

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

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser 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 Restaurant Group plc (the 'Company'), please pass this document and the accompanying white Form of Proxy to the stockbroker, bank or other agent through whom you made the sale or transfer for forwarding on to the purchaser or transferee.

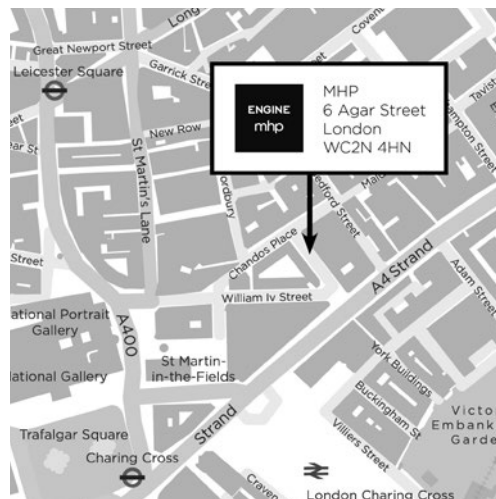
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The  
**Restaurant**  
Group plc

**Notice of Annual General Meeting**

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to be held at:  
the offices of MHP Communications at  
6 Agar Street, London, WC2N 4HN  
on Friday 17 May 2019 at 10:00am



Notice of the Annual General Meeting of the Company to be held on 17 May 2019 at 10:00am (the 'AGM') is set out on pages 5 to 6 of this document.

A white Form of Proxy for the AGM is enclosed and, to be valid, should be completed, signed and returned so as to reach the Company's Registrar, Equiniti, by no later than 10:00am on Wednesday 15 May 2019 (or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM (excluding any UK non-working days)). Completion and return of the white Form of Proxy will not prevent you from attending the AGM and voting in person, should you so wish. For those who hold their shares in CREST, please refer to Note 5 on page 7 of this document for guidance on voting.

At the AGM itself, the votes will be taken by poll rather than on a show of hands. The results of the poll will be announced as soon as practicable and will appear on the Company's website at [www.trgplc.com/investors](http://www.trgplc.com/investors).

## LETTER FROM THE CHAIRMAN

The  
**Restaurant**  
Group plc

(Registered in Scotland No. SC030343)

### Registered office:

1 George Square  
Glasgow  
G2 1AL

8 April 2019

### Directors

Debbie Hewitt MBE (*Chairman*)  
Andy McCue (*Chief Executive Officer*)  
Kirk Davis (*Chief Financial Officer*)  
Simon Cloke (*Senior independent non-executive Director*)  
Graham Clemett (*Independent non-executive Director*)  
Mike Tye (*Independent non-executive Director*)  
Allan Leighton (*Independent non-executive Director*)

Dear Shareholder,

### Annual General Meeting 2019

The Annual General Meeting of The Restaurant Group plc will be held at the offices of **MHP Communications at 6 Agar Street, London WC2N 4HN on 17 May 2019 at 10:00am.**

The Notice of Meeting for the AGM ('Notice') is set out on pages 5 to 6 of this document and this letter highlights a number of items of business to be transacted at the AGM. Please find enclosed the 2018 Annual Report and Accounts and white Form of Proxy. The Company currently provides discount vouchers to those shareholders holding 250 or more shares in the Company, offering substantial savings in our restaurants. If you hold the required number of shares directly, your vouchers are also enclosed.

### Voting

If you would like to vote on the resolutions but are unable to attend the AGM and vote in person, you may appoint a proxy by completing the enclosed white Form of Proxy. Your white Form of Proxy should be returned as soon as possible and in any event no later than 10:00am on 15 May 2019. Submitting a white Form of Proxy will ensure your vote is recorded but will not prevent you from attending the AGM. The quorum for the AGM is at least two shareholders present in person, by proxy or by a corporate representative. The special resolutions will require the approval of 75% of the votes cast at the AGM on the relevant resolution and the ordinary resolutions will require a simple majority. All resolutions will be voted on a poll.

### Directors' remuneration

The Directors' remuneration report, set out on pages 40 to 53 of the 2018 Annual Report and Accounts, comprises a letter from the Chairman of the Remuneration Committee, the annual report on remuneration (setting out payments made in the financial year ended 30 December 2018) and the Directors' remuneration policy in relation to future payments and share awards to the Directors and former Directors.

Resolution 2 is an ordinary resolution to approve the implementation of the Company's remuneration report in terms of the payments and share awards made to Directors and former Directors during the financial year ended 30 December 2018. This resolution is advisory and does not affect the future remuneration paid to any Director.

