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If you have sold or otherwise transferred all your shares in HomeServe plc ("the Company") you should send this document but not the accompanying proxy form to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 16 JULY 2021**

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Notice of the Annual General Meeting to be held on 16 July 2021 is set out on pages 3 and 4 of this circular.

Proxy forms for use at this meeting should be completed and returned as soon as possible and to be valid must arrive no later than 10.00am on 14 July 2021.

# Letter from the Chairman

HomeServe plc  
Registered in England No: 2648297  
Registered Office: Cable Drive, Walsall WS2 7BN

8 June 2021

To the holders of the Company's Ordinary Shares

Dear Shareholder

## Annual General Meeting 2021

I am pleased to enclose the Notice of Meeting for the Annual General Meeting ('AGM') of HomeServe plc ('the Company') which is being held on 16 July 2021.

Included in the business of the AGM are resolutions to receive and adopt the Annual Report and Accounts and the Directors' Remuneration Report for the year ended 31 March 2021, to re-appoint Deloitte LLP as the Company's auditor and to renew the authorisations to allow the Company to issue and repurchase its shares.

In accordance with the UK Corporate Governance Code and the Company's Articles of Association ('the Articles'), all of the Directors will stand for election or re-election to the Board. Biographies for each of the Directors are set out in Appendix 1.

## Important changes to our AGM

The AGM is an important event in the Company's corporate calendar and our preference had been to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. However, at the time of publication of this Notice, it is not possible for the Board to predict with certainty what, if any, Government restrictions on public meetings or travel will be in place on the day scheduled for the AGM. The Board believe that, notwithstanding the planned relaxation of Government restrictions on the holding of events, restrictions, including around international travel, are likely to remain, and a cautious approach to situations (particularly large indoor events) that appear to carry a higher COVID-19 transmission risk is appropriate.

The health and wellbeing of our shareholders, employees and customers is of paramount importance to us and the Board do not believe it would be appropriate to encourage shareholders to travel to a physical meeting (as well as requiring the attendance of the staff needed to run the event). Accordingly, the Board has agreed that we should again scale back our AGM this year. The meeting will be held at our registered office, which will have limited capacity. Shareholders and corporate representatives are therefore strongly encouraged not to attend in person or appoint any proxy other than the Chair of the AGM to attend.

The AGM is expected to be purely functional, principally putting the resolutions to shareholders and calling the poll. To ensure that the legal requirements to hold the AGM are satisfied, we will arrange for a limited number of officers or employees of the Company to be present to form a quorum under the Company's Articles.

Due to the expected ongoing travel restrictions, we will not be able to have the whole Board present at the meeting as a number of the Directors are based outside the UK. There will be no presentations on the Company's business and no refreshments will be available.

Shareholders are encouraged to exercise their vote on the resolutions under consideration, by appointing the Chair of the AGM as their proxy, rather than a named individual. This will ensure that your vote will be counted.

Shareholders can appoint a proxy by submitting their proxy form or voting instruction by post or online. Proxy appointments or voting instructions should be provided as soon as possible and must be received by Computershare no later than 10.00am on 14 July 2021. Further details on how to appoint a proxy are set out in Appendix 2.

All resolutions will be subject to a poll and the results of the votes on the proposed resolutions will be announced in the normal way, as soon as practicable, after the conclusion of the AGM.

Despite our strong encouragement that shareholders do not attend the AGM in person, we understand that the meeting is an opportunity for shareholders to ask questions of the Board in relation to the business of the Company, and we welcome questions from our shareholders. If you have a question or wish to raise a matter of concern, please email [investors@homeserve.com](mailto:investors@homeserve.com) by close of business on Wednesday 14 July 2021. We will endeavour to publish an appropriate summary of responses to questions raised on our website following the AGM.

The health and safety of our colleagues and shareholders is very important to us. For any shareholder who does seek to attend in person against our recommendation, strict health and safety measures will be enforced.

The Company will continue to closely monitor the latest COVID-19 legislation and guidance issued by the UK Government. However, given the constantly evolving nature of the situation, even if it subsequently becomes possible to welcome a number of shareholders to an AGM venue under Government guidance, attendance in person is likely to be restricted in terms of numbers and we would therefore still strongly encourage shareholders not to attend the AGM in person. The Company will notify shareholders as soon as reasonably practicable of any proposed changes to the arrangements for the meeting via a Regulatory Information Service.

