



Chairman's Letter and Notice of Annual General Meeting 2023

Notice of the Annual General Meeting (the "AGM" or the "Meeting") of Foxtons Group plc (the "Company") to be held at 10.00 am on Tuesday, 9 May 2023 (the "AGM") is set out in this document.

This document is important and requires your immediate attention.

If you are in any doubt as to any of the content of this document or as to the action you should take, you should immediately seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in the Company you should forward this document to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



30 March 2023

To Foxtons Group plc shareholders

Dear Shareholder,

Notice of Annual General Meeting 2023

I am pleased to enclose the Notice of Annual General Meeting (the “AGM”) of Foxtons Group plc (the “Company”) which will be held on Tuesday, 9 May 2023 at 10.00 am. The formal notice convening the AGM (the “Notice of AGM” or “Notice”) can be found on pages 4 to 8 of this document and it sets out the business to be considered at the AGM.

An explanation of each of the resolutions to be proposed at the AGM is set out on pages 9 to 18. There will be an opportunity for you to ask questions at the AGM.

Voting arrangements – Action to be taken

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy via www.foxtonsshare.co.uk by following the instructions on that website or, if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the Company’s registrar, Link Group (the “Registrar”), by no later than 10.00 am on 5 May 2023.

You may request a hard copy form of proxy directly from the Registrar by calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am - 5.30 pm, Monday to Friday, excluding public holidays in England and Wales.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

The Board strongly encourages shareholders to vote electronically and to appoint the Chair of the Meeting as their proxy with their voting instructions.

Poll voting

Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This will ensure that shareholders who have appointed proxies, have their votes fully taken into account. The results of the polls will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM.

Recommendation

The Board considers that all resolutions are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of such resolutions, as the Directors intend to do in respect of their own beneficial holdings amounting to 2,220,310 ordinary shares (representing approximately 0.73% of the issued share capital of the Company) as at 28 March 2023, being the latest practicable date prior to the date of this document.

The Board would like to thank you for your continued support of Foxtons.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Nigel Rich', written in a cursive style.

Nigel Rich
Chairman

Notice of Annual General Meeting 2023

Notice is hereby given that the Annual General Meeting (“AGM”) of Foxtons Group plc (the “Company”) will be held at Building One, Chiswick Park, 566 Chiswick High Road, London W4 5BE on Tuesday, 9 May 2023 at 10.00 am to consider and, if thought fit, pass the following resolutions 1 to 15 (inclusive) as ordinary resolutions and resolutions 16 to 19 (inclusive) as special resolutions:

Ordinary resolutions

Annual Report and Accounts

1. To receive and adopt the Company’s annual accounts for the financial year ended 31 December 2022 and the associated reports of the Directors and Auditors.

Dividend

2. To declare a final dividend of 0.7 pence per ordinary share in respect of the financial year ended 31 December 2022.

Remuneration Policy

3. To approve the Directors’ Remuneration Policy set out in the Directors’ Remuneration Report on pages 103 to 113 (inclusive) of the Company’s annual report and accounts for the financial year ended 31 December 2022.

Remuneration Report

4. To approve the Annual Statement from the Remuneration Committee Chairman and the Annual Report on Remuneration for the financial year ended 31 December 2022 set out on pages 91 to 93 and pages 114 to 128 (inclusive) of the Company’s annual report and accounts for the financial year ended 31 December 2022.

Directors

5. To re-elect Nigel Rich as a Director.
6. To re-elect Christopher Hough as a Director.
7. To re-elect Peter Rollings as a Director.
8. To re-elect Rosie Shapland as a Director.
9. To elect Guy Gittins as a Director
10. To elect Annette Andrews as a Director.
11. To elect John (known as Jack) Callaway as a Director.

Auditors

12. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in 2024.
13. To authorise the Audit Committee to determine the remuneration of the Company's auditors.

Authority to make political donations

14. THAT, in accordance with Part 14 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed or at any time when this resolution has effect, are generally and unconditionally authorised to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £10,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
 - (c) incur political expenditure not exceeding £20,000 in total,

(as such terms are defined in the Act) during the period beginning on the date of the passing of this resolution and ending on the earlier of 30 June 2024 and the conclusion of the Company's Annual General Meeting to be held in 2024, provided that the authorised sums referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company or its subsidiary (as appropriate) enters into any contract or undertaking in relation to the same and provided that, in any event, the aggregate amount of political donations and political expenditure so made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the passing of this resolution pursuant to such authorisation or approval. For the purpose of this resolution, the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" shall have the meanings given by sections 363 to 365 of the Act.

