



# Notice of the 101<sup>st</sup> Annual General Meeting of SEGRO plc

11.00 a.m. on 21 April 2022  
RSA House  
8 John Adam Street  
London WC2N 6EZ

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.  
If you are in any doubt about the action you should take, you should seek advice from an independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in SEGRO plc, please hand this document and the accompanying Proxy Form to the purchaser or transferee, or to your stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Following the UK Government's decision to lift Covid-19 restrictions, we will continue to monitor any changes made in response to the current guidance on travel, social distancing and public gatherings. We recommend that shareholders continue to check our website ([www.SEGRO.com](http://www.SEGRO.com)) where we will provide you with further information about the Annual General Meeting, or notify you about any alternative arrangements if necessary. Shareholders are still encouraged to vote in advance of the Annual General Meeting in accordance with the instructions contained in this Notice.

SEGRO plc  
Company Number 167591  
Registered in England and Wales  
Registered Office: 1 New Burlington Place, London, W1S 2HR

## **Annual General Meeting Schedule:**

10.30 a.m.	Registration desks open Refreshments
11.00 a.m.	Annual General Meeting starts – Chair’s introduction – Chief Executive’s business update and results for the 2021 financial year – Questions and answers – Poll vote on the resolutions
12.00 p.m.	Annual General Meeting closes

## **Attending the Annual General Meeting**

If you are able to attend the Annual General Meeting, please bring your Attendance Card with you. It authenticates your right to attend, speak and vote at the Annual General Meeting and will speed up your admission.

All joint holders can attend and speak at the Annual General Meeting, however, only the first shareholder listed on the Register of Members can vote.

The Directors believe that, in the interest of shareholder democracy, it is critical that the voting intentions of all members are taken into account, not just those who are able to attend the Annual General Meeting. We therefore propose to put all resolutions at the Annual General Meeting to shareholders by way of poll rather than show of hands. The Directors consider that a poll is more democratic since it allows the votes of all shareholders to be counted. Shareholders attending the Annual General Meeting will still have the opportunity to ask questions, form a view on the points raised and vote on each resolution.

The map and directions to the Annual General Meeting venue can be found at the back of this document.

## **Questions**

If you have any questions about the Annual General Meeting or your shareholding, please contact our Registrar, Equiniti Limited, by post at: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; by telephone on 0371 384 2186 (overseas +44 (0)121 4150 141) (Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales); or for shareholders who have already registered with Equiniti’s online portfolio service, Shareview, on the internet at [www.shareview.co.uk](http://www.shareview.co.uk).

## **Company Contact**

Email: [companysecretariat.mailbox@SEGRO.com](mailto:companysecretariat.mailbox@SEGRO.com)  
Telephone: +44 (0)20 7451 9100  
Website: [www.SEGRO.com](http://www.SEGRO.com)

## **Further information**

Copies of SEGRO’s 2021 Annual Report and Accounts and other shareholder information are available on the Company’s website at [www.SEGRO.com](http://www.SEGRO.com).

Further information for shareholders and information on how to vote on resolutions is set out on pages 8 to 10.

## Letter from the Chair

14 March 2022

### Dear Shareholder

The 101<sup>st</sup> Annual General Meeting (Annual General Meeting or Meeting) of SEGRO plc (the Company) will be held at 11.00 a.m. on Thursday 21 April 2022 at RSA House, 8 John Adam Street, London WC2N 6EZ. The Notice of Meeting (Notice) begins on page 3. An explanation of each of the resolutions to be proposed at the Meeting is set out on pages 5 to 7.

### Arrangements for the Annual General Meeting

We were disappointed that we could not welcome shareholders in person at our last two annual general meetings due to the Covid-19 pandemic. We are therefore pleased to announce that, at the time of issuing this Notice, our 2022 Meeting will be held in person.

The health, safety and wellbeing of our shareholders, colleagues and others involved in the Meeting is of paramount importance to us. Following the publication of the UK Government's 'Covid-19 Response: Living with Covid-19' there will no longer be restrictions in place at the venue. RSA House continues to operate Covid safety precautions. We request that anyone who has recently tested positive for Covid-19 and/or is showing symptoms, or anyone who lives with somebody who has recently tested positive, does not attend the Meeting. We strongly encourage attendees to continue to use face coverings when moving around in the venue, and keep their distance where others wish to do so.

Notwithstanding that we intend to hold a physical Annual General Meeting this year, it is our intention that a recording of the Meeting will also be available to view on the SEGRO website as soon as practicable following the close of the Meeting. Please refer to page 10 for further details on how to access the recording of the Annual General Meeting if you are unable to attend in person. Please note that this recording is provided for information purposes only; and shareholders will not be able to actively participate in nor does it form part of the meeting. In particular, shareholders not attending in person will not be able to vote on the day of the Meeting and should appoint a proxy or submit their votes in advance so that their votes are counted.

If it is necessary to provide you with further information about the Meeting, or notify you about any alternative arrangements, including any changes made in response to the UK Government's Covid-19 guidance on travel, social distancing and public gatherings, we will do so on our website ([www.SEGRO.com](http://www.SEGRO.com)).

### Voting

You may vote on the resolutions at the Meeting as follows:

- Appoint a proxy to vote on your behalf using the Proxy Form enclosed with this Notice. Shareholders who wish to appoint a proxy are recommended to appoint the Chair of the Meeting. The Proxy Form should be returned by **11.00 am on Tuesday 19 April 2022**; or
- Register your vote electronically by logging on to Equiniti's website [www.sharevote.co.uk](http://www.sharevote.co.uk).

As we have done in previous years, all resolutions at the Annual General Meeting will be put to shareholders by way of poll rather than a show of hands.

We encourage you to complete and return your Proxy Form appointing the Chair of the Meeting as your proxy regardless of whether you plan to join the Meeting in person. This will ensure that your vote will be counted even if you are unable to attend for whatever reason. Further information on how to appoint a proxy is set out on pages 8 and 9.

### Asking questions at the Annual General Meeting

Shareholders are able to ask questions at the Meeting and can do so in two ways:

- You can email us prior to the Meeting at [companysecretariat.mailbox@SEGRO.com](mailto:companysecretariat.mailbox@SEGRO.com); or
- You can ask a question at the Meeting by attending in person.