## Recommendation

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. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

Yours sincerely

**Tommy Breen**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of HomeServe plc will be held at Cable Drive, Walsall WS2 7BN on Friday 16 July 2021 at 10.00am.

Shareholders will be asked to consider, and if thought fit, pass the resolutions below. Voting on all resolutions will be by way of a poll.

Resolutions 1 to 17 will be proposed as ordinary resolutions, meaning that for each resolution to be passed more than half of the votes cast must be in favour of the resolution. The remaining resolutions will be proposed as special resolutions, meaning that for each resolution to be passed at least 75% of the votes cast must be in favour of the resolution.

1. To receive the Company's Annual Report and Accounts for the year ended 31 March 2021 including the Strategic Report and the Reports of the Directors and the Auditor therein.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration, as set out on pages 92 to 118 of the Annual Report and Accounts, for the year ended 31 March 2021.
3. To approve a final dividend of 19.8p per ordinary share for the year ended 31 March 2021 to be paid on 2 August 2021 to shareholders on the Register of Members at 6.00pm on 2 July 2021.
4. To elect Tommy Breen as a Director.
5. To elect Ross Clemmow as a Director.
6. To elect Roisin Donnelly as a Director.
7. To re-elect Richard Harpin as a Director.
8. To re-elect David Bower as a Director.
9. To re-elect Tom Rusin as a Director.
10. To re-elect Katrina Cliffe as a Director.
11. To re-elect Stella David as a Director.
12. To re-elect Edward Fitzmaurice as a Director.
13. To re-elect Olivier Grémillon as a Director.
14. To re-elect Ron McMillan as a Director.
15. To re-appoint Deloitte LLP as Auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which annual accounts are laid before the Company's shareholders.
16. To authorise the Directors to determine the remuneration of the Auditor.
17. To consider, and if thought fit, pass the following ordinary resolution:

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

- A. up to an aggregate nominal amount of £3,015,788 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (B) below in excess of £3,015,788; and
- B. comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of £6,031,577 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (A) above) in connection with any offer by way of rights issue:
  - 1) to ordinary shareholders in proportion (as nearly as practicable) to their existing shareholdings; and
  - 2) to people who are holders of or otherwise have rights to other equity securities if this is required by the rights of those securities or as the Directors otherwise consider necessary,
- C. and so that, in both cases, the Directors may impose any limits, restrictions, exclusions or other arrangements as they may deem necessary or appropriate in relation to treasury shares, fractional elements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company (or, if earlier, on 16 October 2022), but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority conferred hereby had not expired."

18. Subject to the passing of resolution 17, to consider, and if thought fit, pass the following special resolution:

"THAT the Directors be and are hereby authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- A. to the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 17, by way of a rights issue only) open for acceptance for a period fixed by the Directors to holders of ordinary shares (other than the Company) on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their respective holdings (or to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary) but subject, in each case, 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 or any other matter; and
- B. in the case of the authority granted under paragraph (A) of resolution 17 and/or the sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) of this resolution 18) up to a nominal amount of £452,368,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, on 16 October 2022) 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."

19. Subject to the passing of resolution 17, to consider, and if thought fit, pass the following special resolution:

"THAT the Directors be and are hereby authorised, in addition to any other authority granted under resolution 18, to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- A. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £452,368; and
- B. 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 Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, on 16 October 2022) 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."

20. To consider, and if thought fit, pass the following special resolution:

"THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

- A. the maximum number of ordinary shares hereby authorised to be acquired is 33,604,500 ordinary shares;
- B. the minimum price (exclusive of expenses) which may be paid for any such share is the nominal value thereof;
- C. the maximum price (exclusive of expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company 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 purchase bid on the trading venue where the purchase is carried out at the relevant time (in each case, exclusive of expenses);
- D. the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company (or, if earlier on 16 October 2022), save that the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to such time, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its shares in pursuance of any such contract as if the authority conferred hereby had not expired."

21. To consider, and if thought fit, pass the following special resolution:

"THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice."

By Order of the Board

**Anna Maughan**  
**Company Secretary**

Cable Drive, Walsall, WS2 7BN  
8 June 2021

# Explanatory Notes to the business of the AGM

## Annual Report and Accounts

Resolution 1 deals with the approval of the Annual Report and Accounts for the year ended 31 March 2021.

## Remuneration Matters

Resolution 2 deals with the approval of the Directors' Remuneration Report for the year ended 31 March 2021, which is set out on pages 92 to 118 of the Annual Report and Accounts ("the Directors' Remuneration Report").