Authority to allot shares

15. THAT, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally and

unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,010,649.53 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 June 2024, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

Disapplication of Pre-emption rights

16. THAT, subject to the passing of Resolution 15 proposed at the Annual General Meeting of the Company convened for 9 May 2023 and in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares")) for cash either pursuant to the authority conferred on it by such Resolution 15 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- (a) the allotment of equity securities or sale of treasury shares for cash in connection with a rights issue, open offer or other pre-emptive offer in favour of the holders of Ordinary Shares on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue, open offer or other pre-emptive offer as the Board deems necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange or to deal with any other matter whatsoever); and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this resolution) up to an aggregate nominal amount of £303,225.18,

and provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 June 2024, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an

agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Board may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Additional disapplication of pre-emption rights

17. THAT, subject to the passing of Resolution 15, the Board of Directors of the Company be and it is hereby generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act"), in addition to any authority granted under Resolution 16, to allot equity securities (within the meaning of Section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.01 each in the capital of the Company) for cash either pursuant to the authority conferred on it by that Resolution 15 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to the allotment of equity securities and the sale of treasury shares up to a nominal amount of £303,225.18; and
- (b) 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 Directors of the Company determine 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 passing of this resolution,

and shall expire at the conclusion of the Annual General Meeting to be held in 2024 or on 30 June 2024, whichever is earlier (unless previously revoked or varied by the Company in a general meeting), provided that the Company may before that date 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. THAT the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board of Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of such Ordinary Shares hereby authorised to be purchased by the Company shall not exceed 30,322,518 (being approximately 10% of the issued share capital of the Company (excluding shares held in treasury) as at 28 March 2023 (being the latest practicable date prior to the date of this document));

- (b) the minimum price (exclusive of expenses) which may be paid for any Ordinary Share shall be £0.01, being the nominal value of each Ordinary Share;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall be the higher of:
 - (i) an amount equal to 105% of the average closing middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

Unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 June 2024, whichever is the earlier, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of Ordinary Shares which are entered into by the Company on or prior to the expiry of such authority.

19. THAT the Company be and it is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 June 2024, whichever is the earlier.

By order of the Board
Link Company Matters Limited
Company Secretary

30 March 2023

Registered Office:
Building One,
Chiswick Park,
566 Chiswick High Road,
London W4 5BE

Registered in England and Wales
with registered number 07108742

Explanatory Notes to the Notice of Annual General Meeting

Resolutions 1 to 15 are being proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must vote in favour of the resolution.

Resolutions 16 to 19 are being proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must vote in favour of the resolution.

Resolution 1 deals with the receipt and adoption of the annual accounts for the financial year ended 31 December 2022 and the associated reports of the Directors and Auditors. The annual report and accounts were published and made available to shareholders on 30 March 2023 and are available on our website at www.foxtonsgroup.co.uk.

Resolution 2 deals with the declaration of a final dividend of 0.7 pence per ordinary share. If this resolution is approved, the recommended final dividend will be paid on 31 May 2023 to shareholders who are on the register of members of the Company at close of business on 14 April 2023.

Resolution 3 invites shareholders to approve the Directors' Remuneration Policy. The Company's current remuneration policy, which was approved by shareholders at the 2020 Annual General Meeting, is due for renewal at the 2023 Annual General Meeting. In conjunction with the Chairman of the Company, the Remuneration Committee has undertaken a detailed review of the Remuneration Policy to ensure that it supports the Company's business strategy.

Based on the review and taking into account the supportive feedback received during consultations with major shareholders, we are proposing minor changes that do not affect the overall structure or quantum of the current executive directors' remuneration. The proposed new Remuneration Policy is designed to be appropriate for the financial periods ending on 31 December 2023, 2024 and 2025.

A summary of the changes being proposed for the 2023 Remuneration Policy is as follows:

- **BBP deferral:** 50% of the participant's plan account cumulative balance will be paid in cash for each of the first three years of the plan (the current policy states that a maximum of 70% will be paid in cash).
- **Maximum pension contribution:** The maximum pension contribution for all Executive Directors is now in line with that provided to the majority of the workforce (which is currently 3% of salary).
- **Salary Substitute Restricted Shares:** A proportion of Executive Director salaries can be paid in Salary Substitute Restricted Shares, which gives flexibility on recruitment. This arrangement has been in place since April 2022 but is now being formalised under the policy.
- **Chairman and NED fees:** On a case by case basis, Chair and NED fees may be partially paid in shares. This approach has been taken by the Company previously but is now being formalised under the policy.

