

PLEASE NOTE

In light of the COVID19 pandemic and HM Government's measures to restrict travel and public gatherings in force, **shareholders (other than the two necessary or to be present in person or by proxy to form a quorum) are not allowed to attend the meeting in person.**

You are kindly requested to submit your votes by proxy.

You can be assured that no business will be considered other than the resolutions dealt with in this Notice of Annual General Meeting 2021.

The form of proxy is enclosed with this Notice. You can also appoint your proxy electronically using the CREST service. Holders should appoint the 'Chairman of the meeting' as their proxy. If a holder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person and cast the holder's vote. Please see the accompanying notes for further details.

Again, you are requested to submit your votes by proxy.

The Q&A that would have taken place at the 2021 Annual General Meeting will instead be made available on the investors page of the Staffline Group PLC's website. All shareholders are welcome to submit questions in advance of the Annual General Meeting. Details of the online Q&A are set out in the accompanying notes.

STAFFLINE GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING 2021

THIS DOCUMENT IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.

If you have recently sold or otherwise transferred all of your ordinary shares in Staffline Group PLC, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Notice of the 2021 **Annual General Meeting of Staffline Group PLC to be held at** the offices of Liberum Capital Limited at Ropemaker Place, Level 12, 25 Ropemaker Street, London, EC2Y 9LY on 28 July 2021 at 9:00 a.m. is set out on pages 2 to 4 of this document. Shareholders are requested to complete and return the enclosed form of proxy, so as to be received no later than 9:00 a.m. on 26 July 2021.

Staffline Group Plc

Notice of Annual General Meeting 2021

NOTICE is hereby given that the Annual General Meeting (the “**Meeting**”) of **STAFFLINE GROUP PLC** (the “**Company**”) will be held at the offices of Liberum Capital Limited at Ropemaker Place, Level 12, 25 Ropemaker Street, London, EC2Y 9LY on 28 July 2021 at 9:00 a.m.

You will be asked to consider and vote on the resolutions below.

In light of the COVID19 pandemic and HM Government’s measures to restrict travel and limiting group gatherings, shareholders are not allowed to attend the meeting in person. You are kindly requested to submit your votes by proxy. No business will be considered at the meeting other than the resolutions dealt with in this Notice.

Resolutions 1 to 12 will be proposed as ordinary resolutions and Resolutions 13 to 15 will be proposed as special resolutions.

Ordinary Resolutions

1. To receive and adopt the accounts of the Company for the financial year ended 31 December 2020, together with the Directors’ Report and the Auditor’s Report.
2. To receive and approve the Directors’ Remuneration Report, in the form set out in the Company’s Annual Report for the year ended 31 December 2020 (pages 47 to 50 of the 2020 Annual Report).
3. To re-elect Albert Ellis, who retires by rotation, as a Director of the Company.
4. To re-elect Daniel Quint, who retires by rotation, as a Director of the Company.
5. To re-elect Ian Lawson, who retires by rotation, as a Director of the Company.
6. To re-elect Richard Thomson, who retires by rotation, as a Director of the Company.
7. To elect Catherine Lynch, who has been appointed by the Board since the last annual general meeting, as a Director of the Company.
8. To elect Ian Starkey, who has been appointed by the Board since the last annual general meeting, as a Director of the Company.
9. To elect Tom Spain as a Director of the Company.
10. To reappoint Grant Thornton UK LLP as auditors of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company.
11. To authorise the Directors to fix the remuneration of the auditors.
12. **THAT** in substitution for all existing authorities to the extent unused, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £828,838 (being approximately 5% of the issued share capital of the Company) provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or at the close of business on the date 15 months from the date of the passing of this Resolution (whichever is the earlier) and that the Company may before such expiry make an offer or agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement, notwithstanding that the authority conferred hereby has expired.

Special Resolutions

13. **THAT** if Resolution 12 is passed, the Directors 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 the allotment of equity securities or sale of treasury shares up to a nominal amount of £828,838 (being approximately 5% of the issued share capital of the Company), such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business 15 months after the date of the Meeting) 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
14. **THAT** pursuant to section 701 of the Act, the Company be and is hereby granted general and unconditional authority to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.10 each in the capital of the Company ("**Shares**") on such terms and in such manner as the Directors may determine, provided that:
- (a) the maximum number of Shares authorised to be purchased is 16,576,772 Shares;
 - (b) the minimum price (exclusive of expenses) which may be paid for a Share is £0.10;
 - (c) the maximum price (exclusive of expenses) which may be paid for a Share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations for the Shares as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out;
- and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or at the close of business on the date 15 months from the date of the passing of this Resolution (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.
15. **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

Louise Barber

Company Secretary
Staffline Group PLC

19 – 20 The Triangle, NG2 Business Park, Nottingham NG2 1AE

1 July 2021

Explanatory Notes on Resolutions

Notice of Annual General Meeting 2021

Resolution 1: Annual report and accounts

The Directors must present the Company's annual accounts, Director's Report and Auditor's Report to shareholders at a general meeting. Those to be presented at the Meeting are in respect of the 52 week period ended 31 December 2020 and are called the 2020 Annual Report. The 2020 Annual Report is available on the Company's website <https://www.stafflinegroupplc.co.uk/investor-relations/results-reports-and-presentations/>.