### Recommendation

The Board confirms that, in its opinion, all of the resolutions are in the best interests of the shareholders of the Company as a whole and unanimously recommends that shareholders vote in favour of them. The Directors intend to vote in favour of the resolutions in respect of their own beneficial shareholdings.

This is my final Annual General Meeting as Chair of SEGRO, as I will be retiring from the Board on 30 June 2022, and will hand the reins to Andy Harrison. Further details of Andy's appointment can be found on page 129 of the 2021 Annual Report and Accounts. I would like to thank you, on behalf of the Board, for your continuing support of SEGRO and wish the Company every success in the future.

Yours faithfully

**Gerald Corbett**  
Chair

# Notice of the 101<sup>st</sup> Annual General Meeting of SEGRO plc

Notice is hereby given that the 101<sup>st</sup> Annual General Meeting (Annual General Meeting or Meeting) of SEGRO plc (the Company) will be held at 11.00 a.m. on Thursday 21 April 2022 at RSA House, 8 John Adam Street, London WC2N 6EZ.

To consider, and if thought fit, pass the resolutions 1 to 20 (inclusive) as ordinary resolutions, and resolutions 21 to 24 (inclusive) as special resolutions.

## **2021 Annual Report and Accounts**

1. To receive the financial statements and the reports of the Directors and auditor for the year ended 31 December 2021.

## **Final Dividend**

2. To declare a final dividend of 16.9 pence per ordinary share to be paid as a Property Income Distribution as recommended by the Directors in respect of the year ended 31 December 2021, payable on 4 May 2022 to holders of ordinary shares registered in the Register of Members at the close of business on 18 March 2022.

## **Directors' Remuneration Report**

3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out on pages 136 to 155 of the 2021 Annual Report and Accounts.

## **Directors' Remuneration Policy**

4. To approve the Directors' Remuneration Policy as set out on pages 156 to 161 of the 2021 Annual Report and Accounts.

## **Re-election of Directors**

5. To re-elect Gerald Corbett as a Director.
6. To re-elect Mary Barnard as a Director.
7. To re-elect Sue Clayton as a Director.
8. To re-elect Soumen Das as a Director.
9. To re-elect Carol Fairweather as a Director.
10. To re-elect Andy Gulliford as a Director.
11. To re-elect Martin Moore as a Director.
12. To re-elect David Sleath as a Director.

## **Election of Directors**

13. To elect Simon Fraser as a Director.
14. To elect Andy Harrison as a Director.
15. To elect Linda Yueh as a Director.

## **Reappointment of Auditor**

16. To reappoint PricewaterhouseCoopers LLP as the Company's auditor to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.

## **Auditor's Remuneration**

17. To authorise the Audit Committee (on behalf of the Board) to determine the remuneration of the auditor.

## **Political donations and expenditure**

18. That, in accordance with section 366 of the Companies Act 2006 (the Act), the Company at the time at which this resolution is passed, or at any time during the period for which this resolution has effect, is authorised to:

- (a) make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act) or independent election candidates (as defined in section 363 of the Act), not exceeding £25,000 in total;
- (b) make political donations (as defined in section 364 of the Act) to political organisations other than political parties (as defined in section 363 of the Act), not exceeding £25,000 in total; and
- (c) incur political expenditure (as defined in section 365 of the Act), not exceeding £25,000 in total,

during the period beginning with the date of the passing of this resolution and ending on the date of the Company's next annual general meeting (or, if earlier, at the close of business on 20 July 2023). In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000.

## **Long Term Incentive Plan**

19. That, the amendment to the SEGRO plc 2018 Long Term Incentive Plan as described in Appendix 2 to this Notice be approved and the Directors be authorised to undertake or do anything necessary or desirable to bring this amendment into effect.

## **Authority to allot shares**

20. That, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the Company's power to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £40,081,848, on the following terms:

- (a) this authority expires (unless previously renewed, varied or revoked) at the end of the Company's next annual general meeting (or, if earlier, at the close of business on 20 July 2023); and
- (b) the Directors may make offers, and enter into arrangements, before the expiry of this authority, which would, or might, require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares and grant Rights pursuant to any such offer or agreements as if the authority had not expired; and the authority is in substitution for all subsisting authorities.

## **General power to disapply pre-emption rights**

21. That, if resolution 20 is passed, the Directors be and are hereby empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by resolution 20 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities or sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities in favour of:
  - i. ordinary shareholders where the equity securities respectively attributable to the interests of the ordinary shareholders (other than the Company) are proportionate (as nearly as may be) to the respective number of ordinary shares held by them; and

- ii. holders of other equity securities, as required by the rights of those securities,

or as the Directors otherwise consider necessary, and so that the Directors may impose any limits, exclusions or restrictions and make any arrangements which they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under the laws of, or the requirements of, any relevant regulatory body or stock exchange in, any territory, or any other matter; and

- (b) to the allotment (otherwise than pursuant to paragraph (a) above, of equity securities or sale of treasury shares up to a total aggregate nominal amount of £6,012,277,

such power to apply until the end of the Company's next annual general meeting (or, if earlier, until the close of business on 20 July 2023) but, in each case, prior to its expiry the Directors may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

**Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment**

22. That, if resolution 20 is passed, the Directors be and are hereby empowered pursuant to section 570 and section 573 of the Act, in addition to any power granted under resolution 21 to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by resolution 20 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a total aggregate nominal amount of £6,012,277; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after 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 including development expenditure,

such power to expire at the end of the Company's next annual general meeting (or, if earlier, at the close of business on 20 July 2023) but in each case, prior to its expiry the Directors may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the power had not expired.

