

Notice of AGM

Notice of Annual General Meeting to be held
on 30 April 2026

**This document is important and
requires your immediate attention.**

If you are in any doubt as to the action
you should take, you should consult
your professional adviser immediately.

If you have sold or transferred all your shares
in St. James's Place plc, please send this
document and the accompanying form
of proxy 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.





St. James's Place plc
St. James's Place House
1 Tetbury Road
Cirencester
Gloucestershire
GL7 1FP
T: 01285 640302
W: sjp.co.uk
24 March 2026

Dear Shareholder

Annual General Meeting 2026

The Annual General Meeting (the AGM) of St. James's Place plc (the Company or SJP plc) will be held at 10.00am on Thursday 30 April 2026 at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP.

The Notice of AGM (the Notice), which follows this letter, sets out the business to be considered at the meeting. This year, the AGM will be held at the Company's head office in Cirencester and we are pleased to offer shareholders the opportunity to join us in person. Details of how to get to St. James's Place House and access to the meeting can be found in Appendix Two of this Notice.

Submitting questions

We believe that interaction with our shareholders is a fundamental part of our corporate responsibility and the AGM is a key event enabling the Board to hear shareholder views. Shareholders who attend the meeting will have the opportunity to ask Board members questions and share their views directly, before voting on the resolutions put to the meeting. However, if you are unable to attend and would like to ask a question relating to the business of the meeting, or would like to follow up on any answers given to a question at the meeting, please send your question by email to shareholders@sjp.co.uk and we will endeavour to provide you with a response as soon as possible. For further information, please see the Explanatory Note 'Asking questions' on page 10 of this Notice.

Voting

Voting on each of the Resolutions to be put to this year's AGM will be taken on a poll. This will ensure that all proxy votes are fully considered. The results of the votes will be announced to the London Stock Exchange (LSE) through the Regulatory News Service (RNS) and published on the Company's website as soon as possible following the conclusion of the AGM.

If you cannot attend the meeting, I encourage you to exercise your right to appoint a proxy and submit a voting instruction electronically or by submitting your form of proxy by post. Submitting a form of proxy will ensure that your vote is recorded. Please follow the instructions as set out on your proxy card. Your completed form of proxy must be received by the Company's Registrar, Computershare, no later than 10.00am on Tuesday 28 April 2026. Further information on the appointment of proxies can be found in the Explanatory Notes on page 9 of this Notice.

Shareholder returns: dividend and share buy-back

The Board is recommending a final dividend of 12.00 pence per share for approval at the AGM, resulting in a total dividend for 2025 of 18.00 pence per share, including an interim dividend of 6.00 pence per share that was paid on 19 September 2025. Resolution 2 in the Notice seeks shareholder approval of the final dividend. If approved, the final dividend will be paid on 8 May 2026 to shareholders who appear on the register of members at the close of business on 27 March 2026.

For 2025 and 2026, the Board expects that annual shareholder returns will be set at 50% of the full year Underlying cash result. This will comprise 18.00 pence per share in annual dividends declared with the balance returned through share buy-backs. For the first half of 2025, an interim share buy-back was carried out where the Company purchased its own ordinary shares on the LSE for a total consideration of £32.1 million. In addition to this a further share buy-back commenced in August 2025, whereby the Company purchased £63.4 million of shares, as we returned the post-tax amount released from our Ongoing Service Evidence provision to shareholders. The share buy-back for 2025 therefore totalled £95.5 million. The Company cancelled all purchased shares. The Board intends to carry out a similar buy-back programme during 2026 if authority is granted at this year's AGM, as proposed in Resolution 22.

Directors' election and re-election

Helen Beck and Penny James were appointed to the Board as Non-executive Directors with effect from 1 July 2025, as announced to the LSE on 22 May and 11 June 2025 respectively. Evelyn Bourke was appointed to the Board as a Non-executive Director with effect from 1 March 2026, as announced to the LSE on 5 February 2026. In line with the UK Corporate Governance Code 2024 and our Articles of Association, these three Directors will be standing for election at this year's AGM for the first time (Resolutions 7, 8 and 9).

Rosemary Hilary retired from the Board on 31 December 2025. I want to thank Rosemary for her many years of service to the Board as Non-executive Director and Chair of the Group Risk Committee, and wish her well for her future endeavours.

All other Directors will be standing for re-election (Resolutions 10 to 15). Biographical details (as at the date of this letter) of all Directors of the Board along with rationale to support their elections can be found in Appendix One.

Directors' Remuneration Policy

The Directors' Remuneration Policy (the Policy) was last approved at the 2025 AGM following the recommendation of minor updates. A full review of the Policy has taken place during 2025, and further changes are proposed this year. The key amendments are changes to the Group Chief Executive Officer's (CEO)'s maximum annual bonus and Long Term Incentive Plan (LTIP) opportunity, and the introduction of tranche vesting for deferred bonus awards for the CEO and Chief Finance Officer (CFO). The Group Remuneration Committee believe these changes are necessary to ensure that the Executive Directors remain fully motivated to deliver key business programmes and drive future growth over the coming years, in line with the Company's strategy to 2030. The changes are supported by benchmarking data and seek to bring the Policy in line with the market, therefore ensuring SJP remains competitive. The Board, and the Group Remuneration Committee believe that the Policy aligns with the Company's strategy and culture, provides a package that is motivational but not more than is necessary, and reflects shareholder commentary. Resolution 4 proposes the approval of the Policy which can be found on pages 108 to 120 of the 2025 Annual Report and Accounts (the Annual Report).