The Directors are required to prepare the Directors' Remuneration Report, comprising an annual report detailing the remuneration of the Directors and a statement by the Chairman of the Remuneration Committee. The Company is required to seek shareholders' approval in respect of the contents of the Directors' Remuneration Report on an annual basis (excluding the part containing the Directors' Remuneration Policy, which is set out on pages 97 to 104 of the Annual Report and Accounts). As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on it.

## Dividend

Resolution 3 deals with the approval of the final dividend recommended by the Board of 19.8p per ordinary share which is proposed to be paid on 2 August 2021 (subject to shareholder approval) to shareholders on the Register of Members at 6.00pm on 2 July 2021.

## Directors

All of the Directors will be offering themselves for election or re-election (in accordance with the provisions of the UK Corporate Governance Code and the Company's Articles). Resolutions 4 to 14 deal with this.

The Chairman is satisfied that, following a continuous process of evaluation, each Director standing for re-election continues to perform their role effectively and makes a valuable contribution to the Board's deliberations and that each continues to demonstrate commitment to the role, including commitment of time to Board and Committee meetings and their other duties.

Tommy Breen took over as Chairman on 19 May 2021 and is seeking election at the AGM. He was appointed following a comprehensive recruitment process which was led by the Senior Independent Director. During the process, he met with all members of the Board and this enabled them to assess his suitability for the role. Tommy is an experienced non-executive director and until 2017 was Chief Executive of DCC plc, the FTSE 100 listed international sales, marketing and support services group, where he spent a highly successful 30 year career. A chartered accountant by training, Tommy brings to HomeServe an extensive track record of delivering sustainable growth in a diverse, international business, both organically and by acquisition. Tommy joined the Board on 27 January 2021 and has worked closely with the outgoing Chairman, Barry Gibson, to achieve a smooth handover of responsibilities.

In March, two other new Directors joined the Board; Ross Clemmow as CEO EMEA and Roisin Donnelly as a Non-Executive Director. Ross brings considerable digital and consumer expertise to HomeServe's Executive team. Since 2019, he has fulfilled the dual role of CEO of WiggleCRC, the international online sports retailer, and Managing Director within the Operational Support Group of Bridgepoint, where he has been responsible for improving digital capability across Bridgepoint's portfolio. Prior to this, Ross held senior retail management roles at Debenhams and Argos. Ross's appointment frees up Tom Rusin to focus on a US-based role as Chief Executive, North America, with responsibility there for Membership and HVAC. Tom retains global product responsibility for utility-based Membership.

Roisin spent 30 years with Procter & Gamble and has undertaken advisory roles with Facebook, John Lewis and Coca-Cola European Partners, along with non-executive positions with family owned, private equity backed and listed businesses and this has enabled her to add immediate value to our Board discussions.

Tommy Breen, Katrina Cliffe, Roisin Donnelly, Edward Fitzmaurice, Olivier Grémillon and Ron McMillan are considered by the Board to be independent for the purposes of the UK Corporate Governance Code. Stella David is no longer considered to be independent as she has served on the Board for more than nine years.

The Board supports and recommends the proposed appointments.

The skills, experience and specific contribution of each of the Directors are set out in Appendix 1.

## Auditor

Resolution 15 deals with the re-appointment of Deloitte LLP as auditor, and resolution 16 authorises the Directors to determine their remuneration.

The Auditors of the Company must be appointed or re-appointed at every annual general meeting at which accounts are presented. On the recommendation of the Audit Committee, the Board proposes the re-appointment of the Company's existing Auditors, Deloitte LLP. Deloitte LLP has confirmed its willingness to continue in office as Auditors of the Company. If resolution 15 is approved, Deloitte LLP will be re-appointed until the conclusion of the next annual general meeting.

The remuneration of the Auditors must also be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. Resolution 16 gives authority to the Directors to determine the remuneration of the Company's Auditors. It is normal practice for the Company's Directors, acting through the Audit Committee, to be authorised to determine the Auditors' remuneration.

## **Allotment of shares**

Resolution 17 is seeking to renew the Directors' general authority to allot shares up to a maximum nominal amount.

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £3,015,788 (representing 112,015,001 ordinary shares). This amount represents approximately one third of the Company's issued ordinary share capital as at 1 June 2021 (being the latest practicable date prior to publication of the Notice of Annual General Meeting).