**Authority to purchase own shares**

23. That, the Company be and is hereby 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 ordinary shares of 10 pence each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 120,245,545;
- (b) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10 pence;
- (c) the maximum price which may be paid for each ordinary share (exclusive of expenses) shall be the higher of:
  - i. an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
  - ii. an amount that is the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out;
- (d) this authority shall expire (unless previously renewed, varied or revoked) at the end of the Company's next annual general meeting (or, if earlier, at the close of business on 20 July 2023); and
- (e) before this authority expires, the Company may make a contract to purchase its ordinary shares under this authority which would or might involve the Company purchasing its own shares after this authority expires and the Company may purchase its ordinary shares pursuant to such contract as if this authority had not expired.

**Notice of General Meeting**

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

By order of the Board

**Julia Foo**  
Company Secretary  
1 New Burlington Place  
London W1S 2HR

14 March 2022

# Annual General Meeting Resolutions

## – Notes

**The following pages provide an explanation of the resolutions which are to be proposed at this year's Annual General Meeting. The Notice can be found on pages 3 and 4.**

Resolutions 1 to 20 (inclusive) will be proposed as ordinary resolutions, and resolutions 21 to 24 (inclusive) will be proposed as special resolutions.

For a resolution proposed as an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

For a resolution proposed as a special resolution to be passed, not less than 75 per cent of the votes cast must be in favour of the resolution.

**Resolution 1 – To receive the financial statements and the reports of the Directors and the auditor for the financial year ended 31 December 2021.**

For each financial year, the Directors must present the Company's Financial Statements, the Directors' Report and the Auditor's Report to the shareholders at a general meeting. The 2021 Annual Report and Accounts were made available to shareholders on 3 March 2022.

**Resolution 2 – To declare a final dividend of 16.9 pence per ordinary share.**

The Company paid an interim dividend of 7.4 pence per ordinary share on 24 September 2021 (with the entire amount being an ordinary cash dividend). The Directors recommend a final dividend of 16.9 pence per ordinary share to be paid as a Property Income Distribution in respect of the year ended 31 December 2021, bringing the total for the year to 24.3 pence per ordinary share.

Subject to approval by shareholders, the final dividend will be paid on 4 May 2022 to shareholders on the Register of Members as at the close of business on 18 March 2022.

**Resolution 3 – To approve the Directors' Remuneration Report for the financial year ended 31 December 2021.**

This resolution deals with the remuneration of the Directors and seeks approval for the remuneration paid to the Directors during the year under review.

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together, the Directors' Remuneration Report). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors' Remuneration Policy). This is an advisory vote.

The Directors' Remuneration Report is set out on pages 136 to 155 of the 2021 Annual Report and Accounts.

**Resolution 4 – To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report in the 2021 Annual Report and Accounts.**

The Company is separately required to seek shareholders' approval of its policy on remuneration of Directors as set out in the Directors' Remuneration Policy (Policy). This is a binding vote.

Our Directors' Remuneration Policy was last approved by shareholders in 2019 and, in line with the requirements to submit this for shareholder approval every three years, the Remuneration Committee has undertaken a review and consultation process to ensure that this remains fit for purpose, and supports our strategy and our long-term sustainable success.

We have consulted with major shareholders, employees and key proxy advisory agencies. The Remuneration Committee proposes to

implement changes to the Policy, the details of which can be found on pages 156 to 161 of the 2021 Annual Report and Accounts, together with a comparison to the existing policy on pages 137 and 138.

The Policy, if approved, will take effect for the 2022 performance year, for any awards made on or after 1 January 2022 and will apply until replaced by a new or amended policy. Once the Policy is effective, the Company will not be able to make remuneration payments or loss of office payments to a current or past Director, unless the payment is consistent with the approved Policy or has been otherwise approved by an ordinary resolution of the Company's shareholders. If the Policy is not approved by the shareholders for any reason the Company will, to the extent permitted to do so under the 2006 Act, continue to make payments to Directors in accordance with the Directors' Remuneration Policy approved by shareholders at the Annual General Meeting held on 18 April 2019.

**Resolutions 5 to 12 – Re-election of Gerald Corbett, Mary Barnard, Sue Clayton, Soumen Das, Carol Fairweather, Andy Gulliford, Martin Moore and David Sleath.**

The Company's Articles require all directors to retire at each annual general meeting and provides that they may offer themselves for re-election. Accordingly, all Directors will submit themselves for re-election by shareholders.

The performance of the Directors is considered each year and the Board has confirmed that all Directors continue to perform effectively, are appropriately skilled and experienced and have demonstrated commitment to their respective roles.

The Company's Nomination Committee is cognisant of some shareholders' concerns in respect of potential overboarding and has considered the commitments of all of the Company's Non-Executive Directors. It has concluded that each of them has sufficient time to commit to the Company and are not overboarded. Any conflicts of interest are recorded and approved by the Board at each meeting. Directors have a duty to keep the Board updated about any changes to these conflicts. Additionally, attendance levels at Board and Committee meetings are monitored and any absences explained in the Annual Report.

The Board is satisfied that each of the Non-Executive Directors continues to be independent in accordance with the 2018 UK Corporate Governance Code (Code), and that their individual contributions are, and continue to be, important to the Company's long-term sustainable success.

Biographies of all the Directors seeking re-election are set out in Appendix 1.

**Resolutions 13 to 15 – Election of Simon Fraser, Andy Harrison and Linda Yueh as Directors.**

Simon Fraser and Linda Yueh were each appointed as Independent Non-Executive Directors with effect from 1 May 2021.

Andy Harrison will be appointed as an Independent Non-Executive Director with effect from 1 April 2022 and subject to election at the 2022 Meeting will succeed Gerald Corbett as Chair of the Board and the Nomination Committee on 30 June 2022.

The Articles require any Director who has been appointed by the Board since the last annual general meeting to stand for election as a Director by the shareholders at the following annual general meeting. Accordingly, Simon Fraser, Andy Harrison and Linda Yueh are seeking election as Non-Executive Directors at this Meeting. The Board is satisfied that Simon Fraser, Andy Harrison and Linda Yueh are independent in accordance with the Code.

As detailed earlier, the Nomination Committee has considered the commitments of Simon Fraser, Andy Harrison and Linda Yueh and has concluded that they have sufficient time to commit to the Company and are not overboarded.

Biographies of the Directors seeking election are set out in Appendix 1.