The St. James's Place Performance Share Plan and the St. James's Place Deferred Bonus Plan, together the 'Share Plans', were last put to shareholders at the 2020 Company AGM. In line with the proposed Policy, the Board is seeking approval for amendments to the Share Plans at this year's AGM to ensure alignment with both the existing Directors' Remuneration Policy and the proposed Directors' Remuneration Policy. More details on the amendments can be found in the Explanatory Notes on page 6 of this Notice.

Recommendation

The Board considers that all Resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole, and unanimously recommend that you vote in favour of the Resolutions as they intend to do with their own shareholdings.

The Board all look forward to engaging with shareholders at the forthcoming AGM.

Yours faithfully

Paul Manduca
Chair

Registered Office:

St. James's Place House
1 Tetbury Road
Cirencester
Gloucestershire
GL7 1FP

Registered in England and Wales 3183415

Notice of Annual General Meeting

Notice is hereby given that the AGM of SJP plc will be held on Thursday 30 April 2026 at 10.00am at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP, to conduct the business set out in the Resolutions below.

Explanatory notes to the Resolutions are set out from page 6 of this Notice.

Ordinary Resolutions

The following (Resolutions 1 to 19) are proposed as ordinary resolutions. Each must receive more than half of the votes cast to be in favour to be passed.

Resolution 1: Report and Accounts

THAT the Company's Annual Report and Accounts for the year ended 31 December 2025 (the Annual Report) be received.

Resolution 2: Dividend

THAT a final dividend of 12.00 pence per ordinary share in respect of the financial year ended 31 December 2025, payable on 8 May 2026 to ordinary shareholders whose names appear on the register of members at the close of business on 27 March 2026 be declared.

Resolution 3: Directors' Remuneration Report

THAT the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2025, as set out on pages 88 to 107 of the Annual Report, be approved.

Resolution 4: Directors' Remuneration Policy

THAT the Directors' Remuneration Policy set out in the Directors' Remuneration Report for the year ended 31 December 2025, as set out on pages 108 to 120 of the Annual Report, be approved.

Resolution 5: St. James's Place Deferred Bonus Plan

THAT the amendments to the rules of the St. James's Place Deferred Bonus Plan as described in the explanatory notes to the Resolutions on page 6 be approved.

Resolution 6: St. James's Place Performance Share Plan

THAT the amendments to the rules of the St. James's Place Performance Share Plan as described in the explanatory notes to the Resolutions on page 6 be approved.

Directors' Election and Re-election:

Resolution 7

THAT Helen Beck be elected as a Director of the Company.

Resolution 8

THAT Penny James be elected as a Director of the Company.

Resolution 9

THAT Evelyn Bourke be elected as a Director of the Company.

Resolution 10

THAT Rooney Anand be re-elected as a Director of the Company.

Resolution 11

THAT Mark FitzPatrick be re-elected as a Director of the Company.

Resolution 12

THAT Simon Fraser be re-elected as a Director of the Company.

Resolution 13

THAT John Hitchins be re-elected as a Director of the Company.

Resolution 14

THAT Paul Manduca be re-elected as a Director of the Company.

Resolution 15

THAT Caroline Waddington be re-elected as a Director of the Company.

Resolution 16: Re-appointment of the auditor

THAT PricewaterhouseCoopers LLP be re-appointed as the auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 17: Auditors Remuneration

THAT the Group Audit Committee be authorised to set the remuneration of the Company's auditor.

Resolution 18: Directors' Authority to allot shares

THAT the Directors be generally and unconditionally authorised pursuant to, and in accordance with, section 551 of the Companies Act 2006 (the Act) to:

- (i) allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company
 - a) up to an aggregate nominal amount of £26,300,913; and
 - b) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £52,601,827 (including within such limit the nominal value of any shares allotted in respect of which rights are granted under paragraph (a)) in connection with an offer:
 - 1) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

Notice of Annual General Meeting continued

- 2) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; and so 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, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 30 June 2027); and
- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

subject to the paragraph below, all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this Resolution; and

the paragraph above shall be without prejudice to the continuing authority of the Directors to allot shares or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Resolution 19: Political Donations

THAT in accordance with sections 366 and 367 of the Act, the Company, and all companies that are its subsidiaries at any time during the period for which this Resolution has effect, be authorised, in aggregate, to:

- (i) make political donations to political parties or independent election candidates, not exceeding £50,000;
- (ii) make donations to political organisations other than political parties, not exceeding £50,000; and
- (iii) incur political expenditure not exceeding £50,000,

(as such terms are defined in sections 363 to 365 of the Act) provided that the aggregate amount of such donations and expenditure shall not exceed £50,000 during the period from the date of the passing of this Resolution until the conclusion of the next AGM or, if earlier, 30 June 2027, provided that the aggregate amount may comprise sums in different currencies that shall be converted at such rate as the Directors may in their absolute discretion determine.

Special Resolutions

The following Resolutions (Resolutions 20 to 23 inclusive) are proposed as special resolutions. Each must receive at least three quarters of the votes cast to be in favour, to be passed.

Resolution 20: Limited disapplication of pre-emption rights

THAT, subject to the passing of Resolution 18 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 18 as if section 561(1) of the Act did not apply to the allotment.

