

# Notice of Meeting

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

**If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent legal adviser authorised under the Financial Services and Markets Act 2000.**

**If you have sold or transferred all of your shares in Electronic Data Processing PLC (the "Company") please forward this document, together with the accompanying proxy form, as soon as possible, either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.**

Notice is hereby given that the fifty-first Annual General Meeting of Members (AGM) will be held at Tapton Masonic Hall, Shore Lane, Sheffield S10 3BU on 20 March 2018 at 12.00 noon for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 7 which will be proposed as ordinary resolutions:

### **Resolution 1**

That the Directors' Report, statement of accounts and Independent Auditor's Report for the year ended 30 September 2017 be received, considered and approved.

### **Resolution 2**

That a final dividend of 3.0p per share be declared for the year ended 30 September 2017.

### **Resolution 3**

That Mr A. R. Heller be re-elected as a Director of the Company.

### **Resolution 4**

That the Directors' Remuneration Report set out in the annual report and accounts for the financial year ended 30 September 2017 be approved.

### **Resolution 5**

That KPMG LLP be and is re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

### **Resolution 6**

That the Directors be and are authorised to agree the remuneration of the auditor.

### **Resolution 7**

That the Directors be generally and unconditionally authorised pursuant to, and in accordance with, Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:

- (a) up to an aggregate nominal amount of £211,471; and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £211,471 in connection with an offer by way of a rights issue,

and such authority shall expire at the conclusion of the next AGM of the Company or the date falling 15 months after the passing of this resolution, whichever is the earlier (both dates inclusive), but so that this authority shall allow the Company to make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

For the purposes of this resolution, "rights issue" means an offer to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

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# Notice of Meeting continued

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To consider and, if thought fit, pass the following resolutions 8 and 9 which will be proposed as special resolutions:

## **Resolution 8**

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 5p each in the capital of the Company in such manner and upon such terms as the Directors of the Company may determine, provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 1,270,098, representing 10% of the issued share capital of the Company as at 7 February 2018;
- (b) the maximum price that may be paid for an ordinary share excluding expenses is the higher of: i. an amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid as stipulated by EU Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;
- (c) the minimum price that may be paid for an ordinary share excluding expenses is the nominal value of that share; and
- (d) the authority hereby conferred shall take effect on the date of the passing of this resolution and, unless previously revoked, renewed or varied, shall expire at the conclusion of the next AGM of the Company or the date falling 15 months after the passing of this resolution, whichever is the earlier (both dates inclusive), but so that this authority shall allow the Company to purchase ordinary shares after such expiry under any agreement made before the expiry of such authority, as if the authority hereby conferred had not expired.

## **Resolution 9**

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

The Directors of the Company consider that all of the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

By order of the Board

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**J.M. Storey**

Secretary  
8 February 2018

**REGISTERED OFFICE**  
4th Floor, Fountain Precinct  
Balm Green  
Sheffield S1 2JA

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## Notes

1. A proxy form is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time of the Annual General Meeting (AGM). Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend, to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A proxy form is enclosed with this notice and instructions for its use are set out on the form. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be either: (a) sent to the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; (b) lodged using the CREST Proxy Voting Service in accordance with note 3 below; or (c) registered electronically on the website at [www.signalshares.com](http://www.signalshares.com), in each case so as to be received not less than 48 hours before the meeting. If option (c) is used and a member has not previously registered to use the portal, the member will first be asked to register as a new user, for which that member will require their investor code (which can be found on their share certificate and dividend tax voucher). In the event of a conflict between a blank proxy form and a proxy form that states the number of shares to which it applies, the specific proxy form shall be counted first regardless of whether it was sent or received before or after the blank proxy form and any remaining shares in respect of which the member is a registered holder will be apportioned to the blank proxy form.
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Link Asset Services (CREST Participant ID: RA10), by 12.00 noon on 18 March 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
  5. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received not less than 48 hours before the time of the AGM. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 1 above, your proxy appointment will remain valid.
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# Notice of Meeting continued

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## Notes continued

6. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
  7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder 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).
  8. 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 communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds 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. Your main point of contact in terms of your investment in the Company remains the registered shareholder (or, perhaps, your custodian or broker) and you should continue to contact them and not the Company regarding any changes or queries regarding your personal details and your interest in the Company. The only exception to this is where the Company expressly requests a response from you.
  9. A corporation that is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
  10. In order to be able to attend and vote at the AGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by close of business on 18 March 2018 (or close of business two days prior to any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
  11. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
  12. Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
    - (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
    - (b) the answer has already been given on a website in the form of an answer to a question; or
    - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
  13. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (Sections 526-531), where requested by a member or members meeting the qualification criteria set out in note 15, the Company must publish on its website a statement setting out any matters that such members propose to raise at the meeting relating to:
    - (a) the audit of the Company's accounts (including the Auditor's Report and conduct of the audit) that are to be laid before the AGM; or
    - (b) any circumstance connected with the 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 Companies Act 2006.Where the Company is required to publish such a statement on its website:
    - (a) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
    - (b) it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and
    - (c) the statement may be dealt with as part of the business of the meeting.
  14. The request may be in hard form which is signed by you, states your full name and address and is sent to Electronic Data Processing PLC, 4th Floor, Fountain Precinct, Balm Green, Sheffield S1 2JA. Alternatively the request may be sent in electronic form to [james@edp.co.uk](mailto:james@edp.co.uk) with "AGM" in the subject line of the e-mail. Again state your full name and address. The request may either set out the statement in full or, if supporting a statement made by another member, clearly identify the statement that is being supported. It must be authenticated by the person making it and must be received by the Company at least one week before the meeting. We may request additional reasonable authentication of electronic communication.
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**Notes continued**

15. In order to be able to exercise the member's right to require the Company to publish audit concerns (see note above) the relevant request must be made by:

- (a) a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or
- (b) at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see note 17 and the website referred to in note 16.