**Resolution 16 – To reappoint PricewaterhouseCoopers LLP as the Company's auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.**

The Board on the advice of the Audit Committee recommends that PricewaterhouseCoopers LLP be reappointed as auditor of the Company.

**Resolution 17 – To authorise the Audit Committee to determine (on behalf of the Board) the remuneration of the auditor.**

The shareholders of the Company are requested to authorise the Audit Committee (on behalf of the Board) to agree the level of the auditor's remuneration.

**Resolution 18 – To authorise political donations under the Act.**

The Company's policy is not to make any donations to political parties. However, the Act contains restrictions on companies making political donations and incurring political expenditure and it defines these terms very widely. Although the Company does not intend to make political donations or incur political expenditure as the term is currently understood, this authority will ensure that the Company and its subsidiaries do not commit any technical breach that could arise from the wide definitions contained within the Act when carrying on their normal business activities. As required by the Act, this resolution is in general terms and does not purport to authorise particular donations or expenditure. No political donations were made by the Company or its subsidiaries during the year ended 31 December 2021.

**Resolution 19 – To amend the rules of the SEGRO plc 2018 Long Term Incentive Plan.**

The proposed amendment to the rules of the SEGRO plc 2018 Long Term Incentive Plan (LTIP) which were last approved by shareholders in 2019 and already incorporate malus and clawback provisions in accordance with 'best practice' for UK-listed companies, reflects changes proposed to the Directors' Remuneration Policy, as explained in the Letter from the Chair of the Remuneration Committee on pages 136 to 138 of the 2021 Annual Report and Accounts. In essence, the proposed amendment sets the limit on the value of shares over which a participant can be granted awards under the LTIP in respect of any financial year of the Company at 300 per cent of salary, aligning it with the maximum annual award that can be granted under the proposed Directors' Remuneration Policy.

**Resolution 20 – Authority to allot shares.**

Resolution 20 gives the Directors the authority to allot ordinary shares (or grant rights to subscribe for or to convert any security into ordinary shares) up to a maximum nominal amount of £40,081,848 (representing 400,818,484 ordinary shares). Such amount represents approximately one third of the Company's issued ordinary share capital as at 14 March 2022 (being the last practicable date prior to the publication of this Notice), which is consistent with the Investment Association (IA) guidance limit.

The authority will expire at the earlier of close of business on 20 July 2023 and the end of the Company's next annual general meeting in 2023.

The Company does not currently hold treasury shares.

The Directors have no present intention to exercise the authority sought under resolution 20, except in relation to the Company's scrip dividend scheme.

The authorities granted under resolutions 21 and 22 referred to below will allow the Company to allot ordinary shares for cash under resolution 20 without first offering them to existing shareholders in proportion to their existing shareholding for up to a maximum of 10 per cent of the Company's issued share capital only.

**Resolution 21 – General power to disapply pre-emption rights.**

Resolution 21 will give the Directors authority, in certain circumstances, to allot ordinary shares pursuant to the authority granted under resolution 20, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing shareholding.

The authority would be limited to allotment or sales:

- (a) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of such securities or as the Directors otherwise consider necessary; and
- (b) otherwise up to a maximum nominal value of £6,012,277 (representing 60,122,772 ordinary shares). This aggregate nominal amount represents approximately 5 per cent of the Company's issued ordinary share capital as at 14 March 2022 (the last practicable date prior to the publication of this Notice).

In respect of this maximum nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (which were last amended on 12 March 2015) (Principles) regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with shareholders. This approach is endorsed by the IA.

The authority will expire (unless previously renewed, varied or revoked) at the earlier of close of business on 20 July 2023 and the conclusion of the Company's next annual general meeting.

**Resolution 22 – Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment.**

The authority set out in resolution 22 is in addition to that proposed by resolution 21 and would be limited to allotments or sales up to a maximum nominal value of £6,012,277 as at 14 March 2022 (being the last practicable date prior to the publication of this Notice) and representing approximately 5 per cent of the Company's issued share capital.

This additional authority is to be used for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Principles, and for the purpose of funding the Company's development pipeline as described in the 2021 Annual Report and Accounts.

The Principles state that, in addition to the standard annual disapplication of pre-emption rights which permits companies to issue for cash on a non pre-emptive basis equity securities representing no more than 5 per cent of the Company's issued ordinary share capital, the Pre-Emption Group is supportive of extending the general disapplication power by an amount equal to 5 per cent of a company's issued ordinary share capital for certain purposes. In accordance with the provisions of the Principles, the Company confirms its intention that the additional power sought by the Company pursuant to this resolution (equal to 5 per cent of the issued ordinary share capital of the Company) can be used in connection with one or more acquisitions or specified capital investments, which are announced contemporaneously with the relevant issue. In May 2016, the Pre-Emption Group recommended that this additional 5 per cent authority be sought in a separate resolution, which is the approach the Company has again taken this year, as in the 2021 annual general meeting.

The Company also seeks authority to use this additional power for the purposes of funding its development pipeline. As a Real Estate Investment Trust, the Company is obliged to distribute 90 per cent of its UK rental profits to shareholders and accordingly cannot retain sufficient earnings to fund its development pipeline. The Company would use this authority to fund the development of specific projects for the purpose of expanding its portfolio and creating assets to hold in line with its strategy as a long-term property investor.

The authority will expire (unless previously renewed, varied or revoked) at the earlier of the close of business on 20 July 2023 and the conclusion of the Company's next annual general meeting.

***Resolution 23 – To authorise the Company to make market purchases of its ordinary shares.***

Resolution 23 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act.

With the authority of shareholders, the Company is empowered by the Articles to buy back its own ordinary shares in the market as permitted by the Act. This authority sets minimum and maximum prices and limits the number of shares that could be purchased to a maximum of 120,245,545 shares, representing approximately 10 per cent of the Company's issued share capital as at 14 March 2022 (the last practicable date prior to the publication of this Notice).

The Company renewed its authority to purchase its own shares at the annual general meeting in 2021 and no shares have been purchased pursuant to this authority. The Directors now seek to renew this general authority, which will be exercised only if, in the opinion of the Directors, this will result in an increase in earnings per share and would be in the best interests of the Company and its shareholders generally, given the market conditions and the price prevailing at the time. The Board has no present intention to exercise this authority. This general authority will be renewable annually.

