

# Shaftesbury

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

It contains the resolutions to be voted on at the Annual General Meeting to be held on 10 February 2017. If you are not sure about any of the proposals or the action you should take, you should consult with a stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom (or, if not, from another appropriately authorised financial adviser). If you have sold or transferred all your shares in Shaftesbury, please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the stockbroker, bank or other agent who arranged the sale or transfer.

16 December 2016

**Dear Shareholder**

**2017 Annual General Meeting**

We are holding our Annual General Meeting at the Ham Yard Hotel, 1 Ham Yard, London W1D 7DT on 10 February 2017 at 11am. The Notice of Meeting and proxy form are enclosed with this letter.

I hope you will attend, but if you are unable to do so please fill in the proxy form and return it to our registrars as soon as possible. The proxy form must be received by 11am on 8 February 2017.

The directors consider that all the resolutions to be proposed at the meeting are in the best interests of the Company and its shareholders as a whole and they unanimously recommend that you vote in favour of them.

**Yours faithfully**



**Jonathan Nicholls**  
Chairman

# NOTICE OF MEETING

**Shaftesbury PLC (the "Company") will hold its Annual General Meeting at Ham Yard Hotel, 1 Ham Yard, London W1D 7DT on 10 February 2017 at 11am to consider and, if shareholders approve, pass the following resolutions. Resolutions 1 to 16 will be proposed as ordinary resolutions. Resolutions 17 to 20 will be proposed as special resolutions.**

## ORDINARY RESOLUTIONS

1. To receive and adopt the Company's accounts, together with the reports of the directors and auditors and the strategic report, for the year ended 30 September 2016.
2. To approve the Annual Remuneration Report for the year ended 30 September 2016.
3. To declare a final dividend for the year ended 30 September 2016 of 7.55p per ordinary share, payable on 15 February 2017 to holders of ordinary shares registered at the close of business on 20 January 2017.
4. To elect Jonathan Nicholls as a director.
5. To re-elect Brian Bickell as a director.
6. To re-elect Simon Quayle as a director.
7. To re-elect Tom Welton as a director.
8. To re-elect Chris Ward as a director.
9. To re-elect Jill Little as a director.
10. To re-elect Oliver Marriott as a director.
11. To re-elect Dermot Mathias as a director.
12. To re-elect Hilary Riva as a director.
13. To re-elect Sally Walden as a director.
14. To re-appoint Ernst & Young LLP as auditors until the end of the next general meeting at which accounts are laid before the Company.
15. To authorise the directors to agree the remuneration of the auditors.

## Authority to allot shares

16. THAT the directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 (the "Act") to allot ordinary shares of 25p each in the Company ("shares"), to grant rights to subscribe for shares or to convert any security into shares:
  - (i) up to an aggregate nominal amount of £22,980,794.25 consisting of 91,923,177 shares; and
  - (ii) in connection with a rights issue by the Company, up to a further aggregate nominal amount of £22,980,794.25 consisting of 91,923,177 shares.

A rights issue means an offer to ordinary shareholders to purchase shares in proportion to their holdings, made by means of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to any exclusions or other arrangements which the directors may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The directors may use this authority until the earlier of:

- (i) the end of the next Annual General Meeting; or
- (ii) 10 May 2018:

but the Company may make an offer or agreement during this period which would or might require shares to be allotted or rights to be granted after the authority ends and the directors may allot shares or grant such rights to fulfil those offers or agreements as if this authority had not ended.

This authority replaces all previous authorities.

## SPECIAL RESOLUTIONS

### Authority to disapply pre-emption rights

17. THAT, if resolution 16 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
  - (i) the allotment of equity securities or sale of equity securities in connection with a rights issue, open offer or other issue or offer to ordinary shareholders in proportion (as nearly as possible) to their existing holding of shares (but subject to such exclusions or other arrangements as the directors may think necessary or appropriate to deal with fractional entitlements, legal, regulatory or practical problems in or under the laws of any territory or any other matter); and
  - (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £3,481,938.50,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 10 May 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. THAT if resolution 16 is passed, the Board be authorised in addition to any authority granted under resolution 17 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:
  - (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,481,938.50 and;
  - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines 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,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 10 May 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