16. Information regarding the meeting, including the information required by Section 311A of the Companies Act 2006, is available from [www.edp.co.uk](http://www.edp.co.uk).

17. As at 5.00pm on 7 February 2018, being the last practicable date prior to publication of the Notice of the AGM, the Company's issued share capital, exclusive of treasury shares, comprised 12,700,976 ordinary shares of 5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00pm on 7 February 2018 was 12,700,976. If there is a change to this shareholding, the website referred to in note 16 will include information on the number of shares and voting rights.

18. Copies of the service contracts for Executive Directors of the Company will be available for inspection at the registered office of the Company from 8 February 2018 until the time of the meeting and at the meeting venue itself for at least 15 minutes prior to the meeting and until the end of the meeting.

19. Except as provided above, members who have general enquiries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- (a) calling 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9:00am-5:30pm, Monday to Friday, excluding public holidays in England and Wales);
- (b) by emailing [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk); or
- (c) by writing to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

You may not use any electronic address provided either in this Notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

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# Notice of Meeting continued

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## Notes to resolutions

### Resolution 1

The Directors are legally required to present their report and audited accounts for the year ended 30 September 2017 to shareholders. Copies of the annual report and accounts will be available at the AGM.

### Resolution 2

You will be asked to approve a final dividend of 3.0p per ordinary share for the year ended 30 September 2017. If approved, the dividend will be paid on 6 April 2018 to shareholders on the register of members at the close of business on 9 March 2018.

### Resolutions 3

Biographical details of the Director standing for re-election can be found on page 10 of the annual report and accounts for the year ended 30 September 2017.

The Board considers that it is appropriate to operate a continual, informal evaluation process of all Directors appropriate to the size and complexity of the Company.

Andrew Heller has been a Non-Executive Director since 2009. The Chairman confirms that Andrew Heller continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role. The Board considers that Andrew Heller's extensive experience as managing director of a listed company and his professional training as a Chartered Accountant make him a good choice as a Non-Executive Director.

### Resolution 4

The law requires that all listed companies must give shareholders the opportunity to cast an advisory vote on the Directors' Remuneration Report. A copy of this year's report can be found on pages 16 to 19 of the annual report and accounts for the year ended 30 September 2017.

### Resolution 5

The Company is required to appoint or re-appoint auditors at each general meeting at which accounts are laid. The Board, which evaluated the independence of the external auditor and the effectiveness of the audit process, is proposing that KPMG LLP be re-appointed as the Company's auditor.

### Resolution 6

This resolution proposes that the Directors be authorised to set the auditor's remuneration.

### Resolution 7

The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £211,471, which is equivalent to approximately 33.3% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 February 2018.

The authority in paragraph (b) will allow the Directors to allot new shares and other relevant securities only in connection with a rights issue up to a further nominal value of £211,471, which is equivalent to approximately 33.3% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 February 2018.

As at the close of business on 7 February 2018, the Company held 1,083,097 treasury shares, which represents approximately 8.5% of the Company's issued ordinary shares, excluding treasury shares, at that time.

The Directors have no present intention to exercise the authority proposed by this resolution. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

These authorities will expire on the date of the AGM in 2019 or 15 months after the passing of the proposed resolution (whichever is the earlier).

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## Notes to resolutions continued

### Resolution 8

Resolution 8 proposes to give the Company the authority to purchase its own issued ordinary shares of 5p each at a price of not less than the nominal value of the share and not more than: i. 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days prior to the date of the purchase; and ii. an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid.

The authority is sought in respect of up to 10% of the Company's current issued ordinary share capital and will expire at the conclusion of the AGM in 2018 or the date falling 15 months after the passing of the proposed resolution 8, whichever is the sooner, subject to the exception set out in resolution 8. Purchases will only be made if the Board believes that they would be in the best long-term interests of shareholders, increasing both earnings per share and total shareholder value. Any ordinary share purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled or sold for cash.

As at 7 February 2018, the latest practicable date before the publication of this notice, the Company has options outstanding over 325,000 ordinary shares, representing 2.6% of the Company's issued share capital. If the authority given by resolution 8 were to be fully used these would represent 2.8% of the Company's ordinary share capital in issue at that date.

### Resolution 9

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholder Regulations") have increased the notice period for general meetings other than AGMs from 14 to 21 clear days' notice unless the Company:

- (a) has gained shareholder approval for the holding of a general meeting on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- (b) offers the facility for all shareholders to vote by electronic means.

The Company would like the ability to call general meetings on less than 21 clear days' notice. The shorter notice period would not be used as a matter of routine but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Resolution 9 seeks such approval. Should this resolution be approved it will be valid until the end of the next AGM.

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