The Act permits companies to hold any shares acquired by way of market purchase in treasury rather than having to cancel them. The Company would consider holding any of its own shares purchased under the authority granted by resolution 23 as treasury shares. This would give the Company the ability to re-issue the treasury shares as and when required quickly and in a cost effective manner and would provide additional flexibility in the management of the Company's capital base. No dividends would be paid on shares while held in treasury and no voting rights would attach to those shares. However, prevailing circumstances may mean that the shares are cancelled immediately on repurchase.

As at 14 March 2022 (the last practicable date prior to the publication of this Notice) the total number of options to subscribe for equity shares outstanding was 269,586, which represents 0.02 per cent of the issued ordinary share capital of the Company and would, assuming no further ordinary shares are issued, represent approximately 0.02 per cent of the issued share capital of the Company if full authority to purchase shares (under both the existing authority and that being sought at this year's Annual General Meeting) was used.

The Company does not currently hold treasury shares.

***Resolution 24 – To enable a general meeting other than an annual general meeting to be held on not less than 14 clear days' notice.***

In accordance with the Act the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period which cannot, however, be less than 14 clear days. The Company would like to have the ability to call general meetings (other than annual general meetings) on less than 21 clear days' notice. Resolution 24 seeks such approval.

Annual general meetings will continue to be held on at least 21 clear days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where flexibility is merited by the business of the new meeting and is thought to be in the interests of shareholders as a whole. In accordance with the Act, the Company will also continue to meet the requirements for electronic voting. The approval will be effective until the next annual general meeting when it is intended that a similar resolution will be proposed.

# Shareholder Information

## 1. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting, shareholders must be registered in the Register of Members of the Company at 6.30 p.m. on 19 April 2022 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

All joint holders can attend and speak at the Annual General Meeting, however, only the first shareholder listed on the Register of Members can vote.

## 2. Appointment of proxies

Any shareholder of the Company entitled to attend, speak and vote at the Annual General Meeting may appoint one or more proxies to attend, speak and vote instead of him or her. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. If more than one proxy is appointed, the appointment of each proxy must specify the shares held by the shareholder in respect of which each proxy is to vote.

In the case of most joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).

A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent the shareholder. We encourage shareholders to appoint the Chair of the Meeting as proxy. This will ensure that your vote is counted even if you are unable to attend for whatever reason. Details of how to appoint the Chair of the Meeting or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form. If a shareholder wishes a proxy to speak on their behalf at the Annual General Meeting, a proxy of their own choice (not the Chair of the Meeting) must be appointed and given direct instruction.

Appointment of a proxy will not subsequently preclude a shareholder from attending and voting at the Annual General Meeting if they wish to do so.

A Proxy Form, which may be used to make such an appointment and give proxy instructions, accompanies the Notice. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact our Registrar, Equiniti Limited, using the contact details listed in note 15.

The Proxy Form, any instrument appointing a proxy, together with any power of attorney or other authority under which it was signed (or a notarial certified copy or duly certified copy thereof), to be valid, must be received by post or (during normal business hours) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.00 a.m. on 19 April 2022, or in the event of an adjournment, not less than two business days before the stated time of the adjourned meeting.

Shareholders can also register the appointment of a proxy or proxies online by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk). To use this service shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the accompanying Proxy Form. Full details of the procedure are given on the website. Alternatively, shareholders who have already registered with Equiniti's online

portfolio service, Shareview, can appoint a proxy or proxies by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using their usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote, then follow the on screen instructions. The proxy appointments and instructions must be received by Equiniti by no later than 11.00 a.m. on 19 April 2022, or in the event of an adjournment, not less than two business days before the stated time of the adjourned meeting.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act (nominated persons).

Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:00 am on 19 April 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## 3. Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via [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 made by means of CREST to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 as 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 the latest time(s) for receipt of proxy appointments specified in the Notice. 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 appointees by other means.

CREST members and, where applicable, their CREST sponsor(s) or voting service provider(s) should note that Euroclear UK & Ireland Limited 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(s) 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 sponsor(s) or voting service provider(s) 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 Uncertified Securities Regulations 2001.

#### **4. Corporate representatives**

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

#### **5. Euroclear France members**

Euroclear France members should refer to the notice provided by BNP Paribas Securities Services for details of the process for exercising their voting rights and appointing a proxy or proxies.

#### **6. Share Incentive Plan Form of Direction**

Share Incentive Plan participants are requested to complete and sign the Form of Direction sent directly to participants following the posting of the Notice, and return it to the Plan Administrator, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA to be received no later than 5.00 p.m. on 14 April 2022. By completing and returning a Form of Direction, the participants will direct Equiniti Share Plan Trustees Limited, the Trustee of the SEGRO plc Share Incentive Plan, to vote on their behalf at the Annual General Meeting.

#### **7. Voting**

As at previous annual general meetings, voting on each resolution will be conducted by way of a poll. The Directors consider that a poll is more democratic since it allows the votes of all shareholders to be counted.

The voting results from the Annual General Meeting will be released to the London Stock Exchange and Euronext Paris following the conclusion of the Annual General Meeting, and will also be made available on the Company's website at [www.SEGRO.com](http://www.SEGRO.com).

You may have the right to request certain information to enable you to determine that your vote on a poll was validly recorded and counted. You can do this by contacting Equiniti no later than 30 days from the date of the Annual General Meeting using the contact details set out in note 15.

#### **8. Total Voting Rights**

As at 14 March 2022 (being the last practicable date prior to the publication of the Notice) the Company's issued share capital consisted of 1,202,455,454 ordinary shares of 10 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 14 March 2022 was 1,202,455,454. The Company has no treasury shares.

#### **9. Shareholders' power to requisition website publication of audit concerns**

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company 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 out before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual reports and accounts 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

#### **10. Shareholders' right to ask questions**

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

Shareholders will be able to ask questions either: (i) in person at the Annual General Meeting; or (ii) by emailing us in advance of the Annual General Meeting at [companysecretariat.mailbox@SEGRO.com](mailto:companysecretariat.mailbox@SEGRO.com) before 5.00 p.m. on 19 April 2022.