The remuneration report, which sets out the Company's forward-looking policy on Directors' remuneration, is subject to a binding shareholder vote by ordinary resolution at least every three years, unless changes are proposed. No changes are proposed to the Directors' remuneration policy which was approved by shareholders at the Company's Annual General Meeting held on 23 May 2018.

### Dividend

Pursuant to Resolution 3, the Board recommends a final dividend of 1.47 pence per Ordinary Share for the year ended 30 December 2018, to be paid on 5 July 2019 to shareholders on the register at the close of business on 7 June 2019. The Company's shares will trade ex-dividend from 6 June 2019. If approved, the total 2018 dividend will be 8.27 pence per Ordinary Share.

### Re-election of Directors

Since the last AGM, there has been one new director appointment. Allan Leighton, the former chairman of Mabel Topco Limited (the parent company of the Wagamama Group) was appointed as non-executive Director of the Company on 24 December 2018 on the completion of the Wagamama acquisition. Allan brings a wealth of knowledge of the restaurant and leisure sector and other consumer businesses. He is currently the Chairman of a number of consumer-focused businesses including Co-operative Group Limited and Entertainment One Limited, and was previously Chief Executive Officer of ASDA Group Limited and Pandora A/S and Chairman of Pace plc and Royal Mail.

In accordance with the Company's Articles of Association, Allan Leighton, having been appointed by the Board during the year, is required to offer himself for re-appointment at the AGM. Also, in accordance with the UK Corporate Governance Code (the 'Code') and the Company's Articles of Association, all the other Directors will stand for re-election at the AGM. Accordingly, as part of the ordinary business of the meeting, resolutions 4 to 10 inclusive are to re-appoint or re-elect the Directors.

Subject to his re-appointment at the AGM, Allan Leighton will become Senior Independent Director, taking over the role from Simon Cloke, who will have completed nine years as a non-executive Director and Senior Independent Director. In light of the decision by Andy McCue, CEO, to leave the Company due to extenuating personal circumstances, subject to his re-election, Simon will remain as a non-executive Director to ensure continuity until the new CEO is appointed and the subsequent appointment of a new non-executive Director. It is anticipated that Simon will step down from the Board by the 2020 AGM.

Biographical details for each of the Directors seeking re-election or re-appointment can be found on pages 30 to 31 in the accompanying Annual Report and Accounts. The Board considers that following a formal internal performance evaluation, each Director standing for re-election or re-appointment continues to contribute effectively and demonstrate his or her commitment to the role.

### Auditors

On 28 September 2018, the Company announced the appointment of Ernst & Young LLP as its new auditor, following the resignation of Deloitte LLP. This appointment was for the 2018 Financial Year and Resolution 11 provides for the approval of the re-appointment of Ernst & Young LLP and Resolution 12 authorises the Directors to determine their remuneration.

### Share capital

Under the Companies Act 2006 ('the Act'), directors of companies may not allot shares unless authorised to do so by the shareholders in general meeting. Furthermore, a company proposing to allot shares for cash may not do so before first offering them to existing shareholders, subject to certain exceptions. It is common practice for directors to seek shareholder approval at an annual general meeting for authority to allot shares and disapplication of these pre-emption rights should the need arise, subject to certain limits and within specified time periods, and your Directors propose seeking shareholders' approval to renew authorities and disapplications granted in previous years.

Resolution 13 will be proposed as an ordinary resolution to authorise the Directors generally to allot shares up to an aggregate nominal amount of £46,077,772 representing approximately one third of the existing Ordinary Share capital of the Company as at 5 April 2019 (being the latest practicable date before publication of this document). This resolution renews the authority obtained at last year's Annual General Meeting. If given, such authority will expire at midnight on 17 August 2020 or, if earlier, at the conclusion of the next AGM of the Company. The Directors have no present intention to exercise this authority but consider it appropriate to maintain the flexibility that this authority provides. The Company does not currently hold any of its shares in treasury.

Resolutions 14 and 15, which will be proposed as special resolutions, will enable the Directors to allot equity securities for cash or sell treasury shares for cash, without first offering them to shareholders pro rata to their holdings. These resolutions take a similar form to the resolutions passed at the previous AGM of the Company on 23 May 2018.

Resolution 14 facilitates issues made by way of rights to shareholders otherwise than in accordance with section 561(1) of the Act, and authorises other allotments of up to a maximum aggregate nominal amount of £6,911,665, representing approximately 5 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights. If given, such authority will expire at midnight on 17 August 2020 or, if earlier, at the conclusion of the next AGM of the Company.