The proposed new Remuneration Policy is set out in the Company's annual report and accounts for the financial year ended 31 December 2022 on pages 103 to 113 (inclusive). A full explanation of the Policy and the Committee's rationale are set out there.

This is a binding policy and, after it takes effect, the Directors will not be entitled to remuneration unless such remuneration is consistent with the approved policy or shareholders otherwise approve the remuneration.

If Resolution 3 is approved, the Remuneration Policy will take effect from the date of the Annual General Meeting and will replace the policy adopted in 2020. Shareholders are given a binding vote on the Remuneration Policy at least every three years.

Resolution 4 invites shareholders to approve the Annual Statement from the Remuneration Committee Chairman and the Annual Report on Remuneration for the financial year ended 31 December 2022 set out on pages 91 to 93 and pages 114 to 128 (inclusive) of the Company's annual report and accounts for the financial year ended 31 December 2022. Resolution 4 is an advisory vote and will not affect the way in which the Company's remuneration policy has been implemented. Each year, shareholders will be given an advisory vote on the implementation of the Company's remuneration policy in relation to the payments and share awards made to Directors during the year under review.

Resolutions 5 to 11 deal with the election and re-election of Directors. Under the Company's articles of association, each Director must retire from office at the first AGM following their appointment and stand for election. He/she must then stand for re-election at the third annual general meeting after the annual general meeting at which he/she was last elected should they wish to serve for a further term. The UK Corporate Governance Code recommends that all Directors should be subject to annual re-election by shareholders. Guy Gittins was appointed as a Director on 5 September 2022 with Annette Andrews and John (known as Jack) Callaway appointed as Directors on 1 February 2023 and consequently will each be standing for election at the AGM. As announced on 23 November 2022, Alan Giles and Sheena Mackay have decided that they will not stand for re-election at the 2023 AGM. All other remaining Directors will be seeking election or re-election at the AGM.

A separate resolution is proposed for each Director.

Biographical details of each of the Directors, which outline their background and experience, appear on pages 64 and 65 of the annual report and accounts for the financial year ended 31 December 2022 and are also available for viewing on the Company's website at www.foxtonsgroup.co.uk. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Each of the Directors standing for election or re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role, has the necessary skills and experience, has sufficient time available to perform their duties for the Company and continues to be an effective and valuable member of the Board.

The Board is content that each Non-Executive Director offering themselves for election or re-election is independent and there are no relationships or circumstances likely to affect their

character or judgment. Accordingly, the Board unanimously recommends the election and re-election of the Directors set out in Resolutions 5 to 11.

Resolutions 12 and 13 deal with the re-appointment of BDO LLP as auditors of the Company and the authorisation of the Audit Committee to determine their remuneration. During the year, the Audit Committee considered the effectiveness, performance and independence of BDO LLP and recommended to the Board their re-appointment. Further details on how the Audit Committee assessed the effectiveness of the external audit process can be found on page 88 of the Company's annual report and accounts for the financial year ended 31 December 2022.

Resolution 14 is to authorise the Company to make political donations and incur political expenditure. Under the Companies Act 2006 (the "Act"), political donations to any political parties, independent election candidates or political organisations other than political parties, or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within the scope of these matters.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention, either now or in the future, of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to propose Resolution 14 in order to allow the Company to continue to support the community and put forward its views to wider business and government interests without running the risk of being in breach of the law. As permitted under the Act, Resolution 14 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. Resolution 14 caps the amount of all forms of political donations and expenditure that the Company and its subsidiaries would be permitted to make at an aggregate of £50,000.

Resolution 15 invites shareholders to give authority to the Directors to allot shares. Resolution 15 will, if approved, give the Directors authority to allot shares until the conclusion of the Annual General Meeting to be held in 2024 or 30 June 2024, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of up to £1,010,649.53, representing approximately 33.33% of the Company's issued ordinary share capital (excluding shares held in treasury) on 28 March 2023 (being the latest practicable date prior to the date of this document). The Company currently holds 26,872,575 shares in treasury. The extent of the authority follows the guidelines issued by institutional investors. There are no present plans to allot shares, other than in respect of Company long term incentive plans and share option plans.

Resolution 16 and 17 provide for the disapplication of pre-emption rights. Section 561 of the Act gives all shareholders the right to participate on a pro rata basis in all issues of equity securities for cash, unless they agree that this right should be disappplied.