#### **11. Information on website**

A copy of this Notice, and other information required by section 311A of the Act and the 2021 Annual Report and Accounts can be found on the Company's website at [www.SEGRO.com](http://www.SEGRO.com).

#### **12. Documents for inspection**

Copies of the following documents are available for inspection during usual business hours on any weekday (public holidays excepted) at the Company's registered office: 1 New Burlington Place, London, W1S 2HR and will be available for inspection at RSA House, 8 John Adam Street, London WC2N 6EZ on 21 April 2022 from 10.30 a.m. until the close of the Annual General Meeting:

- a. copies of Directors' service agreements; and
- b. copies of Non-Executive Directors' letters of appointment;

We ask that any persons wishing to inspect these documents book an appointment in advance of their visit by contacting [companysecretariat.mailbox@SEGRO.com](mailto:companysecretariat.mailbox@SEGRO.com).

In addition, the amended rules of the SEGRO plc 2018 Long Term Incentive Plan (with the proposed amendment to the rules highlighted) will be available for inspection by shareholders on the National Storage Mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this

Notice and at the place of the Annual General Meeting from 30 minutes prior to its commencement until its conclusion.

### **13. Data protection**

The Company may process personal data of attendees at the Annual General Meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. SEGRO shall process such personal data in accordance with its privacy policy, which can be found at [www.SEGRO.com/site-services/privacy-and-cookies](http://www.SEGRO.com/site-services/privacy-and-cookies).

The Company does not give shareholders permission to video or audio record the Annual General Meeting.

### **14. Communications with the Company**

Shareholders who wish to communicate with the Company in relation to the Annual General Meeting should do so using the following means: (i) by emailing the Company Secretary on [companysecretariat.mailbox@SEGRO.com](mailto:companysecretariat.mailbox@SEGRO.com); or (ii) by writing to the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Shareholders are advised that no other methods of communication will be accepted. In particular, you may not use any electronic address provided either in the Notice or in any related documents to communicate with the Company for any purposes other than those expressly stated.

### **15. Further information**

If you have any questions about the Annual General Meeting or your shareholding, please contact our Registrar, Equiniti Limited, by post at: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; by telephone on +44 0371 384 2186 (or +44 (0)121 4150 141 from overseas). (Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales); or for shareholders who have already registered with Equiniti's online portfolio service, Shareview, on the internet at [www.shareview.co.uk](http://www.shareview.co.uk).

### **16. Webcast**

A recording of the Annual General Meeting will be made available via the SEGRO website as soon as practicable following the close of the Meeting on 21 April 2022 and will remain available for a period of 30 days.

To view the recording, please visit [www.segro.com/investors/shareholder-information/general-meetings/2022](http://www.segro.com/investors/shareholder-information/general-meetings/2022) and select 'Watch the 2022 AGM Webcast'. You will be redirected to a webpage where the webcast is hosted. If you have previously registered to view another SEGRO webcast you will be asked to log in using your registered email address. Otherwise, new viewers will be asked to complete the short registration form, accept the terms and conditions, and register.

Please note that this recording is provided for information purposes only and shareholders will not be able to actively participate in nor does it form part of the meeting. In particular, shareholders not attending in person will not be able to vote on the day of the Annual General Meeting and should appoint a proxy or submit their votes in advance so that their votes are counted.

# Appendix 1

## Directors' biographies

### **Gerald Corbett**

Chair  
Chair of the Nomination Committee

#### **Appointed**

1 March 2016  
(Chair from 22 April 2016)

#### **Skills, experience and contribution**

Gerald's extensive experience as a director and a chair across various sectors brings indispensable strategic insight to the boardroom. Throughout his career he has been a director of 13 public companies, seven of which he has chaired.

#### **Current appointments**

Chairman, St Albans Cathedral Foundation | Trustee, National Churches Trust

#### **Previous appointments**

Chair, Marylebone Cricket Club | Chair, Betfair | Chair, Britvic plc | Chair, Moneysupermarket.com | Chair, Numis Corporation plc | Chair, SSL International plc | Chair, Woolworths Group plc | Non-Executive Director, MEPC | Non-Executive Director, Greencore Group | Non-Executive Director, Burmah Castrol | Finance Director, Redland and Grand Metropolitan | Chief Executive, Railtrack

### **Mary Barnard**

Independent Non-Executive Director  
Member of the Audit, Nomination and Remuneration Committees

#### **Appointed**

1 March 2019

#### **Skills, experience and contribution**

Mary has extensive commercial and general management experience and a deep understanding of customer needs and trends through her various international roles in sales and marketing. She has a strong knowledge of the operation of the retail market and supply chain.

#### **Current appointments**

Chief Commercial Officer, Mondelez International Inc

#### **Previous appointments**

President, European Chocolate Category, Mondelez International Inc | Senior Vice President and General Manager, Pepsi-Lipton Partnership | Non-Executive Director, Poundland Group plc | President, CAOBISCO | Chair, Cadbury Foundation | EXCO Member, Food & Drink Federation and Institute of Grocery Distribution

### **Sue Clayton**

Independent Non-Executive Director  
Member of the Audit, Nomination and Remuneration Committees

#### **Appointed**

1 June 2018

#### **Skills, experience and contribution**

Sue brings a wealth of property market knowledge to the Board, with over 30 years of experience in property investment markets, having worked in the UK commercial property market for her whole career. She is active in promoting diversity including through her former role as the Chair of Women's Network at CBRE and as co-founder of Real Estate Balance.

She is a Fellow of the Royal Institution of Chartered Surveyors (FRICS).

#### **Current appointments**

Non-Executive Director, Helical plc | Member of the Committee of Management, Hermes Property Unit Trust | Chair, Barwood 2017 Property Fund | Trustee, Reading Real Estate Foundation

#### **Previous appointments**

Head of National Investment; Managing Director of Capital Markets, CBRE | Board member, CBRE UK Management and Executive Boards, CBRE Group Inc

### **Soumen Das**

Chief Financial Officer

#### **Appointed**

16 January 2017

#### **Skills, experience and contribution**

Soumen combines leadership of the finance functions with a wider contribution to the business through strategy, investment and innovation. He brings his extensive board-level experience and deep knowledge of capital markets to the Group, having been Chief Financial Officer of listed companies for over 11 years and with a background as corporate financier.