This power:

- (i) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 30 June 2027). However, the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (ii) shall be limited to:
- a) the allotment of equity securities in connection with an offer to:
 - 1) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 2) people who hold other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so 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, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - b) in the case of an authority given under Resolution 18(i)(a), the allotment of equity securities for cash otherwise than pursuant to paragraph (ii)(a) and paragraph (ii)(c) of this Resolution up to an aggregate nominal amount of £7,891,063 and;
 - c) when any allotment of equity securities is or has been made pursuant to paragraph (ii)(b) (a paragraph (ii)(b) allotment), the allotment of additional equity securities (also pursuant to the authority given under Resolution 18) up to an aggregate nominal amount equal to 20 per cent of the nominal amount of that paragraph (ii)(b) allotment, provided that any allotment pursuant to this paragraph (ii)(c) is for the purposes of a follow-on offer determined by the Directors 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 the Notice; and
- (iii) This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this Resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.

Notice of Annual General Meeting continued

Resolution 21: Further disapplication of pre-emption rights

THAT, subject to the passing of Resolution 20 and in addition to any power given to them pursuant to Resolution 20, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority given by Resolution 18, as if section 561(1) of the Act did not apply to the allotment.

This power:

- (i) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 30 June 2027). However, the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (ii) in the case of the authority given under Resolution 18(i)(a), shall be limited to:
 - a) the allotment of equity securities (otherwise than pursuant to paragraph (ii)(b)) up to an aggregate nominal amount of £7,891,063, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the directors determine to be 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; and
 - b) when any allotment of equity securities is or has been made pursuant to paragraph (ii)(a) (a paragraph (ii)(a) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (ii)(a) allotment, provided that any allotment pursuant to this paragraph (ii)(b) is for the purposes of a follow-on offer determined by the Directors 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
- (iii) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this Resolution the words 'pursuant to the authority given by Resolution 18' were omitted.

Resolution 22: Authority to purchase ordinary shares

THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 15 pence each in the capital of the Company provided that:

- (i) the maximum aggregate number of ordinary shares authorised to be acquired is 52,607,088;
- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 15 pence;
- (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - a) an amount equal to 105 per cent. of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (iv) this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next annual general meeting of the Company held after the date on which this Resolution is passed or, if earlier, 30 June 2027; and
- (v) the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

Resolution 23: Notice period for general meetings

THAT, pursuant to section 307 of the Act, the Board be authorised to call general meetings of the Company, other than an annual general meeting, on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the Company unless such authority is renewed at a general meeting of the Company before then.

By Order of the Board

Jonathan Dale

Company Secretary
St. James's Place plc

24 March 2026

Registered Office:

St. James's Place House
1 Tetbury Road
Cirencester
Gloucestershire
GL7 1FP

Explanatory notes to the resolutions

Resolution 1: Report and Accounts

The Directors are required to present the Company's Annual Report and Accounts and the Reports of the Directors and of the auditor for the year ended 31 December 2025 at the AGM.

Resolution 2: Dividend

Shareholders are being asked to approve a final dividend, as recommended by the Directors, of 12.00 pence per ordinary share for the financial year ended 31 December 2025 to be paid on 8 May 2026, to shareholders whose names appear on the register of members as at the close of business on 27 March 2026.

An interim dividend for 2025 of 6.00 pence per ordinary share was paid on 19 September 2025, making a total dividend of 18.00 pence per ordinary share in respect of the financial year ended 31 December 2025.

Resolution 3: Directors' Remuneration Report

The Board is required to propose a Resolution to ask shareholders to approve by ordinary resolution the Directors' Remuneration Report, which is set out on pages 88 to 107 of the Annual Report. It has been prepared in accordance with Schedule 8 to The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2008 (as amended in 2018). The vote in respect of this Resolution is advisory and the Directors' entitlement to receive remuneration is not conditional upon it.

Resolution 4: Directors' Remuneration Policy

Shareholders are asked to approve the 2026 Directors' Remuneration Policy (the Policy), which is set out on pages 108 to 120 of the Annual Report and explains the Company's forward looking policy on Directors' remuneration. If approved, the Policy will take effect immediately following the conclusion of the AGM.

The following amendments are being proposed to the Policy:

- 1) Increase the maximum annual bonus to 250% base salary for the CEO whilst maintaining the 200% maximum for the CFO.
- 2) Introduce flexibility to permit deferred annual bonus awards to vest in equal tranches over the three years subject to remaining in service, and
- 3) Increase the maximum Long Term Incentive (LTIP) opportunity to 300% base salary for the CEO, whilst maintaining the 250% maximum for the CFO.

The vote on the Policy is binding on the Company. If this Resolution is passed, the Policy will replace the existing Directors' Remuneration Policy that was approved by shareholders in May 2025, and will apply to all remuneration payments made to the Directors effective from the date of this AGM until a new policy is approved at the 2029 AGM, except in the event that a change of policy is proposed to shareholders prior to the 2029 AGM.

The Policy has been developed taking account of the requirements of the UK Corporate Governance Code 2024 (the Code) and the views of our major shareholders. A summary of the proposed changes are set out on page 89 of the Annual Report.

Resolution 5: Amendments to the St. James's Place Deferred Bonus Plan

This Resolution seeks approval for certain amendments to the rules of the St. James's Place Deferred Bonus Plan (the DBP) which was originally approved by shareholders at the Company's AGM held on 7 May 2020. The effects of the amendments to the rules of the DBP which shareholders are requested to approve by way of Resolution 5 are:

- ◆ To permit DBP awards to be granted as contingent share awards which receive a dividend equivalent entitlement (to be paid in cash or additional shares). The DBP already permits awards which are granted as cash awards to receive a dividend equivalent, and any DBP awards which are granted as an award of forfeitable shares receive dividends in the ordinary course.
- ◆ Whilst maintaining the limit on the size of any DBP awards that may be granted to any individual respect of any financial year to 150% of that individual's base salary, to introduce automatic alignment of such limit with the amount which is set out in the Company's prevailing shareholder-approved directors' remuneration policy from time to time.