If the Directors wish to exercise the authority under Resolution 15 and offer unissued shares for cash, the Act requires that, unless shareholders have given specific authority for the waiver

of their statutory pre-emption rights by way of special resolution, the new shares should be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings.

Resolutions 16 and 17, proposed as special resolutions, would authorise the Directors to disapply the strict statutory pre-emption provisions. This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that:

- (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer of securities in favour of the existing shareholders in proportion to their shareholdings; and
- (ii) a limited number of shares may be issued for cash to persons other than existing shareholders in compliance with the Investment Association guidelines.

In November 2022, the Pre-Emption Group updated their Statement of Principles (the “Pre-Emption Group Principles”) to, amongst other things, support companies seeking authority to issue non-pre-emptively for cash equity securities representing:

1. no more than 10% of issued ordinary share capital whether or not in connection with an acquisition or specified capital investment (a general disapplication); and
2. no more than an additional 10% of issued ordinary share capital, provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment.

Resolutions 16 and 17, will give the directors authority to allot shares in the capital of the Company (pursuant to the authority granted under Resolution 15) for cash without complying with the pre-emption rights in the Act- in certain circumstances up to a maximum of 20% of the Company’s issued share capital (excluding shares held in treasury). The maximum nominal value of equity securities which could be allotted if both authorities were used would be £606,450.36.

This disapplication authority is in line with institutional shareholder guidance, and in particular, with the Pre-Emption Group Principles and template resolutions as issued in November 2022. The Company confirms that it will comply with the guidance as set out in the Pre-Emption Group Principles and in particular will follow the guidance in respect of shareholder protections as set out in Part 2B of the Pre-Emption Group Principles.

Resolution 16 authorises directors to allot new shares, pursuant to the authority given by Resolution 15, or to sell treasury shares for cash, up to a nominal value of £303,225.18 equivalent to approximately 10% of the total issued ordinary share capital of the Company (excluding shares held in treasury) as at 28 March 2023, without the shares first being offered to shareholders in proportion to their existing holdings.

The authority granted in Resolution 17 would be in addition to the general authority to disapply pre-emption rights under Resolution 16. Resolution 17 authorises the directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment (pursuant to Part 2A, para 3 of the Pre-Emption Group Principles). The authority under Resolution 17 is limited to a nominal value of £303,225.18, equivalent to approximately 10% of the nominal value of the issued ordinary share capital of the Company excluding shares held in treasury as at 28 March 2023. This additional authority would only be used if and when appropriate for the Company's circumstances.

The Directors do not have any present intention to exercise this disapplication authority, however the Directors consider it is appropriate for them to seek the flexibility that this authority provides, and that the authority sought in Resolutions 16 and 17 is in the best interests of the Company. If given, the authority will expire on the conclusion of the Annual General Meeting in 2024 or on 30 June 2024, whichever is the earlier.

Resolution 18 is seeking shareholder approval to allow the Company to make market purchases of the Company's ordinary shares on such terms and in such manner as the Directors may determine from time to time, subject to the limitations set out in this resolution. If this resolution is passed, the Company will be authorised to purchase up to a maximum of 30,322,518 ordinary shares, being approximately 10% of the Company's issued ordinary share capital (excluding shares held in treasury) on 28 March 2023 (being the latest practicable date prior to the date of this document). This resolution sets out the minimum and maximum price that the Company may pay for purchases of its ordinary shares. If this resolution is passed, the authority for the Company to purchase its ordinary shares will remain effective until the conclusion of the Annual General Meeting to be held in 2024 or 30 June 2024, whichever is the earlier. Under the authority sought by this resolution, the Company may purchase its ordinary shares following the date on which the authority expires if such purchases are made pursuant to contracts entered into by the Company on or prior to the date on which the authority expires.

On 2 November 2022, the Company announced the commencement of its Share Buyback Programme, up to £3 million. Your Directors are of the opinion that it is desirable for the Company to have the continued flexibility to undertake share buybacks in the future. The authority, if granted, will only be exercised if the Directors consider that the buyback would result in an increase in earnings per share and would be in the best interests of shareholders generally. In the event that shares are purchased, they would either be cancelled (and the number of shares in the Company would be reduced accordingly) or, subject to the provisions of the Act, retained as shares held in treasury. Treasury shares may be held by the Company with a view to possible re-sale at a future date rather than being cancelled. The Company may decide to hold as treasury shares any shares purchased pursuant to the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its share capital.