Resolution 2: Directors' Remuneration Report

The Company is seeking shareholder approval for the Directors' Remuneration Report which is set out on pages 47 to 50 of the 2020 Annual Report. This vote is advisory only; therefore, it does not affect the historical remuneration paid to any individual Director.

Resolutions 3 to 9: Election of Directors

Albert Ellis, Ian Lawson, Daniel Quint and Richard Thomson are standing for re-election.

Catherine Lynch stands for election following her appointment to the Board on 1 January 2021. Her biography is set out in the announcement published by the Company on 10 December 2020 and is replicated and updated for ease in note 12 of this Notice.

Ian Starkey stands for election following his appointment to the Board on 1 January 2021. His biography is set out in the announcement published by the Company on 10 December 2020 and is replicated and updated for ease in note 13 of this Notice.

Tom Spain stands for election as a Non-Executive Director of the Company and his biography is set out in note 14 of this Notice.

Biographies of each of the Directors, other than Tom Spain, are also set out on pages 38 to 39 of the 2020 Annual Report.

Resolutions 10 and 11: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual report and accounts are presented to shareholders. Therefore, resolution 10 proposes the reappointment of Grant Thornton UK LLP as auditors (to hold office until the next such meeting) and, in accordance with normal practice, resolution 11 authorises the Directors to determine the auditors' remuneration.

Grant Thornton UK LLP were first appointed as auditors on 12 August 2020.

Resolution 12: General authority to allot shares

Resolution 12 will grant the Directors with the authority to allot shares up to a maximum nominal amount of £828,838, being approximately 5% of the issued share capital of the Company as at 30 June 2021 (being the latest practicable date prior to the publication of this document). This authority would expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or at close of business on the date 15 months from the date of the passing of this Resolution (whichever is the earlier).

The Directors have no present intention of exercising the authority under this Resolution, but the Directors wish to ensure that the Company has flexibility in managing the financial resources of the Company.

Resolution 13: General disapplication of pre-emption rights

Resolution 13 will grant the Directors with the authority to allot shares for cash as though the rights of pre-emption conferred by section 561(1) of the Act did not apply up to a nominal amount of £828,838, being approximately 5% of the issued share capital of the Company as at 30 June 2021 (being the latest practicable date prior to the publication of this document) to give the Directors flexibility in financing business opportunities as they arise.

This power would expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or at close of business on the date 15 months from the date of the passing of this Resolution (whichever is the earlier). The disapplication of pre-emption rights also applies to the sale by the Company of treasury shares.

Resolution 14: Purchase of own shares

Resolution 14 will be proposed as a Special Resolution and renews the Company's authority to purchase its own shares in the market during the period until the next Annual General Meeting of the Company for up to 16,576,772 shares, representing approximately 10% of the issued ordinary share capital of the Company as at 30 June 2021 (being the latest practicable date prior to the publication of this document).

The Directors have no current intention of exercising this authority to purchase the Company's ordinary shares. The Company will only exercise this authority to make such a purchase in the market if the Directors consider it is in the best interests of the Shareholders generally to do so and could be expected to result in an increase in earnings per share of the Company.

The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under any of the Company's share schemes. Whilst held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The Directors believe it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the Directors exercise this authority. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury.

If given, this authority will expire at the conclusion of the Company's next Annual General Meeting or at close of business on the date 15 months after the passing of the Resolution (whichever is earlier). It is the Directors' intention to renew this authority each year.

Resolution 15: Notice period for general meetings

Resolution 15 will be proposed as a Special Resolution to allow the Company to call general meetings (other than an Annual General Meeting) on 14 clear days' notice. Annual General Meetings will continue to be held on 21 clear days' notice.

Although not strictly required under the Act, the Directors consider it prudent to seek shareholder approval for a shorter notice period.

If the resolution is passed, the shorter notice period would only be used where it is merited by the business of the meeting and is considered to be in the interests of the shareholders as a whole.

If passed the resolution will be effective until the Company's next Annual General Meeting.

Recommendation

The Directors consider that the Resolutions to be proposed at the Meeting are in the best interests of the Company and the shareholders of the Company as a whole. Consequently, the Directors unanimously recommend that you vote in favour of each of the Resolutions to be proposed at the Meeting.

Action to be taken

If you would like to vote on the Resolutions, please appoint the chair as proxy. Your proxy must be received by 9:00 a.m. on 26 July 2021. Further details relating to voting by proxy are set out in the notes to the Notice.