A copy of the rules of the St. James's Place Deferred Bonus Plan, marked-up to reflect the proposed amendments which shareholders are requested to approve by way of Resolution 5, is available for inspection, as noted on page 10 of this Notice. For clarity, this Resolution does not seek to extend the life of the DBP. Grants can be made under the DBP until 7 May 2030.

Resolution 6: Amendments to the St. James's Place Performance Share Plan

Resolution 6, which is proposed as an ordinary resolution, seeks approval for certain amendments to the rules of the St. James's Place Performance Share Plan (the PSP) which was originally approved by shareholders at the Company's AGM held on 7 May 2020. The proposed amendments align the rules of the PSP with the existing Directors' Remuneration Policy which was approved by shareholders at the Company's AGM held on 13 May 2025 (the 2025 Policy) and the new Directors' Remuneration Policy which is proposed for approval by shareholders under Resolution 4 (the 2026 Policy). The effects of the amendments to the rules of the PSP which shareholders are requested to approve by way of Resolution 6 are:

- ◆ To permit the grant of 'restricted share' awards, being awards which are not subject to performance conditions. This amendment is proposed in order to align the rules of the PSP with the 2025 Policy.
- ◆ To increase the limit on the size of any PSP awards that may be granted to any individual in respect of any financial year to 300% of that individual's base salary (or such other maximum amount or limit as is set out in the Company's prevailing shareholder-approved directors' remuneration policy from time to time). This amendment is proposed in order to align the rules of the PSP with the 2026 Policy.

If the amendments to the PSP are approved by shareholders by the passing of Resolution 6, it is proposed that the name of the PSP is amended to the St. James's Place Long-Term Incentive Plan in order to reflect the nature and purpose of the plan following the amendments.

Explanatory notes to the resolutions continued

Resolutions 7 to 15: Election and Re-election of Directors

In accordance with the provisions of the Code and Articles 82 and 83 of the Company's Articles of Association, all the serving Directors at the time of the AGM will retire and submit themselves for re-election by shareholders, except for Helen Beck, Penny James and Evelyn Bourke, who will stand for election for the first time.

Biographical details of all Directors seeking either election or re-election, including a summary of skills, experience and contribution of each, which in the Board's view demonstrates why each Director's contribution is, and continues to be, important to the Company's long term sustainable success, can be found in Appendix One. Further information for each Director can be found on the Company's website and on pages 56 to 58 of the Annual Report (with the exception of Evelyn Bourke who was not appointed at the date of the Annual Report).

Helen Beck and Penny James, who were both appointed to the Board on 1 July 2025, and Evelyn Bourke, who was appointed to the Board on 1 March 2026, will retire and submit themselves for election at the AGM in accordance with the Code and Articles 86 and 87 of the Company's Articles of Association. Biographical details of each can also be found in Appendix One.

In recommending Directors for election and re-election, the Group Nomination and Governance Committee have considered the performance, contribution and independence of each Director, taking into consideration individual skills, experience and any conflicts of interest. The Board is satisfied that the performance of each Director seeking election or re-election continues to be effective and demonstrates commitment to the role and, as such, recommends their election or re-election. In reaching its recommendations the Board also considered both the individual skills and experience brought by each Director and the overall skill set of the Board.

Further information regarding the independence and time commitments of the Directors can also be found on pages 65 and 66 of the Annual Report.

Resolution 16: Re-appointment of the auditor

The Board, on the recommendation of the Group Audit Committee, proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company. The Group Audit Committee oversees the relationship with the external auditor and considers its terms of engagement, independence and objectivity, concluding that it was satisfied with the performance of PricewaterhouseCoopers LLP for the year. Further details of the Group Audit Committee's 2025 annual review of the external auditor can be found on pages 81 to 82 of the Annual Report. PwC were first appointed in 2009 and therefore the Group are required to change its audit firm no later than the 2027 audit. After a competitive tender process, Forvis Mazars were selected as the preferred audit firm to replace PwC in 2027, subject to Shareholder approval at the 2027 AGM. Further information on the Audit tender can be found on page 76 of the Annual Report.

Resolution 17: Auditor's remuneration

In accordance with standard practice, this Resolution authorises the Group Audit Committee to determine the remuneration of the auditor of the Company.

Resolution 18: Authority to allot shares

This Resolution will be proposed as an ordinary resolution. Under section 551 of the Act, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. This authority conferred on the Directors at last year's AGM expires on the date of the AGM. This Resolution renews the Directors authority in line with market practice.

Paragraph (i)(a) of the Resolution authorises the Directors 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 of £26,300,913, which represents approximately 33 per cent of the total issued ordinary share capital as of 10 March 2026 (the latest practicable date before the publication of this Notice).

Paragraph (i)(b) of the Resolution authorises the Directors to allot shares, and grant rights to subscribe for, or convert any security into, shares, up to an aggregate nominal amount of £52,601,827 (less any shares allotted pursuant to paragraph (i)(a)) in connection with a pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems). This is in accordance with guidelines published by the Investment Association.