The Company operates long-term incentive plans and share option plans under which awards may be satisfied by the allotment or transfer of ordinary shares to award holders. As at 28 March 2023 (being the latest practicable date prior to the date of this document), awards were subsisting over 9,433,921 ordinary shares (the “Award Shares”), representing approximately 2.86% of the Company’s issued share capital. As at that date, the Company held 26,872,575 treasury shares and there were no warrants over the Company’s ordinary shares. If the authority to purchase the Company’s ordinary shares under Resolution 18 were exercised in full, the Award Shares would represent approximately 3.15% of the Company’s issued ordinary share capital as at 28 March 2023 (being the latest practicable date prior to the date of this document).

Resolution 19 is seeking shareholder approval to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days’ notice. Under the Act, the notice period for the holding of general meetings of the Company is 21 clear days unless shareholders agree to a shorter notice period and certain other conditions are met.

The Company currently has the power to call general meetings (other than annual general meetings) on 14 clear days’ notice. The Board believes it is in the best interests of shareholders to preserve the shorter notice period and, accordingly, proposes that Resolution 19 is passed as a special resolution. It is currently intended that this flexibility to call general meetings on shorter notice will only be used for non-routine business and where merited in the interests of shareholders as a whole. If this resolution is passed, the authority to convene general meetings on 14 clear days’ notice will remain effective until the conclusion of the Annual General Meeting to be held in 2024 or 30 June 2024, whichever is the earlier.

Administrative Notes in connection with the AGM

1. Attending the AGM in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company’s registrar, Link Group (the “Registrar”), prior to being admitted to the Annual General Meeting.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should log on to www.foxtonsshare.co.uk or contact the Registrar by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines

are open between 9.00 am - 5.30 pm, Monday to Friday, excluding public holidays in England and Wales.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the AGM by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 11 below.

3. Appointment of a proxy online

Members can appoint a proxy online at: www.foxtonsshare.co.uk. In order to appoint a proxy using this website, members will need their Investor Code, which they can find on their share certificate. If for any reason a member does not have this information, they will need to contact the Registrar by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am - 5.30 pm, Monday to Friday, excluding public holidays in England and Wales.

Members must appoint a proxy using the website no later than 10.00 am on 5 May 2023 (or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting).

4. Appointment of a proxy using a Form of Proxy

A hard copy form of proxy has not been sent to you but you can request one directly from our registrar, Link Group's general helpline team on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am - 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Alternatively, the team can be contacted via email at enquiries@linkgroup.co.uk or postal address at Link Group, PXS1, 10th Floor, Central Square, 29 Wellington St, Leeds LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. Members must appoint a proxy using a hard copy form of proxy which is received by the Registrar no later than 10.00 am on 5 May 2023 or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting.

5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and

by logging on to the following website: www.euroclear.com/CREST. 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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA10) no later than 10.00 am on 5 May 2023 or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the 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 Application Host) from which the Registrar 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 provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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).

6. Appointment of a proxy through Proximity

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged no later than 10.00 am on 5 May 2023 or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting in order 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.

7. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be

accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

8. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

9. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at close of business on 5 May 2023 (or, if the AGM is adjourned, at close of business on the day that is two days (excluding non-working days) prior to the date fixed for the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM.

10. Votes to be taken by a poll

At the AGM, all votes will be taken by a poll rather than on a show of hands.

It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website by 6.00 pm on 9 May 2023. Poll cards will be issued on registration to those attending the AGM.

11. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member 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 member as to the exercise of voting rights.

12. Website giving information regarding the AGM

Information regarding the AGM, including information required by section 311A of the Act, and a copy of this Notice of Annual General Meeting, is available from the Investor Relations section at www.foxtongroup.co.uk.

13. Audit concerns

Members should note that 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 auditors report and the conduct of the audit) that are to be laid before the AGM;

or (b) any circumstance connected with the auditors 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 to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

14. Voting rights

As at 28 March 2023 (being the latest practicable date prior to the date of this document), the Company's issued share capital consisted of 330,097,758 ordinary shares. 26,872,575 shares were held by the Company in treasury. Therefore, the total voting rights in the Company as at 28 March 2023 were 303,225,183 votes.

15. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the AGM as their proxy will need to ensure that both they and their proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

16. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or 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.

Members who have any questions about the AGM should contact the Company's Investor Relations team by email on investor@foxtongroup.co.uk.

Members may not use any electronic address provided in this Notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

17. Documents available for inspection

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM and on the date of the AGM at the location of the meeting from 9.45 am until the conclusion of the AGM:

- 17.1 copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings; and
- 17.2 copies of the Letters of Appointment of the Non-Executive Directors of the Company.

