any authority granted under Resolution 16, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £10,007,551 (this amount representing not more than 10% of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a 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; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors 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,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 17 August 2024, this being the date which is 15 months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### **Notice of General Meetings**

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

By order of the Board

### **Christopher Szpojnarowicz**

Company Secretary

28 March 2023

Registered office:

South Quay  
Temple Back  
Bristol BS1 6FL

Registered in England and Wales  
with registered number 03199160

## Explanatory notes to the resolutions to be proposed at the meeting

Resolutions 1 to 15 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 16 to 18 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.

### Resolution 1: Annual Report and Accounts

The Company is required to present its reports and accounts to shareholders at its AGM. The Annual Report and Accounts for the year ended 31 December 2022 are available on the Company's website at [www.unitegroup.com/investors](http://www.unitegroup.com/investors) and have been sent to those shareholders who have elected to receive a hard copy.

### Resolution 2: Annual report on Remuneration

Resolution 2 asks shareholders to approve the Directors' remuneration report set out on pages 131 to 163 of the Annual Report and Accounts. The vote is advisory in nature and the Directors' entitlement to receive remuneration is not conditional on it. The Directors' remuneration report gives details of the Directors' remuneration for the year ended 31 December 2022.

At the Company's annual general meeting in 2022, the shareholders approved the Directors' remuneration policy. This is the Company's forward-looking policy on Directors' remuneration and a summary can be found on pages 140 to 149 of the Directors' remuneration report set out in the Annual Report and Accounts. The Directors' remuneration policy must be approved at least every three years and is not therefore required to be approved this year. The Company intends to seek approval of a new policy no later than the annual general meeting in 2025. The Directors' remuneration policy is binding on the Company and the Company is not able to make remuneration payments to a Director, or loss of office payments to a current or past Director, unless the payment is consistent with the most recently approved policy or has otherwise been approved by shareholders.

### Resolution 3: Final Dividend

If Resolution 3 is approved by shareholders, the final dividend of 21.7p for the year ended 31 December 2022 will be paid on 26 May 2023 to shareholders whose names are on the Company's Register of Members at close of business on 14 April 2023. The final dividend will be fully paid as a Property Income Distribution (PID) of 21.7p and would be paid in either cash or new ordinary shares (for those shareholders who elect to receive a scrip dividend alternative).

### Resolutions 4-12: Election and Re-election of Directors

In accordance with the requirements of the UK Corporate Governance Code, each of the Directors offers themselves for re-election at the AGM, save for Nicky Dulieu, who has joined the Board since the 2022 AGM and is accordingly seeking election by shareholders for the first time at the

2023 AGM. Biographies of each of the Directors seeking election and re-election, as applicable, can be found on pages 90 to 93 of the Annual Report together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success. The Company's Chair confirms that, following the evaluation process, as described on page 114 of the Annual Report, the performance of each Director standing for election and re-election continues to be effective and that they have each demonstrated a strong commitment to their role.

### Resolution 13 & 14 Re-Appointment of Deloitte LLP as auditors

The auditors of the Company must be appointed at each general meeting at which accounts are laid to hold office until the conclusion of the next such meeting. The Company proposes Deloitte LLP be re-appointed as the Company's auditors for the next financial year and that the Audit & Risk Committee of the Board determine its remuneration. The Audit & Risk Committee regularly reviews its relationship with the external auditor and remains satisfied with Deloitte's effectiveness and independence. Further details, including on the Audit & Risk Committee's approach to audit tendering, can be found on page 123 of the Audit & Risk Committee report in the 2022 Annual Report and Accounts.

### Resolution 15: Authority to allot shares

Resolution 15 will be proposed as an ordinary resolution to grant the Directors authority to allot shares in the Company, and grant rights to subscribe for, or to convert, any security into shares of the Company, up to the aggregate amount stated in the Notice. This authority, if passed, will renew the authority approved by shareholders at the annual general meeting in 2022.