# NOTICE OF MEETING

## **AUTHORITY TO PURCHASE OWN SHARES**

19. THAT the Company is generally and unconditionally authorised to make market purchases (as defined in the Act) of shares subject to the following conditions:
- (i) the maximum number of shares which may be purchased is 27,855,508;
  - (ii) the minimum price (excluding expenses) which may be paid for each share is 25p;
  - (iii) the maximum price (excluding expenses) which may be paid for each share is an amount equal to the higher of:
    - (a) 5% above the average middle market quotations for each share taken from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made; and
    - (b) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out;
  - (iv) this authority expires at the earlier of:
    - (a) the end of the next Annual General Meeting; and
    - (b) 10 May 2018; and
  - (v) the Company may enter a contract to purchase shares under this authority before this authority expires, which will or may be completed or executed wholly or partly after its expiration, and may purchase shares to fulfill any such contract as if this authority had not ended.

## **GENERAL MEETINGS**

20. THAT the Company may call a general meeting (other than an annual general meeting) at any time up to the end of the next Annual General Meeting on a minimum of 14 clear days' notice.

By Order of the Board

**Penny Thomas**

Company Secretary

29 November 2016

22 Ganton Street, Carnaby, London W1F 7FD

# GENERAL NOTES

## ENTITLEMENT TO ATTEND AND VOTE

1. Only shareholders registered in the Register of Members of the Company as at 6.30 pm on 8 February 2017 (or, in the event of any adjournment, 6.30 pm on the day which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in deciding the rights of any person to attend or vote at the Annual General Meeting.

## APPOINTMENT OF PROXIES

2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy so long as (i) each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder and (ii) the appointment specifies which shares each proxy can vote in respect of. A proxy does not have to be a shareholder of the Company. A proxy form which may be used to make the appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and need one, or if you need additional forms, please contact the registrars.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has 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 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 an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

3. The return of a completed proxy form, or other such instrument or any CREST Proxy Instruction (as described below), will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. To be valid, the proxy form, together with any power of attorney or other authority under which it was signed, must be lodged with the registrars at least 48 hours before the Annual General Meeting.

## 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 by using the procedures described in the CREST Manual which can be viewed at [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.

6. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, whether it is an appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that 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 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

7. 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 but no two representatives can act in relation to the same shares.

## POLL VOTING

8. Each of the resolutions to be put to the meeting will be voted on by a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

## GENERAL NOTES

### SHAREHOLDERS' POWER TO REQUISITION WEBSITE PUBLICATION OF AUDIT CONCERNS

9. Shareholders meeting the threshold set out in section 527 of the Act can instruct the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) to be presented to the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company giving up or losing their position since the previous Annual General Meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses. Where the Company is required to place a statement on a website, 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.

### SHAREHOLDERS' RIGHT TO ASK QUESTIONS

10. Any shareholder attending the Annual General Meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the meeting unless (i) it would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) it has already been answered on a website or (iii) it is not in the interests of the Company or the good order of the meeting that the question be answered.

### SHAREHOLDERS' RIGHT TO GIVE NOTICE OF A RESOLUTION

11. Shareholders meeting the threshold under sections 338 and 338A of the Act, can instruct the Company (i) to give shareholders (entitled to receive notice of the Annual General Meeting) notice of a resolution which may properly be proposed and is intended to be proposed at the meeting and/or (ii) to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be proposed or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 29 December 2016, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### DOCUMENTS FOR INSPECTION

12. The Register of Directors' Interests in the Company and copies of executive directors' contracts of service, and non-executive directors' letters of appointment may be inspected at the Company's registered office during normal business hours on weekdays (excluding public holidays) from the date of this Notice of Meeting until the end of the Annual General Meeting and at the place of Annual General Meeting of the Company from 10.30 am on 10 February 2017 until the end of the meeting.
13. A copy of this notice and other information required by the Act can be found at [www.shaftesbury.co.uk](http://www.shaftesbury.co.uk).
14. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

### TOTAL VOTING RIGHTS

15. As at 29 November 2016 (being the latest practicable date prior to the publication of this Notice of Meeting), the Company's issued share capital consists of 278,555,082 shares, carrying one vote each. There are no treasury shares. Therefore, total voting rights in the Company at this date are 278,555,082.