Resolution 15 seeks authority to allot an additional maximum aggregate nominal amount of £6,911,665, representing approximately 5 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights. Like last year, the power proposed to be granted under Resolution 15 will be limited for use only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other 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. If given, such authority will expire at midnight on 17 August 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company.

The Directors intend to adhere to the Statement of Principles issued by The Pre-Emption Group, as updated in March 2015, and not allot shares on a non pre-emptive basis pursuant to the authorities in Resolutions 14 and 15 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders.

### Purchase of own shares

In line with previous years, authority was given to the Directors at the 2018 Annual General Meeting to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares in the capital of the Company subject to certain conditions, such authority to expire on the date of this AGM.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. Treasury shares do not attract voting rights or dividends whilst held in treasury. The Directors have not made any market purchases of Ordinary Shares during the period of this authority.

Resolution 16 will be proposed as a special resolution at the AGM to renew the authority to the conclusion of the next annual general meeting of the Company or, if earlier 17 August 2020. The authority is restricted to a maximum of 49,149,623 Ordinary Shares, which is equivalent to 10 per cent of the Company's issued share capital as at 5 April 2019 (being the latest practicable date before publication of this document). The authority also sets the minimum and maximum prices that can be paid. The authority will only be exercised in circumstances where the Directors have considered the effect on earnings per share and believe that such purchases will be in the best interests of shareholders generally.

### Length of Notice of General Meetings

Resolution 17 is a special resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice, which is permissible under the Act. The Directors' intention is to use this shorter notice period only in limited circumstances which are time sensitive, rather than as a matter of routine and to use it only where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the flexibility to respond to all eventualities.

### Proposed cancellation of the share premium account

Resolution 18 is a special resolution to cancel the entire amount standing to the credit of the Company's share premium account (the "Capital Reduction") and to allocate the amount of £249,686,973.61 to a distributable reserve account of the Company in order to support the future payment by the Company of dividends to its shareholders (and share buybacks should circumstances dictate it desirable to do).

The Capital Reduction is subject to approval by the shareholders at the AGM and approval by the Court of Session at Edinburgh (the "Court").

### Background to and reasons for the Capital Reduction

When the Company issued new Ordinary Shares as a result of the rights issue in late 2018 to partly fund the acquisition of Wagamama, it did so at a significant premium to the nominal value of the Ordinary Shares. This share premium, amounting to £224,132,098.28, was added to the Company's share premium account, which comprises a non-distributable reserve for the purposes of the Act. As disclosed in the audited report and accounts of the Company for the year ended 30 December 2018, the share premium account currently amounts to £249,686,973.61.

The Company is not permitted to pay any dividends unless it has distributable reserves. As the share premium account has only limited applications and cannot be used to pay dividends, the Company is proposing to cancel the entirety of its share premium account in order to create distributable reserves to support the future payment by the Company of dividends to its shareholders (and share buybacks, should circumstances dictate it desirable to do).

On completion of the Capital Reduction, the Company's entire share premium account will be cancelled and, subject to the Court being satisfied with the Company's approach to creditors as outlined below, an equivalent amount will be added to the Company's distributable reserves.

The completion of the Capital Reduction will not affect the rights attaching to the Ordinary Shares and will not result in any change to the number of Ordinary Shares in issue.

### The Capital Reduction

Pursuant to section 641(1)(b) of the Act, a company may, with the sanction of a special resolution of its shareholders and the confirmation of the Court, reduce or cancel its existing share capital (including by way of the reduction or cancellation of its share premium account).

In considering the Company's application for an order confirming the Capital Reduction (the "Court Order"), the Court will need to be satisfied that the interests of any creditors (including contingent creditors) of the Company, whose debts remain outstanding on the date on which the Court Order is registered, are protected.

Pursuant to section 105(2) of the Act, a list of creditors would need to be settled by the Court if the Capital Reduction involves either (i) a diminution of liability in respect of unpaid share capital, or in this case, share premium; or (ii) the payment to any shareholder of any paid-up share capital, or in this case, share premium or (iii) where the Court, in any event, so directs.

As (a) the share premium has been fully paid up; (b) the Capital Reduction does not, of itself, involve any distribution or repayment of capital or share premium by the Company; (c) the Capital Reduction will not reduce the underlying net assets of the Company and (d) the Company is a holding company and has a limited creditor profile, it is anticipated that the Court will not require the settling of a list of creditors of the Company nor any particular form of creditor protection to be put in place.