The Investment Association (IA) guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital. Any amount in excess of one-third of the Company's issued share capital should be applied to a fully pre-emptive offer. In light of these guidelines, the Board considers it appropriate, and Resolution 15 provides, that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £66,717,012 (representing two-thirds of the Company's issued ordinary share capital as at the date of the Notice). If the Company wishes to allot more than a nominal amount of £33,358,506 (representing one-third of the Company's issued ordinary share capital) then any additional amount should be applied to a fully pre-emptive offer.

The Directors have no present intention of using this authority, however they consider it desirable to maintain the flexibility that this authority provides. This authority will last until the end of the annual general meeting held in 2024, or if earlier 17 August 2024.

As at the date of this Notice, the Company does not hold any shares in treasury.

### **Resolutions 16 and 17: Disapplication of pre-emption rights resolutions**

If the Directors wish to allot new shares and other equity securities for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the Company's existing shareholders, in proportion to their existing holdings. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to shareholders. This can only be done under the Companies Act 2006 where shareholders have first waived their pre-emption rights. The purpose of Resolutions 16 and 17 is therefore to enable shareholders to waive their pre-emption rights.

The authorities set out in Resolutions 16 and 17 are in line with institutional shareholder guidance and in particular the Pre-Emption Group's Statement of Principles (the Pre-Emption Principles). The Pre-Emption Principles were revised in November 2022 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (1) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (2) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer, as further explained below.

Resolution 16 authorises the Directors, pursuant to the authority given by Resolution 15 (the authority to allot resolution) to allot:

- (a) equity securities for cash and to sell treasury shares up to a nominal amount representing two-thirds of the Company's issued share capital as at the date of this Notice on an offer to existing shareholders on a fully pre-emptive basis, subject to any exclusions or such other arrangements as the Director may consider appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders;
- (b) equity securities for cash and to sell treasury shares up to a nominal amount representing not more than 10% of the nominal value of the issued share capital of the Company as at the date of this Notice otherwise than in connection with a pre-emptive offer to existing shareholders; and
- (c) in connection with a follow-on offer in connection with an allotment under sub-paragraph (b) of Resolution 16, equity securities for cash and to sell treasury shares up to an aggregate nominal amount of 20% of any allotment of equity securities or sale of treasury shares allotted pursuant to sub-paragraph (b) of Resolution 16.

In addition, Resolution 17 authorises the Directors to allot new shares for cash and to sell treasury shares up to a nominal amount representing not more than 10% of the nominal value of the issued share capital of the Company as at the date of this Notice without those shares first being offered to existing shareholders in proportion to their existing holdings, for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

Sub-paragraph (b) of Resolution 17 will permit the Directors, by way of a follow-on offer, to allot new shares for cash or to sell treasury shares up to an aggregate nominal amount of 20% of any allotment of new shares or sale of treasury shares allotted under sub-paragraph (a) of Resolution 17. The proceeds of any follow-on offer under this authority can only be used for the purposes of financing or refinancing a transaction, as is the case for the authority granted under sub-paragraph (a) of Resolution 17.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 16 and 17 to conduct a pre-emptive offering without complying with the strict requirements of the pre-emption provisions in the Companies Act 2006 to finance business opportunities quickly and efficiently when they arise.

Whilst embracing the flexibility conferred by the authorities sought in Resolutions 16 and 17, the Board recognises that any existing shareholder may be keen to participate in a non pre-emptive offer carried out under these authorities. The Board is therefore supportive of the follow-on offer approach set out in the Pre-Emption Principles, which may be used to facilitate the participation of existing retail investors, who were not allocated shares in the non pre-emptive offer. The features of follow-on offers are set out in the Pre-Emption Principles but broadly a follow-on offer should: (i) be made to all existing shareholders (other than those who participated in the non pre-emptive offer); (ii) entitle shareholders to subscribe for shares up to a maximum of £30,000 each, at the same price (or lower than) the non pre-emptive offer and (iii) be open for a period which allows shareholders to become aware of and make an investment decision in relation to the offer.