#### **Current appointments**

Non-Executive Director, NEXT plc

#### **Previous appointments**

Managing Director and Chief Financial Officer, Capital & Counties Properties plc (CapCo) | Partner, Mountgrange Investment Management LLP | Executive Director, UBS

**Carol Fairweather**

Independent Non-Executive Director  
Chair of the Audit Committee  
Member of the Nomination and Remuneration Committees

**Appointed**

1 January 2018

**Skills, experience and contribution**

Carol has recent and relevant financial experience and brings commercial knowledge to the Board. Her prior experience as Chief Financial Officer of the retailer Burberry Group is valuable to the Company in her understanding of retail and digital commerce trends.

Carol is a Fellow of the Institute of Chartered Accountants in England and Wales.

**Current appointments**

Non-Executive Director, Smurfit Kappa Group plc | Trustee, Somerset House Trust

**Previous appointments**

Chief Financial Officer, Burberry Group | Director of Finance, News International Ltd | UK Regional Controller, Shandwick plc

**Andy Gulliford**

Chief Operating Officer

**Appointed**

1 May 2013

**Skills, experience and contribution**

Andy has worked in a variety of real estate roles and brings extensive knowledge of the Company and the real estate sector in both the UK and Continental Europe. He joined SEGRO in 2004 and has been influential in the successful delivery of a record number of development completions for the Company as well as for its strong operational performance.

Andy is a member of the Royal Institution of Chartered Surveyors (MRICS).

**Current appointments**

Director, LandAid Charitable Trust Limited

**Previous appointments**

European Director, Jones Lang LaSalle | Director of Corporate Acquisitions; Business Development Director; Managing Director for Continental Europe, SEGRO

**Martin Moore**

Senior Independent Non-Executive Director  
Member of the Audit, Nomination and Remuneration Committees

**Appointed**

1 July 2014

**Skills, experience and contribution**

With over 40 years' experience of real estate and the property sector, Martin brings industry knowledge and breadth of practice to the Board.

He is a member of the Royal Institution of Chartered Surveyors (MRICS).

**Current appointments**

Chairman, Secure Income REIT plc

**Previous appointments**

Chairman, BMO Commercial Property Trust | Senior Adviser Kohlberg Kravis Roberts & Co LLP | Chief Executive and Chair, M&G Real Estate | Adviser and Commissioner, The Crown Estate | Board member and President, British Property Federation | Board member and Chair, Investment Property Forum | Commissioner, Historic England | Non-Executive Director, M&G Asia Property Fund

**David Sleath OBE**

Chief Executive

**Appointed**

1 January 2006

(Chief Executive from 28 April 2011; Finance Director from 1 January 2006 to 28 April 2011)

**Skills, experience and contribution**

David has considerable board level experience of listed companies and has extensive knowledge of the real estate, manufacturing and distribution sectors, and the Company. His financial and general management experience has helped lead the successful design and implementation of the Company's strategy during his tenure as Chief Executive.

David is a Fellow of the Institute of Chartered Accountants in England and Wales.

**Current appointments**

Senior Independent Non-Executive Director, Electrocomponents plc | Board member, European Public Real Estate Association

**Previous appointments**

Senior Non-Executive Director, Bunzl plc | Finance Director, Wagon plc | Partner, Arthur Andersen | President and board member of the British Property Federation

**Simon Fraser**

Independent Non-Executive Director  
Chair of the Remuneration Committee  
Member of the Audit and Nomination Committees

**Appointed**

1 May 2021

**Skills, experience and contribution**

Simon has extensive knowledge of working on remuneration committees, having previously chaired the remuneration committees at Derwent London and Lancashire Holdings. He is a former investment banker with a wealth of financial experience, having spent the majority of his career with Bank of America Merrill Lynch where he was appointed Managing Director and Co-Head of the Corporate Broking division in 2004.

**Current appointments**

Non-Executive Director, Legal & General Investment Management (Holdings) Ltd | Senior Independent Director, Lancashire Holdings Ltd | Non-Executive Director, Lancashire Syndicates Limited

**Previous appointments**

Senior Independent Director, Derwent London plc | Managing Director/Division Co-Head, Corporate Broking, Merrill Lynch/Bank of America

**Andy Harrison**

Independent Non-Executive Director (expected from 1 April 2022)  
Member of the Nomination Committee (Chair of the Nomination Committee expected from 30 June 2022)

**Expected Appointment**

1 April 2022 (Chair from 30 June 2022)

**Skills, experience and contribution**

Andy is an experienced chair having held the position at Dunelm Group plc for over six years. He is also a former CEO who has led multiple large consumer facing organisations with strong service offerings. His leadership and business understanding will prove invaluable.

**Current appointments**

Chair, Dunelm Group plc

**Previous appointments**

Chief Executive, Whitbread plc | Chief Executive, easyJet plc | Chief Executive, RAC plc | Non-Executive Director and Audit Committee Chair, EMAP plc

**Linda Yueh**

Independent Non-Executive Director  
Member of the Audit, Nomination and Remuneration Committees

**Appointed**

1 May 2021

**Skills, experience and contribution**

Linda brings a broad range of skills to the Board, including robust commercial experience and a strong background in economics, as a Fellow in Economics at St Edmund Hall, Oxford University, Adjunct Professor of Economics at London Business School and Visiting Professor at London School of Economics and Political Science.

**Current appointments**

Non-Executive Director, Rentokil Initial plc | Senior Independent Director, Fidelity China Special Situations plc | Chair, Baillie Gifford's The Schiehallion Fund Ltd | Adviser, UK Board of Trade | Member, Independent Review Panel on Ring-fencing and Proprietary Trading

**Previous appointments**

Non-Executive Director, Baillie Gifford's Scottish Mortgage plc | Non-Executive Director, JP Morgan Asian Growth and Income plc | Chief Business Correspondent, BBC News | Economics Editor, Bloomberg News | Corporate Lawyer, Paul Weiss Rifkind Wharton & Garrison LLP

Further information on the skills and experience, independence and tenure of the Directors, as well as the diversity of the Board as a whole, is available in the Nomination Committee Report starting on page 124 of the 2021 Annual Report and Accounts.