Furthermore, the Board has undertaken a review of the Company's liabilities (including contingent liabilities) and is of the view that, if required, the Company will be able to satisfy the Court that, as at the date on which the Court Order relating to the Capital Reduction becomes effective, the Capital Reduction would not result in the Company being unable to discharge the debt or claim of any creditor of the Company at that time when they fall due.

The Company intends that an application will be made for the Court to approve the Capital Reduction as soon as reasonably practicable after the Annual General Meeting, provided that Resolution 18 is passed as a special resolution. It is anticipated that the initial directions hearing in relation to the Capital Reduction would take place during the week commencing 20th May 2019, with the final Court hearing taking place during the week commencing 24 June 2019 with the Capital Reduction becoming effective on or around 28 June 2019, following the necessary registration of the Court Order at Companies House.

Provided the Capital Reduction is approved by shareholders and the Court, the distributable reserves so created would be available to be applied, in accordance with Part 23 of the Act, towards the future payment of dividends (and for the purposes of future share buybacks, should circumstances dictate it desirable to do so).

If the special resolution to approve the Capital Reduction is not passed by the requisite majority of shareholders at the AGM or Court approval is not obtained, the distributable reserves intended to be created by the Capital Reduction will not be available for use by the Company, for the purposes described above.

The Directors consider the Capital Reduction is likely to promote the success of the Company for the benefit of the shareholders as a whole and accordingly, the Board unanimously recommends that you vote in favour of the resolution, as the Directors intend to do in respect of the shares that they own or control amounting, in aggregate, to 602,120 Ordinary Shares representing approximately 0.12 per cent. of the issued share capital of the Company as at the date of this document.

### Recommendation

**Your Board considers the adoption of each of the resolutions to be in the best interests of the Company and its members as a whole. Accordingly, your Board unanimously recommends that shareholders vote in favour of each resolution, as they intend to do in respect of their own shareholdings.**

Yours faithfully

**Debbie Hewitt MBE**  
Chairman

**The Restaurant Group plc**

## NOTICE OF MEETING

Notice is given that the 64th Annual General Meeting of The Restaurant Group plc (the 'Company') will be held at the offices of MHP Communications at 6 Agar Street, London WC2N 4HN on **17 May 2019 at 10:00am** to consider and if thought fit, to pass Resolutions 1 to 13 inclusive as ordinary resolutions and Resolutions 14 to 18 inclusive as special resolutions.

### Report and Accounts 2018

1 THAT the Company's financial statements, together with the Directors' and the Auditor's Reports for the year ended 30 December 2018, be received.

### Director's Remuneration Report 2018

2. THAT the Directors' Remuneration Report for the year ended 30 December 2018 (excluding the Directors' remuneration policy), as set out in the Company's 2018 Annual Report and Accounts be approved.

### Declaration of final dividend

3. THAT a final dividend on the 28<sup>1</sup>/<sub>8</sub> pence Ordinary Shares of 1.47 pence per Ordinary Share be declared.

### Re-election and re-appointment of Directors

4. THAT Debbie Hewitt be re-elected a Director of the Company.

5. THAT Andy McCue be re-elected a Director of the Company.

6. THAT Kirk Davis be re-elected a Director of the Company.

7. THAT Graham Clemett be re-elected a Director of the Company.

8. THAT Simon Cloke be re-elected a Director of the Company.

9. THAT Mike Tye be re-elected a Director of the Company.

10. THAT Allan Leighton be re-appointed a Director of the Company.

### Re-appointment and Remuneration of Auditor

11. THAT Ernst & Young LLP be re-appointed as auditor of the Company to hold office until the conclusion of the next annual general meeting.

12. That the Directors be authorised to determine the remuneration of the auditor.

### Allotment of shares

13. THAT in substitution for any existing authority under section 551 of the Companies Act 2006 (the 'Act'), but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights ('relevant rights') to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £46,077,772, such authority to expire at midnight on 17 August 2020 or, if earlier at the conclusion of the

next annual general meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authority and the Directors of the Company may allot shares or grant relevant rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

### Waiver of pre-emption rights

14. That, subject to the passing of resolution 13 as set out in the notice of this meeting, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 13 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

(a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

(i) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

(ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities in the capital of the Company, as required by the rights of those securities or subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange; and

(b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £6,911,665,

and such power shall expire at midnight on 17 August 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company, but so that this power shall enable the Company to make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement as if such expiry had not occurred. This authority, and that provided in resolution 15, are in substitution for all existing power under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