### GENERAL

16. Biographical details of the directors standing for election and re-election are set out in the 2016 Annual Report and on the Company's website.
17. The "Vote Withheld" option on the proxy form is provided to enable a member to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a particular resolution.

If you have any questions about the Annual General Meeting, please telephone the Company Secretary on 020 7333 8118.

# EXPLANATORY NOTES TO THE RESOLUTIONS

## ORDINARY 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.

### **Resolution 1 – To receive and adopt the Company’s accounts, together with the reports of the directors and auditors and the strategic report, for the year ended 30 September 2016**

The directors must present the audited accounts, the reports of the directors and auditors and the strategic report to the shareholders at the Annual General Meeting.

### **Resolution 2 – To approve the Annual Remuneration Report**

In accordance with section 439 of the Act, shareholders are invited to vote on the Annual Remuneration Report, which may be found on pages 94 to 105 of the 2016 Annual Report. The vote is advisory only.

### **Resolution 3 – To declare a final dividend**

This resolution approves the declaration of a final dividend of 7.55p per share on the ordinary shares.

### **Resolutions 4–13 – Election and Re-election of directors**

Jonathan Nicholls has joined the Board this year and will stand for election at the Annual General Meeting. In line with the recommendations of the UK Corporate Governance Code, all of the remaining directors of the Company will stand for re-election to the Board.

### **Resolutions 14–15 – Auditors**

Resolution 14 proposes the re-appointment of Ernst & Young LLP as auditors.

Resolution 15 is a routine resolution to authorise the directors to agree the remuneration of the auditors.

### **Resolution 16 – Authority to allot shares**

The directors must receive authority from shareholders before they can allot further shares. The Company’s Articles of Association give a general authority to the directors to allot shares, which is subject to renewal by the shareholders.

Resolution 16 authorises the Board, for a period of 15 months from the passing of the resolution or, if earlier, to the end of the next Annual General Meeting to allot, or grant rights to subscribe for or convert any security into, shares up to:

- (i). an aggregate nominal value set out in the resolution which is equal to approximately 33% of the total ordinary share capital in issue on 29 November 2016 (the last reference date prior to the publication of this document); and
- (ii). a further nominal amount set out in the resolution which is equal to approximately 33% of the total ordinary share capital in issue on 29 November 2016 by way of rights issue.

The Company does not currently hold any shares as treasury shares within the meaning of section 724 of the Act. Except for the issue of shares pursuant to the share incentive schemes, the directors currently have no intention to make use of the general and additional authorities granted pursuant to resolution 16.

The authority granted pursuant to paragraph (ii) of resolution 16 is in accordance with the Share Capital Management Guidelines published by the Investment Association (“IA”) dated July 2016. The guidance states that IA members would support resolutions authorising the allotment of an additional one-third of the issued ordinary share capital provided that the additional authority can only be used for fully pre-emptive rights issues.

If the general and additional authorities were used and:

- a. the number of shares in issue is thereby increased, in aggregate, by more than one-third; and
- b. in the case of any issue being in whole or part by way of a fully pre-emptive rights issue, where the monetary proceeds exceed one-third (or such lesser relevant proportion) of the pre-issued market capitalisation of the Company,

all members of the Board who wish to remain in office will stand for re-election at the Company’s next Annual General Meeting following the decision to make the issue in question.

## SPECIAL RESOLUTIONS

For a resolution proposed as a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Resolution 17–18 – Authority to disapply pre-emption rights**

Resolution 17 disapplies the pre-emption right provisions of the Act in respect of the allotment of equity securities (including a sale of treasury shares) in connection with rights issues and other pre-emptive issues or offers or for cash up to an aggregate nominal value set out in the resolution being approximately 5% of the issued share capital on 29 November 2016.

Resolution 18 disapplies the pre-emption right provisions of the Act in respect of the allotment of equity securities (including a sale of treasury shares) in connection with an offer for cash up to an aggregate nominal value set out in the resolution, being approximately a further 5% of the issued share capital on 29 November 2016. This further authority may be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group’s Statement of Principles published on 12 March 2015 (the “Pre-emption Principles”).