If the Resolution is passed, the authority will expire at the conclusion of the AGM in 2027 or, if earlier, the close of business on 30 June 2027. The Directors have no present intention of exercising this authority but consider it prudent to maintain the flexibility that this authority provides.

As at 10 March 2026 being the last practicable date prior to the publication of this Notice, the Company does not hold any treasury shares.

Resolution 19: Political Donations

Resolution 19 seeks the authority for the Company and its subsidiaries to make political donations to political parties or independent election candidates, to other political organisations, or to incur political expenditure.

It is not the policy of the Company to give any money for political purposes in the UK, nor does it make any donations to political organisations or incur political expenditure within or outside the UK. However, the definitions of political donations and political expenditure used in the Act are wide. It is therefore possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. To allow such activities to continue and avoid inadvertently contravening the Act, the Directors are seeking authority to allow the Company and its UK subsidiaries to incur this type of expenditure up to a total aggregate limit of £50,000.

This Resolution is not intended to authorise any specific donation or expenditure but is expressed in general terms as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression. Any political donation made or political expenditure incurred that is more than £2,000 will be disclosed in our Annual Report for next year, as required by the relevant legislation.

Explanatory notes to the resolutions continued

Resolution 20 and 21: Disapplication of pre-emption rights

These Resolutions will be proposed as special resolutions.

If the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into 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 holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

In 2022, the Pre-Emption Group (PEG) published its new Statement of Principles on Disapplying Pre-Emption Rights (2022 Statement of Principles) which allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 10 per cent to 20 per cent of a company's issued ordinary share capital, provided that the company confirms that it intends to use the additional 10 per cent authority only in connection with an acquisition or specified capital investment. For each limb, companies are also able to seek further authority to disapply pre-emption rights for up to an additional 2 per cent to be used only for a 'follow-on offer' after a placing. Having considered the 2022 Statement of Principles and emerging market practice, the Board proposes to continue adhering to the 2022 Statement of Principles this year.

Whilst the Directors have no present intention of exercising these authorities, the Directors wish to ensure that they have the flexibility to take advantage of these authorities, if required.

Resolutions 20 and 21 have been drafted in line with template Resolutions published by the Pre-Emption Group in November 2022 and ask shareholders to grant this limited waiver.

Resolution 20 contains a three-part waiver. The first part is limited to the allotment of shares for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second part is limited to the allotment of shares for cash up to an aggregate nominal value of £7,891,063 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Company's issued ordinary share capital as at 10 March 2026 (the latest practicable date before the publication of this notice). The third part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20 per cent of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in section 2B, and the expected features of a follow-on offer in paragraph 3 of section 2B, of the 2022 Statement of Principles.

Resolution 21 grants a waiver in addition to the waiver granted by Resolution 20 and has two parts.

The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £7,891,063 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 10 per cent (approximately) of the Company's issued ordinary share capital as at 10 March 2026 (the latest practicable date before the publication of this notice). The first part of the waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the 2022 Statement of Principles.

The second part of the waiver applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20 per cent of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the Directors

to be of a kind contemplated by the 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in section 2B, and the expected features of a follow-on offer in paragraph 3 of section 2B, of the 2022 Statement of Principles.

If these Resolutions are passed, the waivers will expire at the conclusion of the AGM in 2027 or, if earlier, the close of business on 30 June 2027.

Resolution 22: Authority to purchase ordinary shares

This Resolution will be proposed as a special resolution. This Resolution renews the Directors' authority to purchase up to 52,607,088 ordinary shares in the share capital of the Company, which represents just under 10 per cent of the ordinary shares in issue as of 10 March 2026, being the last practicable date prior to the publication of this Notice. The Directors will only exercise this authority subject to the upper and lower limits on the price payable set out in this Resolution.

Any shares purchased by the Company can be held as treasury shares and be resold for cash or cancelled, either immediately or in the future; or they can be used for the purposes of its employee share schemes.

In certain circumstances, it may be advantageous for the Company to purchase its own shares. As previously announced, the Company has repurchased shares in order to return value to shareholders in addition to dividend distributions. The Company undertakes its share repurchase programmes via the London Stock Exchange, having given careful consideration to the overall benefit to shareholders as well as:

- ◆ market conditions at the relevant time
- ◆ other investment opportunities
- ◆ appropriate gearing levels
- ◆ the overall position of the Company
- ◆ the effect on earnings per share

As of 10 March 2026, 12,291,278 options or awards to subscribe for shares issued by the Company were outstanding. This represents 2.34 per cent of the issued share capital at that date. If the Company was to purchase the maximum number of shares permitted under Resolution 21, then the total number of options or awards would represent 2.60 per cent of the total issued ordinary share capital. The Company has no warrants in relation to its shares.

Resolution 23: Notice period for general meetings

This Resolution will be proposed as a special resolution. Under the Act, listed companies must give at least 21 clear days' notice to call general meetings (other than an AGM) unless the following two requirements are satisfied:

- i) the Company has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate Resolution at its most recent AGM, and
- ii) the Company offers the facility for shareholders to vote by electronic means which are accessible to all shareholders.

In line with the Resolution passed at the AGM in 2025, the Directors believe it remains in the best interests of shareholders for the Company to preserve the shorter notice period and accordingly are putting this Resolution to the meeting to continue to allow the Company to call such general meetings on 14 clear days' notice. It is intended that this flexibility will only be used for non-routine business and, where merited, in the interests of the shareholders as a whole.

The approval will be effective until the Company's AGM in 2027, when it is expected a similar Resolution will be proposed.