15. That, subject to the passing of resolution 13 as set out in the notice of this meeting, the Directors be empowered, in addition to any authority granted under resolution 14 as set out in the notice of this meeting, pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 13 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

(a) up to an aggregate nominal amount of £6,911,665; and

(b) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the directors determine to be an acquisition or other 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 such power shall expire at midnight on 17 August 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company, but so that this power shall enable the Company to make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement as if such expiry had not occurred. This authority, and that provided in resolution 14, are in substitution for all existing power under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

### Authority to purchase own shares

16. THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares of 28<sup>1</sup>/<sub>8</sub> pence each in the capital of the Company and to cancel or hold in treasury such shares provided that:

(a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 49,149,623 (representing 10 per cent of the Company's issued Ordinary Share capital);

(b) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 28<sup>1</sup>/<sub>8</sub> pence per share;

(c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:

(i) an amount equal to 105 per cent of the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date on which the Ordinary Share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out.

(d) The authority hereby conferred shall expire at midnight on 17 August 2020 or, if earlier, at the conclusion of the Company's next annual general meeting unless such authority is renewed, revoked or varied prior to such time by the Company in general meeting; and

(e) The Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority 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 or contracts.

### Notice of General Meetings

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

### Cancellation of the share premium account

18. THAT, subject to the confirmation of the Court, the amount standing to the credit of the share premium account of the Company be reduced pursuant to sections 104 and 105 of the Act by the amount of £249,686,973.61 to zero.

### By order of the Board

Jean-Paul Rabin  
Company Secretary  
8 April 2019

**Registered office:**  
1 George Square  
Glasgow  
G2 1AL

**Registered in Scotland**  
**Registered number:**  
SC03034

## Notes

### Poll Voting

1. Voting on the resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held. As soon as practicable after the AGM, the results of the polls will be announced via a Regulatory Information Service and also placed on the Company website [www.trgplc.com](http://www.trgplc.com).

### Entitlement to attend and vote

2. Only those members entered on the Company's register of members not later than 6:30 pm on 15 May 2019 or, if the Meeting is adjourned, shareholders entered on the Company's register of members not later than 6:30 pm on the day two days prior to the time fixed for the adjourned meeting shall be entitled to attend and vote at the Meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the Meeting.

### Entitlement to appoint proxies

3. As a member, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company but must attend in person to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise the rights attached to any one share. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted.

### Appointing Proxies

4. A white form of proxy is enclosed. To be valid and effective, any proxy form and any power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power of attorney or authority must be deposited at the office of the Company's registrars at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA so as to be received not later than 10:00am on 15 May 2019. Completion of the proxy form or other instrument of proxy does not preclude a member from subsequently attending, voting and speaking at the Meeting in person if he or she so wishes. If you do attend and vote your shares, your proxy shall not be entitled to vote and any vote cast by your proxy in such circumstances shall be ignored.

### Appointment of Proxies through CREST

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 17 May 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). 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 & Ireland Limited's ('Euroclear') 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 to 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 RA19) by 10:00am on 15 May 2019. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular 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 his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection,

CREST members and, where applicable, their CREST sponsors or voting service 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.

### Corporate Representatives

6. Any corporate shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### Nominated Persons

7. A person to whom this Notice is sent who is a person nominated under section 146 of 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 Meeting. 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. The statement of the rights of members in relation to the appointment of proxies in paragraph 2 and 3 of these notes do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

### Shareholders' right to ask questions

8. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM except in certain circumstances including if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered or if to do so would involve the disclosure of confidential information.

### Shareholders' power to require website publication of audit concerns

9. 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 (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual report and accounts 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 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.

### Documents available for inspection

10. Copies of the Directors' service contracts and letters of appointment with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office during normal business hours (weekends and public holidays excepted) from the date of this Notice and shall also be available at the place of the Meeting at least 15 minutes prior to the Meeting and during the Meeting.

### Total Voting Rights

11. As at 5 April 2019 (being the latest practicable date prior to the publication of this document), the Company's issued share capital comprised 491,496,230 Ordinary Shares of 28½ pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company.

### Communication with the Company

12. You may not use any electronic address provided either in this Notice of Meeting or any related documents to communicate with the Company for any purpose other than as expressly stated.

Information about this meeting is available from the Company's investor relations web page: [www.trgplc.com/investors](http://www.trgplc.com/investors).

The  
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Group plc

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