The Directors confirm that they intend to follow the shareholder protection contained in Part 2B of the Pre-Emption Principles in connection with any non-pre-emptive offering.

As noted above in connection with Resolution 15, the Directors have no present intention of using these authorities however they consider it desirable to maintain the flexibility that these authorities provide. If Resolutions 16 and 17 are passed, the authorities will expire at the end of the next annual general meeting of the Company or, if earlier, 17 August 2024, this being the date 15 months from the passing of Resolutions 16 and 17.

## Explanatory notes to the resolutions to be proposed at the meeting continued

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### **Resolution 18: Notice of General Meetings (other than an annual general meeting)**

This resolution renews the authority that was given at the Company's last annual general meeting. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. At the annual general meeting held in 2022, shareholders authorised the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The authority granted by this Resolution 18, if passed, will be effective until the Company's next annual general meeting when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

## Notes

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1. A member of the Company who is entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to exercise all or any of his/her rights. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A shareholder may appoint the Chair of the meeting as a proxy to vote on their behalf.
2. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. To be valid, any form of proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must be received by hand or by post at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 9.30am on 16 May 2023.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by following the procedures described in the CREST Manual.
5. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction 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 (Euroclear) specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be a valid, be transmitted so as to be received by the Company's agent (CREST ID 3RA50) by the latest time for receipt of proxy appointments specified in note 3 above. 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 Application Host) from which the Company'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.
7. 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/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.
8. 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 (as amended).
9. If you would like to submit your proxy vote via the internet, you can do so by accessing our registrar's website ([www.eproxyappointment.com](http://www.eproxyappointment.com)). You will require the control number, your unique PIN (which will expire at the end of the voting period) and your Shareholder Reference Number (SRN), printed on the proxy card, in order to log in and submit your proxy vote electronically. If you submit your proxy via the internet it should reach the registrar by 9.30 a.m. on 16 May 2023. Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website.
10. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, 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 9.30am on 16 May 2023 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.
11. In the case of joint holders of shares, 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).
12. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

## Notes continued

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13. Any person to whom this notice has been sent who is a person nominated under section 146 of the Act 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 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.
14. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. These rights can only be exercised by shareholders of the Company.
15. Pursuant to Part 13 of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those shareholders registered in the register of members of the Company at 6:00pm on 16 May 2023 (or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting) shall be entitled to attend or vote at the meeting (either in person or by proxy) in respect of the number of shares registered in their name at that time. In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
16. As at 28 March 2023 (the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 400,302,074 ordinary shares carrying one vote each at a general meeting of the Company. No ordinary shares were held in treasury and therefore the total voting rights in the Company as at 28 March 2023 are 400,302,074.
17. You may not use any electronic address provided either in this notice of meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
18. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member in attendance, except
- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information,
  - the answer has already been given on a website in the form of an answer to a question, or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- The Company will not provide an answer to any question submitted ahead of the meeting in any of these circumstances.
19. A copy of this Notice, and other information required by Section 311A of the CA 2006, can be found at [www.unitegroup.com](http://www.unitegroup.com).
20. It is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) 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 meeting; or (b) 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 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement.
21. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:
- to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and
  - to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting
- providing in each case that the requirements of those sections are met and that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.
22. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (as described in the notes above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Act.
23. The following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the meeting and will also be available for inspection at the place of the meeting from 9.15am on the day of the meeting until its conclusion:
- copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings; and
  - letters of appointment of the Non-Executive Directors.

24. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder; and (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders. The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to (1) fulfil its legitimate interests and (2) comply with its legal obligations.

All of this data will be processed in accordance with the Company's privacy policy which can be accessed at <https://www.unitegroup.com/privacy-policy>.

# UNITE STUDENTS

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