Notes:

Notice of Annual General Meeting 2021

Entitlement to vote

1. The right to vote by proxy at the Meeting is determined by reference to the register of members of the Company. Only those Shareholders registered in the register of members of the Company as at 5.00 p.m. on 30 June 2021 (or, if the Meeting is adjourned, 5.00 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to vote by proxy in respect of the number of shares registered in their name at that time. Changes to entries in the Company's register of members after that time shall be disregarded in determining the rights of any person to vote (and the number of votes they may cast) by proxy.

Proxies

2. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him/her. However, in light of the ongoing COVID-19 pandemic and the potential risk to the health of attendees (particularly from new COVID-19 variants), the Directors are exercising their discretion under the Company's articles of association and Shareholders, proxies (other than the two members forming the minimum quorum for the meeting), advisers and other guests will not be allowed to attend the Meeting in person and anyone seeking to attend the Meeting will be refused entry. As previously noted, you are kindly asked to appoint the chair of the meeting as proxy in order to vote at the Meeting.
3. A Form of Proxy is enclosed. To be valid any Form of Proxy together with any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) or any other instrument appointing a proxy must be included with the Form of Proxy and received by post or, during normal business hours only, by hand at the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, no later than 9:00 a.m. on 26 July 2021 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

CREST Proxy Instructions

4. CREST members who wish to appoint the chair as proxy through the CREST electronic proxy appointment service may do so 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.
5. 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 and Ireland Limited's ("**Euroclear**") specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, in order to be valid, must be transmitted so as to be received by the Company's agent Computershare Investor Services PLC (ID 3RA50) by 9:00 a.m. on 26 July 2021. 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
6. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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, to procure that his or her 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.
7. 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).

Corporate representatives

8. 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.

Total Voting Rights

9. As at 30 June 2021 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consisted of 165,767,728 ordinary shares of 10 pence each, carrying one vote each, of which the Company effectively holds 1,140,400 shares in treasury (being held by the Employee Benefit Trust). Therefore, the total voting rights in the Company as at 30 June 2021 are 164,627,328.

Information available on the Website

10. A copy of this Notice can be found at:

<https://www.stafflinegroupplc.co.uk/investor-relations/shareholder-information/agma/>

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

Information available for inspection

11. The following information is available for inspection during normal business hours at the registered office of the Company (excluding weekends and public holidays). It will also be available for inspection at the place of the Meeting from 15 minutes immediately before the Meeting until its conclusion (although as previously noted you are requested not to attend the Meeting in person but to submit your votes by proxy):
 - (a) copies of the service contracts and letters of appointment of the Directors;
 - (b) a copy of the Company's articles of association; and
 - (c) qualifying third party indemnity provisions of which the Directors have the benefit.

Election of Directors

12. Catherine Lynch is a highly experienced HR director, with over 20 years' experience, and is currently Chief People Officer UK & Ireland at Flutter Entertainment plc, the FTSE 100-listed global sports betting, gaming and entertainment company. Prior to this, Catherine spent over three years as Chief People Officer at Virgin Media, with additional experience including leading the HR functions of Ardonagh Group and BGL Group. Catherine is a Fellow of the Chartered Institute of Personnel & Development (CIPD) and is currently a member of the Advisory Board of Dial Global, a community focused on inclusion. Catherine will chair the Group's Remuneration Committee and be a member of the Company's Audit and Nominations Committees.
13. Ian Starkey has significant financial expertise, specifically in financial management, control and reporting, Ian had a 35-year career at KPMG, including 23 years as a lead audit engagement partner in the UK and Switzerland, and as a member of the UK Board. At KPMG, Ian worked with blue-chip corporate clients including BAE Systems, Diageo, Roche, Unilever and Vodafone. Ian is currently a non-executive member of the board at DAC Beachcroft LLP and a member of the Audit Committee of Historic Royal Palaces. Ian is a qualified Chartered Accountant, will chair the Group's Audit Committee and be a member of the Company's Remuneration and Nominations Committees.
14. In accordance with the Company's announcement on 9 June 2021, the Board is proposing the election of Tom Spain as a non-executive Director of the Company, as a representative of Henry Spain Investment Services Limited, which retained its position as one of the largest shareholders in the Company following completion of the recent equity fundraising (such shareholding being 24,906,000 (representing 15.0% of the issued share capital)). Tom Spain founded the business Henry Spain Investment Services Limited in 2010. In his early career Tom worked as a stockbroker at Edward Jones. Tom holds the Chartered Institute for Securities and Investment qualification in Private Client Investment Advice & Management, as well as Chartered Insurance Institute Financial Planner status. Tom is a Chartered Wealth Manager and member of the Chartered Institute of Securities and Investment, as well as a member of the Personal Finance Society.

Q&A

15. The Q&A that would have taken place at the 2021 Annual General Meeting will instead be made available on the investors page of the Company's website:

<https://www.stafflinegroupplc.co.uk/investor-relations/shareholder-information/agm/>

All shareholders are welcome to submit questions in advance of the Annual General Meeting. The questions will then be addressed by the Directors directly via email, or answers to each question will be published on the Company's website.