In line with guidance issued by the Investment Association (the "IA"), paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £6,031,577 (representing 224,030,001 ordinary shares), as reduced by the nominal amount of any allotments or grants under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two thirds of the Company's issued ordinary share capital as at 1 June 2021 (being the latest practicable date prior to publication of the Notice of Annual General Meeting).

The authority sought under this resolution will lapse on the date of the Annual General Meeting of the Company to be held in 2022 or on 16 October 2022, whichever is the earlier.

The Directors have no present intention of allotting any new shares under this authority, other than pursuant to employee share plans. However, the Directors may consider issuing shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives. In the event the authority is used, the Directors intend to follow best practice regarding its use, as recommended by the IA.

As at 1 June 2021 (being the latest practicable date prior to publication of the Notice of Annual General Meeting), the Company does not hold any shares in treasury.

## **Disapplication of pre-emption rights**

Resolutions 18 and 19 are seeking to renew the Directors' authority to issue shares for cash otherwise than on a pre-emptive basis. These authorities will lapse on the date of the Annual General Meeting of the Company to be held in 2022 or on 16 October 2022, whichever is the earlier.

The power set out in resolution 18 would be limited to up to an aggregate nominal amount of £452,368 (representing 16,802,250 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 June 2021 (being the latest practicable date prior to publication of the Notice of Annual General Meeting).

In respect of the power under resolution 18, the Board confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with the Company's shareholders.

Resolution 18 also provides the Directors with authority to allot shares for cash, otherwise than in accordance with statutory pre-emption rights, for example, to provide flexibility in relation to pre-emptive offerings such as rights issues and open offers.

Resolution 19 is intended to give the Company flexibility to make non pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-emption Group's Statement of Principles. The power under resolution 19 is in addition to that proposed by resolution 18 and would be limited to allotments or sales of up to an aggregate nominal amount of £452,368 (representing 16,802,250 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 June 2021 (being the latest practicable date prior to publication of the Notice of Annual General Meeting).

## **Authority to purchase own shares**

Resolution 20 is seeking approval to renew the existing authority to make market purchases of the Company's own ordinary shares. The Board has no current intention that the Company should make purchases of its own shares if the renewal becomes effective but would like to be able to act quickly if circumstances arise in which such a purchase would be desirable. Purchases will only be made on the London Stock Exchange and only in circumstances where the Board believes that they are in the best interests of shareholders generally. Furthermore, purchases will only be made if the Board believes that they would result in an increase in earnings per share.

The proposed authority will be limited by the terms of the special resolution to the purchase of ordinary shares representing 10% of the Company's issued ordinary share capital as at 1 June 2021 (being the latest practicable date prior to publication of the Notice of Annual General Meeting).

The minimum price per ordinary share payable by the Company (exclusive of expenses) will be the nominal value of the ordinary shares acquired. The maximum price to be paid will be the higher of (i) an amount not more than 5% above the average of the middle market quotations for ordinary shares of the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date of each purchase and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out at the relevant time. The maximum number of shares and the permitted price range are stated in order to comply with statutory and UK Listing Authority requirements and should not be taken as representative of the number of shares (if any) which may be purchased or of the terms of such a purchase.

The authority will lapse on the date of the Annual General Meeting of the Company in 2022 or on 16 October 2022, whichever is the earlier. In order to maintain the Board's flexibility of action, it is envisaged that the authority will continue to be renewed at future Annual General Meetings. Any shares purchased may be cancelled or held in treasury, depending on which course of action the Directors considered to be in the best interests of the shareholders at the time.

There are no options or warrants to subscribe for shares outstanding at 1 June 2021 being the latest practicable date before the publication of this Notice of Annual General Meeting.

### **Notice of General Meetings**

Resolution 21 is seeking to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. The notice period required for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

The approval, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine but only where the Directors believe the flexibility was merited by the business of the meeting and clearly to the advantage of shareholders as a whole.

### **Additional information**

Additional information is set out in Appendix 2.

# Appendix 1

## Directors' Biographical Details

**Tommy Breen (62)** Non-Executive Director (Independent)

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Appointed to the Board: **January 2021**

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Appointed as Chairman: **May 2021**

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Committee memberships: **Nomination, Remuneration, People**

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A chartered accountant by training and an experienced non-executive director, until 2017 Tommy was Chief Executive of DCC plc, the FTSE 100 listed international sales, marketing and support services group, where he spent a highly successful 30 year career.

