

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other relevant professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents 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.

Christie Group plc

(incorporated and registered in England and Wales under number 01471939)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at Whitefriars House, 6 Carmelite Street, London, EC4Y 0BS, on Wednesday 14 June 2023 at 10.00am is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please submit a proxy online at www.signalshares.com. The proxy must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Registered office
Whitefriars House, 6 Carmelite Street, London EC4Y 0BS

Date: 18 May 2023

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM"), which we are holding at Whitefriars House, 6 Carmelite Street, London, EC4Y 0BS on 14 June 2023 at 10.00am. It would be helpful to know in advance if you are wishing to attend our AGM so that we can plan for space and social distancing. Please email Wendy Hazley-Payne at wendy.hazley-payne@christie.com.

The formal notice of Annual General Meeting is set out on page 4 of this document.

If you would like to vote on the resolutions, please cast your vote electronically. This can be done at either www.signalshares.com or by using the free LinkVote+ app, provided by our Registrar, Link Group. The app can be downloaded from both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Your vote using either of these methods must be lodged by no later than 10.00am on 12 June 2023.



If you would prefer instead to complete a paper proxy form, please contact Link Group and they will send you a proxy form in the post to complete. They must receive any returned proxy forms no later than 10.00am on 12 June 2023.

Approval of Report and Accounts

Shareholders are asked to approve the Financial Statements and Directors' Report for the year ended 31 December 2022 and Auditors' Report and, as a separate resolution, to approve the Directors' Remuneration Report for the same period.

Re-election of Directors

Shareholders are asked to approve the re-election of the following Directors who retire by rotation and are eligible for election:

- David Rugg
- Paul Harding

Final Dividend

Shareholders are being asked to approve a final dividend of 2.50 pence per Ordinary Share for the year ended 31 December 2022. If shareholders approve the recommended final dividend this will be paid on 7 July 2023 to all shareholders on the register of members at the close of business on 9 June 2023.

Reappointment of Auditors

Shareholders are asked to approve the reappointment of MHA MacIntyre Hudson LLP as auditors.

Section 551 Authority

Shareholders are asked to renew the authority of Directors to allot shares under Section 551 of the Companies Act 2006 ('the Act').

Section 570 Authority


Similarly, shareholders are asked to renew the authority pursuant to Section 570 of the Act to allot shares without regard to the pre-emption rights contained in Section 561 of the Act subject to the provisos set out in Resolution 8.

Authority to purchase own shares

Shareholders are asked to renew the annual authority to purchase its own shares subject to the provisos set out in Resolution 9.

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely



David Rugg

Chairman and Chief Executive

Inspection of documents

The following documents will be available for inspection at the Company's offices at Whitefriars House, 6 Carmelite Street, London EC4Y 0BS during normal business hours on any weekday from the date of the Notice of the Meeting until the end of the AGM:

- Copies of the Executive Directors' service contracts
- Copies of letters of appointment of the Non-executive Directors

Notice of Annual General Meeting

This year's Annual General Meeting will be held on 14 June 2023 at 10.00am. You are being asked to consider and pass the resolutions below in advance of the meeting via proxy. Resolutions 8 and 9 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY BUSINESS

Resolution 1

To receive and adopt the Financial Statements for the year ended 31 December 2022, together with the Directors' Report, the Strategic Report, and the Auditors' Report on those statements and the auditable part of the Directors' Remuneration Report.

Resolution 2

To receive the Directors' Remuneration Report for the year ended 31 December 2022.

Resolution 3

To re-elect David Rugg who retires by rotation in accordance with Article 101. (His biographical details are contained within our website.)

Resolution 4

To re-elect Paul Harding who retires by rotation in accordance with Article 101. (His biographical details are contained within our website.)

Resolution 5

That the final dividend of 2.50 pence per share recommended by the Directors be declared. The final dividend will be payable on 7 July 2023 to holders of Ordinary Shares registered at the close of business on 9 June 2023.

Resolution 6

To reappoint MHA MacIntyre Hudson LLP as Auditors to hold office until the next Annual General Meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.

Resolution 7

That the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to Section 551 of the Act, to exercise all the powers of the Company to allot relevant securities (as therein defined) provided that:

- (i) the aggregate nominal amount of relevant securities that may be allotted pursuant to this authority shall not exceed the authorised share capital of the Company remaining unissued at the time of passing of this resolution;
- (ii) the said authority shall expire 15 months following the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2024; and

- (iii) the Company may before the expiration of the period referred to in subparagraph (ii) of this resolution make any offer or agreement which would or might require relevant securities to be allotted after the expiration of that period, and the Directors may allot relevant securities in pursuance of any such offer, or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

Resolution 8

That the Directors of the Company be and are hereby empowered, pursuant to Section 570 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the authority conferred on them by the foregoing Resolution 7 as if Section 561(1) of the Act did not apply to the allotment provided that:


- (i) the maximum aggregate nominal amount of equity securities that may be allotted pursuant to this authority shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue by the Company in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as near as may be) to the respective numbers of ordinary shares of 2 pence each held by them subject to such exclusions or arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements or legal or practical problems otherwise arising under the laws or regulations of any regulatory authority in any territory; and
 - (b) the allotment of equity securities for cash (otherwise than as mentioned in subparagraph (i)(a) of this resolution) up to such aggregate nominal amount as represents 5% of the number of issued ordinary shares of the Company at the time of the passing of this resolution; and
- (ii) the power hereby granted will expire 15 months following the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2024, save to the extent that the same is renewed or extended prior to or at such Meeting provided that the Company may make any offer or agreement before the expiry of this power which would or might require securities to be allotted after it has expired and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Resolution 9

That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 2 pence each in the capital of the Company (ordinary shares) provided that:

- (i) the maximum number of ordinary shares hereby authorised to be acquired is 2,652,673;
- (ii) the minimum price which may be paid for ordinary shares is 2 pence per ordinary share;
- (iii) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations derived from the London Stock Exchange Daily Official List of the 5 business days immediately preceding the day on which the ordinary shares are purchased;
- (iv) the authority hereby conferred shall expire on the date of the next Annual General Meeting of the Company, unless and to the extent that such authority is renewed or extended prior to or on such date; and
- (v) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares pursuant to any such contract.

By order of the Board



Charlotte French
Company Secretary
18 May 2023

Registered Office:
Whitefriars House
6 Carmelite Street
London
EC4Y 0BS

Registered in England and Wales No. 01471939

Notes

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy, please contact the Company's Registrar, Link Group, to obtain hard copy proxy forms.
2. To be effective, the proxy vote must be submitted at www.signalshares.com or by using the LinkVote+app, so as to have been received by the Company's Registrar, not less than 48 hours before the time appointed for the meeting or any adjournment of it. You will need your investor code, which can be found on your share certificate(s), to register for the shareholder portal. Once you have registered on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If a paper form of proxy is requested from the Registrar, it should be completed and returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received not less than 48 hours before the time of the meeting.
3. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at close of business on 12 June 2023 (the Specified Time) (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at 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 meeting.
4. As at close of business on 17 May 2023 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 26,526,729 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at close of business on 17 May 2023 are 26,526,729.
5. CREST members who wish to appoint a proxy or proxies through 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. 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 & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's Registrar (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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 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 (www.euroclear.com).
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

9. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
12. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not normally preclude a member from attending and voting in person at the meeting.



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