Explanatory notes

The following notes explain your rights as a shareholder and your right to attend and to vote at the AGM, or to appoint someone else to vote on your behalf.

AGM

The AGM is intended to be held as an in-person event. This Notice (including these explanatory notes) reflects the intention of the Board of Directors with respect to the AGM given the law in force, and relevant guidance, as at the latest practicable date before the publication of this Notice. Shareholders should check our website at sjp.co.uk/shareholders/shareholder-information/shareholder-meetings to ensure they have the most up to date information available regarding the AGM.

Entitlement to vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of shares registered in the register of members at 10.00am on Tuesday 28 April 2026 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 10.00am on Tuesday 28 April 2026 shall be disregarded in determining the rights of any person to attend and to vote at the meeting.

Voting – at the meeting and by proxy

Voting on each of the resolutions to be put to this year's AGM will be taken on a poll which means all shareholders' votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. All votes of the shareholders present will be counted and added to those received in advance by proxy. If you have already voted in advance by proxy, you will still be able to vote at the AGM and your vote on the day of the meeting will replace your previously lodged proxy vote.

Any shareholder entitled to attend and vote at the meeting convened by the Notice set out above may appoint a proxy or proxies to attend, speak and vote at that meeting instead of themselves. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.

Proxies may be appointed by:

- 1) completing and returning the proxy form enclosed with this Notice
- 2) going to www.investorcentre.co.uk/eproxy and following the instructions provided
- 3) (if you are a CREST member) having an appropriate CREST message transmitted via the CREST system.

To be effective, a proxy form must be completed in accordance with the instructions printed thereon and received by the Company's Registrars no later than 48 hours before the time appointed for holding the AGM, or an adjourned meeting. For this year's AGM the deadline will be 10:00am on Tuesday 28 April 2026.

Electronic proxies

You may, if you wish, appoint your proxy electronically at www.investorcentre.co.uk/eproxy. You will need your Shareholder Reference Number, Control Number and PIN, all of which can be found on your proxy form. Full instructions are given on the website. The proxy appointment and instructions should reach the Company's Registrar, Computershare not less than 48 hours before the time appointed for the holding of the AGM (Tuesday 28 April 2026 at 10:00am) or an adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's Registrar, Computershare. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10:00am on Tuesday 28 April 2026 to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

CREST proxy voting service

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM to be held on Thursday 30 April 2026 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 and Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 48 hours before the time appointed for holding the AGM (Tuesday 28 April 2026 at 10:00am) or an adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their 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. The CREST Manual can be reviewed at www.euroclear.com.

Explanatory notes continued

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.

Documents available for inspection

Copies of the following documents are available for inspection at the registered office of the Company (St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP) during normal business hours on any weekday (Saturdays, Sundays and Bank Holidays excepted) and at the AGM venue (the registered office address) until the conclusion of the AGM.

- ♦ copies of the Executive Directors' service agreements
- ♦ copies of the Non-executive Directors' letters of appointment
- ♦ the amended rules of the St. James's Place Performance Share Plan
- ♦ the amended rules of the St. James's Place Deferred Bonus Plan

A copy of the Company's Annual Report and Accounts for the year ended 31 December 2025, Articles of Association, and the terms of reference of the Company's Group Audit, Remuneration, Nomination and Governance and Risk Committees are always available on the Company's website at sjp.co.uk/shareholders/about-us/corporate-governance and will also be available for inspection from 9:30am, on Thursday 30 April 2026, at the AGM venue, until the end of the AGM.

Copies of this Notice and the amended rules of the St. James's Place Performance Share Plan and the St. James's Place Deferred Bonus Plan are available for inspection on the National Storage Mechanism from the date of publication of this Notice.

Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representative who may exercise on its behalf all the same powers as the corporation could exercise if it were an individual shareholder, provided that they do not do so in relation to the same shares.

Information rights

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 them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

Statements relating to an auditor

It is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Act, the Company may be required to publish on its website a statement setting out any matter in relation to: (i) the audit of the Company's accounts (including the audit report and the conduct of the audit) that are to be laid before the AGM or (ii) any circumstances 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 shareholders 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 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 meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Asking questions

Shareholders have the right to submit their questions to the Company in advance of the AGM relating to the business being dealt with at the meeting. Shareholders that would like to ask a question are requested to submit their questions in writing by emailing shareholders@sjp.co.uk. We will endeavour to respond to questions as soon as practicably possible. Submitting a question in advance does not preclude shareholders who attend from asking questions at the AGM.

Total voting rights

As at 10 March 2026, (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 526,070,884 ordinary shares of 15 pence each.

Each ordinary share carries the right to one vote at a general meeting and, therefore, the total number of voting rights in the Company as at the above date is 526,070,884.

Serving information on the Company

Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice, the Proxy Form or the Chair's letter (or any related documents) should not be used for the purposes of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's AGM).

Copy of this Notice

A copy of this Notice, and other information required by section 311A of the Act, can be found at sjp.co.uk/shareholders/shareholder-information/shareholder-meetings.