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Key areas of experience and contribution: Significant experience delivering sustainable growth in a diverse, international business, both organically and by acquisition.

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Principal current external appointments: **Senior Independent Director of Essentra plc**

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**Richard Harpin (56)** Chief Executive

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Appointed to the Board: **May 2001**

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Committee memberships: **Executive, People**

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Richard is the Founder and Chief Executive of HomeServe, which was set up in 1993 as a joint venture with South Staffordshire Group. Also the founder and Non-Executive Director of Growth Partner LLP, investing in and helping small consumer businesses to step change their growth and the Enterprise Trust, a charity that encourages young enterprise, apprenticeships and SME's. Previously a brand manager with Procter & Gamble, followed by management consultancy with Deloitte and his own company.

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Key areas of experience and contribution: Consumer marketing, management consultancy, entrepreneurship and strong leadership skills

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Principal current external appointments: **Founder and Director of Growth Partner LLP**

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**David Bower (49)** Chief Financial Officer

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Appointed to the Board: **February 2017**

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Committee memberships: **Executive, People**

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David was appointed as Chief Financial Officer in February 2017. He joined HomeServe in 2005 and has undertaken a number of senior divisional and group finance roles including spending six years as Group Finance Director. Before HomeServe, he spent 12 years at Arthur Andersen, where he qualified as a Chartered Accountant, and then later Deloitte LLP.

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Key areas of experience and contribution: Substantial experience in accountancy, audit, investor relations and mergers and acquisitions

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Principal current external appointments: **None**

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**Ross Clemmow (46)** CEO, EMEA

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Appointed to the Board: **March 2021**

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Committee memberships: **Executive**

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Prior to joining HomeServe, Ross fulfilled the dual role of CEO of WiggleCRC, the international online sports retailer, and Managing Director at Bridgepoint, where he was responsible for improving digital capability across Bridgepoint's portfolio. Prior to Bridgepoint, Ross held senior roles in digital retail with Argos & Debenhams and in consulting with Bain & Company. Ross started his career at Procter & Gamble in marketing.

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Key areas of experience and contribution: Digital transformation, multi channel strategy, consumer marketing, private equity

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Principal current external appointments: **London City Airport Limited**

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**Tom Rusin (52)** CEO, North America

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Appointed to the Board: **May 2017**

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Committee memberships: **Executive, People**

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Tom was appointed as CEO North America in 2021 following almost three years as Global CEO, HomeServe Membership and nearly seven years as Chief Executive Officer, HomeServe USA. Previously at Affinion Group where he undertook a number of roles culminating in three years as President and Chief Executive Officer of Affinion Group's North American Division. Before joining Affinion, he owned Just for Travel Inc. He was previously a Non-Executive Director of The Ambassador's Group.

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Key areas of experience and contribution: Affinity marketing, extensive general management experience with people focused leadership skills

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Principal current external appointments: **None**

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**Katrina Cliffe (54)** Senior Independent Director (Independent)

Appointed to the Board: **May 2017**

Committee memberships: **Remuneration (Chair), Audit & Risk, Nomination, People**

Katrina was previously General Manager at American Express Global Business Travel, EMEA, having been General Manager, Global Corporate Payments, UK. Prior to American Express she held senior roles at Lloyds TSB Group PLC, Goldfish Bank Ltd and MBNA International Bank.

Key areas of experience and contribution: Extensive sector relevant experience in financial and membership services in international consumer focused businesses, experience on other risk, audit and remuneration committees

Principal current external appointments: **Non-Executive Director of London and Country Mortgages Limited and Naked Wines plc**

**Stella David (58)** Non-Executive Director (Not Independent)

Appointed to the Board: **November 2010**

Committee memberships: **People (Chair)**

Stella spent seven years as Chief Executive Officer of William Grant & Sons following more than 15 years with Bacardi Ltd where she undertook a number of roles including Regional President and culminating in five years as Global Chief Marketing Officer. She was a Non-Executive Director for seven years at Nationwide Building Society and for nine years at C&J Clarks Limited.