Resolution 18 complies with the Pre-emption Principles and allows the authority for an issue of shares for cash (otherwise than in connection with a pre-emptive offer) to be increased from 5% to 10% of the Company’s issued share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified investment (as defined in the Pre-emption Principles).

In line with good practice, we have split this authority into two resolutions this year in accordance with the Pre-emption Group’s recommended guidance.

The Board confirms that it intends to adhere to the Pre-emption Principles and not to allot shares for cash on a non-pre-emptive basis pursuant to the authorities in Resolutions 17 and 18:

- a. in excess of an amount equal to 5% of the total issued share capital (excluding any treasury shares); or
- b. in excess of an amount equal to 7.5% of the total issued share capital (excluding any treasury shares) within a rolling three-year period;

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

If approved these authorities will expire 15 months after the passing of these resolutions or, if earlier, at the end of the next Annual General Meeting. The directors have no present intention of using the power under these authorities but, as in previous years, they will have the flexibility to act in the best interests of the Company when opportunities arise.



## EXPLANATORY NOTES TO THE RESOLUTIONS

### Resolution 19 – Authority to purchase own shares

This resolution seeks authority for the directors to purchase the Company's own shares. The proposed authority would enable the Company to purchase up to a maximum number of shares set out in the resolution, being 10% of the issued ordinary share capital on 29 November 2016, with a stated upper limit on the price payable. Purchases would only be made after the most careful consideration, where the directors believe that an increase in earnings or net assets per share would result and where purchases were, in the opinion of the directors, in the best interests of the Company and its shareholders. The directors consider that it is prudent to obtain the proposed authority, although the Board does not have any current intention to use it.

The total number of options to subscribe for shares that are outstanding on 29 November 2016 is 1,310,673. This represents 0.47% of the issued share capital of the Company at that date. If the Company were to purchase the maximum number of shares permitted pursuant to the authority under this resolution, then these options would represent 0.52% of the reduced issued share capital (excluding any treasury shares).

The Act permits companies to hold shares acquired by way of market purchases (as described above) in treasury, rather than having to cancel them. The Company would consider holding any of its own shares that it purchased pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively, and would provide the Company with additional flexibility in the management of its capital base.

No dividends would be paid on shares whilst held in treasury and no voting rights would attach to treasury shares.

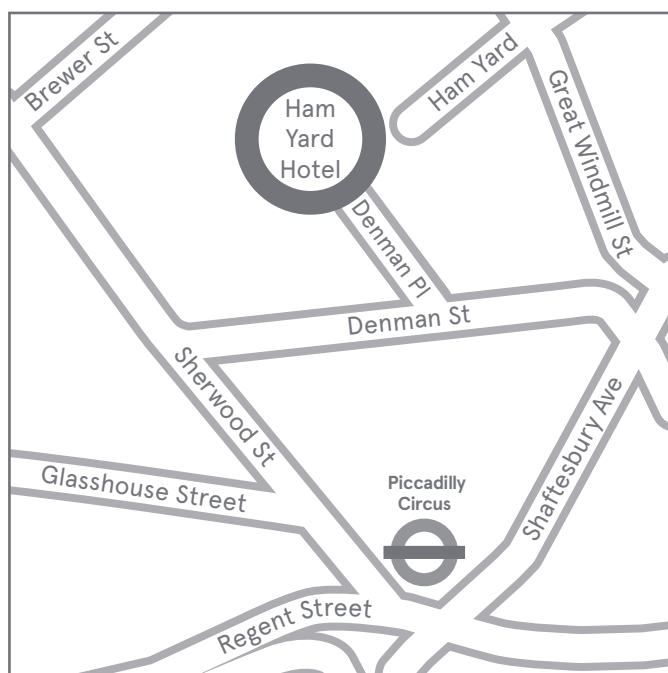
### Resolution 20 – General meeting notice period

The Act provides that the notice period required for general meetings of the Company must be at least 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (annual general meetings will continue to be held on at least 21 clear days' notice).

This resolution seeks shareholder approval to hold general meetings after giving notice of 14 or more clear days. The approval will be effective until the next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The Act provides that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The authority will not be used as a matter of routine. It has not been used during the financial year or at any time since first granted. There is no current intention to use the authority.



### HAM YARD HOTEL

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Use exit number one at Piccadilly Circus Tube Station