Appendix 1 – Director biographies

Paul Manduca

Chair

NC

Date of appointment: Chair May 2021 (Non-executive Director January 2021)

Experience, skills and contribution to the Board

Paul has been chair of Prudential plc, Aon UK Limited, JP Morgan European Diversity Trust plc (formerly the JP Morgan European Smaller Companies Investment Trust plc), Templeton Emerging Markets Investment Trust plc, W.A.G Payment Solutions plc, Bridgewell Group plc and Henderson Diversified Income Limited. He was the senior independent director of Wm Morrison Supermarkets Plc and a non-executive director of KazMunaiGas Exploration & Production. He served as founding chief executive officer of Threadneedle Asset Management, director of Eagle Star and Allied Dunbar, chief executive officer, Europe of Deutsche Asset Management, global chief executive officer of Rothschild Asset Management, and director of Henderson Small Companies Investment Trust plc. Paul's extensive experience in leadership roles and comprehensive technical knowledge helps guide the Board and Company as it continues to grow and evolve. Paul has led the refresh of the Board's membership and future succession planning, whilst also overseeing the strengthening of the compositions of subsidiary boards.

External appointments

- ◆ None

Mark FitzPatrick

Chief Executive Officer

Date of appointment: Chief Executive Officer December 2023 (Executive Director October 2023)

Experience, skills and contribution to the Board

Mark started his career with Deloitte in Cape Town, becoming a partner in 1997. He remained with Deloitte for 25 years building his industry focus in financial services in the UK, Europe and South Africa. He became group chief financial officer at Prudential plc in July 2017, before his role was broadened to include chief operating officer. He was appointed interim chief executive officer of Prudential plc in April 2022, standing down on 24 February 2023. Mark is an effective and broadly-skilled leader with over 30 years' international experience gained across a number of specialist finance, adviser and leadership roles. This deep and broad experience enables him to effectively lead organisations, such as the Group, in a complex listed and regulated setting.

External appointments

- ◆ Chair of audit and risk committees, British Heart Foundation
- ◆ Chair of audit committee, Scottish Mortgage Investment Trust

Caroline Waddington


Chief Financial Officer

Date of appointment: September 2024

Experience, skills and contribution to the Board

Caroline is currently serving as Chief Financial Officer of St. James's Place Plc, where she brings a strong track record of leadership, financial literacy and technical skill to both the Group and Board setting. Caroline has extensive experience in senior regulated roles across the financial services and banking industry. Most recently she was chief financial officer for UBS Group's UK Credit Suisse entities, as well as chief operating officer for Credit Suisse International. Caroline began her career at Coopers & Lybrand and subsequently held various senior finance roles at Barclays Capital, RBS and Deutsche Bank before becoming chief financial officer for UK and EMEA at Credit Suisse. Caroline is a chartered accountant. Her deep experience in senior regulated roles across the financial services and banking industry enable her to contribute to the Board and successfully operate as a chief financial officer in a complex Group setting.

External appointments

- ◆ Trustee and member of board and finance & audit committee, St Giles Trust 

 Member of Group Nomination and Governance Committee

 Member of Group Audit Committee

 Member of Group Risk Committee

 Member of Group Remuneration Committee

 Denotes Chair of Committee

 Denotes external directorship held

Appendix 1 – Director biographies continued

Rooney Anand

Independent Non-executive Director



Date of appointment: January 2025

Experience, skills and contribution to the Board

Rooney is chair of RedCat Pub Company Limited, the pub company he founded in 2021 with backing from Oaktree Capital, which today has over £100m turnover, 3,000 employees and is the operator of the award winning Coaching Inn Group and RedCat Independent Pubs. Rooney served as chief executive officer at Greene King plc and has held non-executive positions as chair of Casual Dining Group, Away Resorts and Purity Soft Drinks. He was also senior independent director for Wm Morrison Supermarkets Plc until its sale to private equity. Rooney has extensive experience in the consumer sector having held executive and non-executive roles at retail and hospitality organisations. As a former FTSE 250 CEO and FTSE 100 senior independent director, he has broad commercial and financial experience which benefits both the Board and the wider organisation. Rooney brings a consumer lens to the Board, gained from his experience of both running and being a non-executive director of customer-focused organisations, rooted in brands, data, and insight.

External directorships and appointments

- ◆ Chair, RedCat Pub Company and Purity Soft Drinks
- ◆ Visiting professor, Aston Business School

Helen Beck

Independent Non-executive Director



Date of appointment: July 2025

Experience, skills and contribution to the Board

Helen has over 30 years of leadership experience gained in non-executive and executive roles in the financial sector. She was head of the financial services remuneration practice at Deloitte, specialising in reward structures for FTSE 100, 250 and private companies. Prior to that, Helen held executive roles at Standard Bank and McLagan Partners (part of AON PLC). She has been non-executive director and chair of the remuneration committee of Ashmore Group PLC and non-executive director of Irwin Mitchell. For 7 years she was governor and committee chair at the University of Bedfordshire. Helen is our workforce engagement non-executive director and chair of the Group Remuneration Committee. She brings deep remuneration knowledge and a passion for stakeholder-focused outcomes.

External and appointments

- ◆ Senior independent director and chair of remuneration committee, Funding Circle Holdings PLC
- ◆ Chair of remuneration committee, Picton Property Income Limited and Hampshire Bank Trust
- ◆ Independent member of the remuneration committee, British Olympic Committee

Evelyn Bourke

Independent Non-executive Director



Date of appointment: March 2026

Experience, skills and contribution to the Board

Evelyn's wide-ranging senior leadership experience is gained from past roles in Friends Life plc, Standard Life, Chase de Vere and Tillinghast Towers Perrin (now part of WTW). Her most recent executive role was as group CEO at Bupa from July 2016 to December 2020. Evelyn qualified as an actuary and holds an MBA from London Business School. Evelyn was previously a non-executive director at AJ Bell plc, Bank of Ireland Group plc, The Children's Mutual, Opportunity Now and IFG Group plc. Evelyn's experience demonstrates breadth across financial services and consumer facing sectors and her first-hand experience of the strategic considerations of listed organisations of scale within the financial services sector is an asset to both the Board and the SJP Group.