## Appendix 2

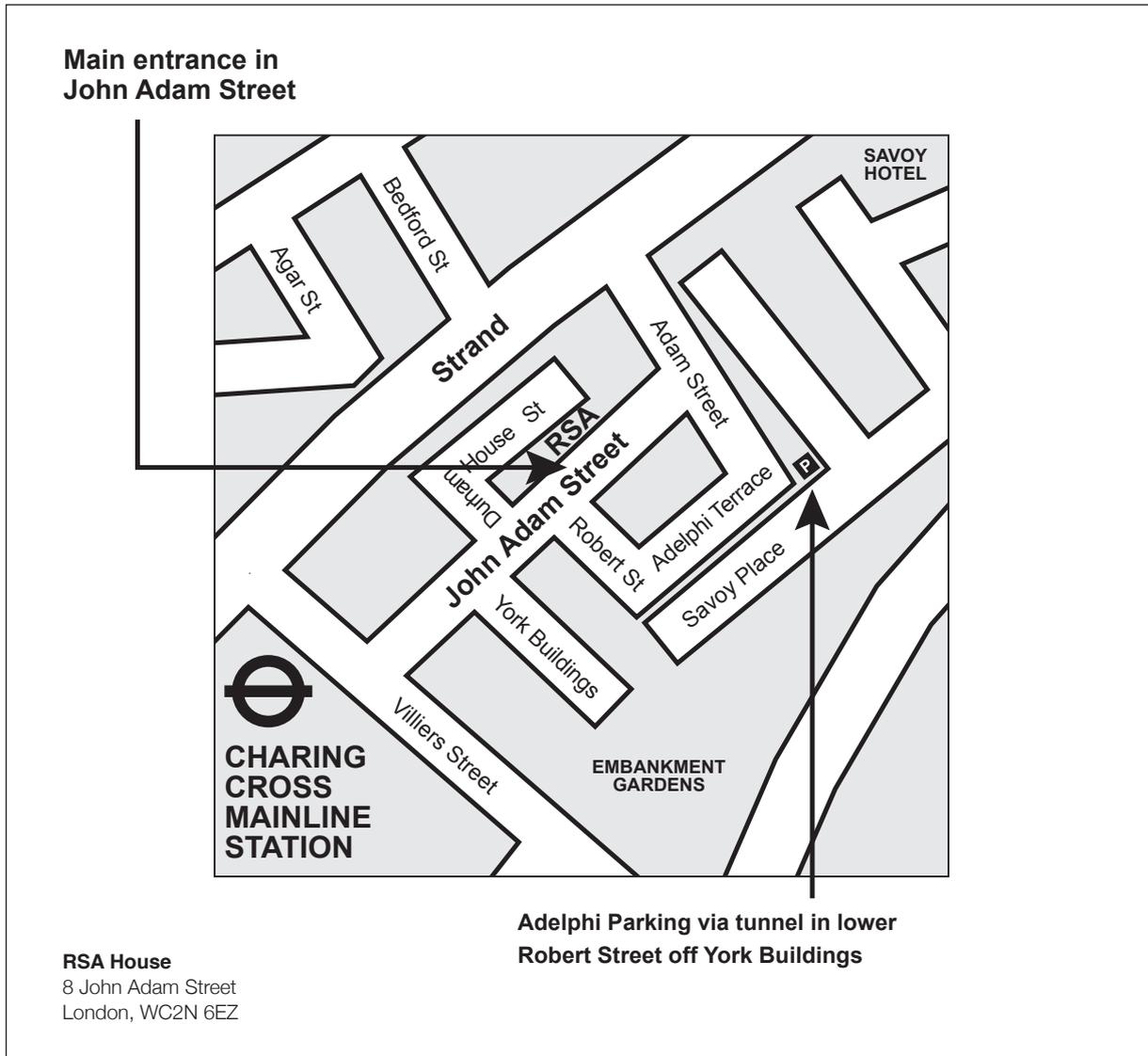
### Amendment to the rules of the SEGRO plc 2018 Long Term Incentive Plan ('LTIP') (as amended)

It is proposed that the 'individual limit' in the LTIP rules last approved by the Company's shareholders in 2019 be amended to align with the maximum award level set out in the proposed Directors' Remuneration Policy referred to in Resolution 4 of this Notice. This will mean in practice that, if the new Directors' Remuneration Policy is approved by the Company's shareholders, the LTIP awards contemplated by the new Directors' Remuneration Policy can be granted under the LTIP rules.

Following the proposed amendment, the maximum award (as valued by the Remuneration Committee) that may be granted to a participant under the LTIP in respect of any financial year of the Company will be 300 per cent of salary.

## Getting to the Annual General Meeting

The Annual General Meeting will be held at RSA House, 8 John Adam Street, London WC2N 6EZ.



### Transport

The RSA's main building is located just behind the Strand in central London, within easy walking distance of underground and railway stations.

#### By Tube

The nearest underground stations are Charing Cross (5 minutes), Embankment (5 minutes), Covent Garden (10 minutes) and Leicester Square (10 minutes).

#### By Rail

Charing Cross is the nearest mainline train station, just a five minute walk away, and Victoria and Euston are easily accessible with direct links to Embankment.

#### By Car

There is a public car park in the immediate vicinity, located on Adelphi Terrace, as well as limited metered on street parking.

### Disabled access

RSA House is accessible to wheelchair users, however there are some uneven floors, awkward corners and narrow doorways which may restrict movement. A small, narrow gauge wheelchair is available at Reception should it be required. Facilities include a Blue Badge parking bay on John Adam Street, opposite the entrance to RSA House, and a 'Deaf Alert' paging system, attached to the main fire alarm, and induction loops for the hard of hearing.