External appointments

- ◆ Non-executive director and chair of audit and risk committee, Marks & Spencer Group plc
- ◆ Non-executive director and member of audit committee, Admiral Group plc
- ◆ Chair, GenesisCare UK
- ◆ Adviser for League International
- ◆ Non-executive director, Gatcombe Court and Highgrove Court Management Company

Member of Group Nomination and Governance Committee

Member of Group Audit Committee

Member of Group Risk Committee

Member of Group Remuneration Committee

Denotes Chair of Committee

Denotes external directorship held

Appendix 1 – Director biographies continued

Simon Fraser

Senior Independent Non-executive Director





Date of appointment: Senior Independent Director July 2024
(Non-executive Director April 2024)

Experience, skills and contribution to the Board

Simon started his career as a stockbroker, at Barclays de Zoete Wedd, after which he set up the institutional stockbroking business Gerrard Vivian Gray. He then joined Bank of America Merrill Lynch for the rest of his executive career (managing director and co-head of corporate broking from 2004 until 2011). Simon has been senior independent director and chair of the nomination committee at Derwent London plc, senior independent director and chair of the remuneration committee at Lancashire Holdings Ltd and, most recently, non-executive director at Legal & General Investment Management Ltd. Simon's extensive experience across a number of sectors, including a considerable amount of time in regulated financial services businesses, means he brings a depth and breadth of knowledge to the Board.

External appointments

- ◆ Chair, Grainger plc 
- ◆ Chair of the remuneration committee and member of the audit committee, SEGRO plc 

John Hitchens

Independent Non-executive Director



Date of appointment: November 2021

Experience, skills and contribution to the Board

John has extensive experience of the financial services industry gained through his career as a senior audit partner and his non-executive directorships. John spent 38 years with PricewaterhouseCoopers LLP, specialising in financial services auditing and advisory services, before retiring in 2014. Since retiring from PricewaterhouseCoopers LLP, he has undertaken a number of non-executive director roles with financial services companies alongside a role as a senior adviser to the Financial Reporting Council. John's understanding of the complexity of financial reporting in the financial services sector, combined with his extensive experience of governance acquired through his positions as an external auditor and as a Non-executive Director, underpin the value he delivers not only to the Board, but also to the Audit, Risk and Nomination and Governance Committees.

External appointments

- ◆ None

Penny James

Independent Non-executive Director






Date of appointment: July 2025

Experience, skills and contribution to the Board

Penny has over 30 years' experience in financial services in both executive and non-executive roles in FTSE 100 and 250 companies. As an executive she has served as both chief executive officer and chief financial officer for Direct Line Group, and as global chief risk officer for Prudential plc. She has held a variety of finance and strategy roles in Zurich Financial Services and Omega Holdings. As a non-executive she was senior independent director at Hargreaves Lansdown and on the board of Admiral plc. She has been chair of the FCA Practitioner Panel and a member of the board of the Association of British Insurers. Penny is a chartered accountant. Penny brings a deep understanding of the financial services market and risk-expertise.

External appointments

- ◆ Chair of audit and risk committee, Mitie Group plc 
- ◆ Non-executive director, QBE Insurance Group Ltd 
- ◆ Co chair, FTSE Women Leaders
- ◆ Chair of the audit committee, Vitality UK 

 Member of Group Nomination and Governance Committee

 Member of Group Audit Committee

 Member of Group Risk Committee

 Member of Group Remuneration Committee

 Denotes Chair of Committee

 Denotes external directorship held

Appendix 2 – Getting to the AGM venue

The AGM will be held at St. James's Place, 1 Tetbury Road, Cirencester, GL7 1FP.

Doors will be open from 9.30am for registration and refreshments will be available.

How to find us

By road

- ◆ From the north via the A417, leave at the Burford Road junction (signposted Cirencester, Stow), turn right at the first roundabout and straight across at the second leading onto Burford Road A429. Turn left at the roundabout onto Swindon Road A429 and at the next roundabout turn right onto Bristol Road. Continue straight ahead at the next roundabout and at the following roundabout turn right to a mini roundabout and then left onto Hammond Way. Turn left onto Tetbury Road and our office is immediately on your left.
- ◆ From the southeast via the A419, come off at the slip road signposted Cirencester Industrial Area and join the A419 Cirencester Road. On approaching Cirencester, at the next roundabout take the second exit onto Bristol Road A419. Continue straight ahead at the next roundabout and at the following roundabout turn right to a mini roundabout and then left onto Hammond Way. Turn left onto Tetbury Road and our office is immediately on your left.
- ◆ From the south and west via the A419, A429 and A433, on approaching Cirencester the A422 and A429 join the A419 at a roundabout. From here join the A419 Bristol Road (signposted Town Centre) and at the next roundabout, turn left to a mini roundabout and turn left onto Hammond Way. Turn left onto Tetbury Road and our office is immediately on your left.

By rail

Rail users may travel to nearby Kemble Station which is approximately a 10-minute taxi journey away. There is no taxi rank at the station, so it is advisable to find a Cirencester taxi company via a web search and pre-book.

Parking

Please note that there is no visitor car parking available on site. Nearby car parks are shown on the map.

Accessibility

The St. James's Place offices are accessible for visitors with restricted mobility, including wheelchair users.



SJP

St. James's Place plc

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