Key areas of experience and contribution: Marketing, drinks industry, experience in international consumer focused businesses, valuable leadership experience as a CEO and of remuneration committees

Principal current external appointments: **Non-Executive Director of Bacardi Ltd, Norwegian Cruise Line Holdings and Domino's Pizza Group Plc and Senior Independent Director of Entain plc**

**Roisin Donnelly (59)** Non-Executive Director (Independent)

Appointed to the Board: **March 2021**

Committee memberships: **People**

Roisin spent over thirty years at Procter & Gamble. Having joined the business as an assistant brand manager, her last position was CMO of P&G, Northern Europe leading 72 brands across 6 markets. Prior to this she was UK CMO for P&G, leading the biggest media budget in the UK and leading digital and marketing innovation. She is a former non-executive director of two privately-owned businesses, Holland and Barrett Ltd and Bourne Leisure Holdings Ltd, and served as a non-executive director of Just Eat plc from 2016 to 2020.

Key areas of experience and contribution: Marketing, significant experience leading transformation and turnaround including major acquisitions and divestments, international

Principal current external appointments: **Adviser to the Internet Advertising Bureau Ltd**

**Edward Fitzmaurice (58)** Non-Executive Director (Independent)

Appointed to the Board: **May 2017**

Committee memberships: **Audit & Risk, Nomination, Remuneration**

Edward was previously Chief Executive Officer of Hastings Insurance Group and part of the MBO team of that business in 2009. He served as the Non-Executive Chairman of Hastings Insurance Services Ltd until October 2015 and a Non-Executive Director of Hastings Group Holdings plc until March 2017. Prior to joining Hastings, he spent three years at HomeServe as Chief Executive of HomeServe Warranties. His earlier career was spent at Dixons plc and Anglo American.

Key areas of experience and contribution: Retailing, insurance, significant operational experience leading consumer focused businesses in regulated sectors

Principal current external appointments: **None**

**Olivier Grémillon (41)** Non-Executive Director (Independent)

Appointed to the Board: **March 2019**

Committee memberships: **Remuneration**

Olivier is currently Vice President, Global Segments, at Booking.com. He was previously the Managing Director for Europe, the Middle East and Africa at Airbnb, having joined them as the Country Manager for France. He started his career in strategy consulting and worked for both Deloitte and McKinsey & Company.

Key areas of experience and contribution: Marketing, international development, product development, strategy and platform businesses

Principal current external appointments: **Vice President, Global Segments, Booking.com**

**Ron McMillan (68)** Non-Executive Director (Independent)

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Appointed to the Board: **October 2017**

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Committee memberships: **Audit & Risk (Chair), Remuneration, Nomination, People**

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A Chartered Accountant, Ron worked in PwC's assurance business for 38 years and has extensive knowledge and experience in auditing, financial reporting and governance. During his time at PwC, his roles included Global Finance Partner, Chairman of the North of England and Deputy Chairman and Head of Assurance for the Middle East.

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Key areas of experience and contribution: Significant experience in accountancy and audit and as chair of other audit committees

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Principal current external appointments: **Senior Independent Director and Chairman of the Audit Committee of SCS PLC and B&M European Value Retail SA. Chairman of N Brown PLC.**

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# Appendix 2

## Additional information

Copies of all service contracts, terms and conditions, letters of appointment of Directors with the Company or its subsidiaries are available for inspection during business hours at the offices of the Company at Cable Drive, Walsall WS2 7BN from the date of this notice until the conclusion of the meeting and on the day of the meeting at Cable Drive, Walsall WS2 7BN from 9.45am until the conclusion of the meeting.

## Notes

1. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes that may be cast); members must be entered on the Company's Register of Members by 6.00pm on 14 July 2021 or, if the meeting is adjourned, 48 hours prior to the time fixed for the adjourned meeting (excluding any part of a day that is not a working day). Changes to the Register of Members after that time shall be disregarded in determining the right of any person to attend and vote at the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the meeting to represent you. Given the limited format of this year's meeting, shareholders are encouraged to appoint the Chair of the meeting to vote on their behalf.
3. A proxy form to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Computershare Investor Services PLC, on 0370 707 1053 (calls charged at national rate, network charges may vary) or, if telephoning from overseas, on +44 370 707 1053. Lines are open 8.30am - 5.30pm BST Monday to Friday.
4. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
5. To be valid the proxy form and the Power of Attorney (if any) under which it is signed must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of the meeting.
6. A member who returns a completed proxy form (or CREST Proxy Instruction) is not precluded, if subsequently he so wishes, from attending the meeting instead of his proxy and voting in person.
7. A member may also lodge their proxy form electronically via the internet at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Full details of the procedures are given on that website and your Control Number, Shareholder Reference Number (SRN) and PIN can be found on your Proxy Form or email.
8. Shareholders who are CREST members with shares held in uncertificated form who wish to appoint a proxy or proxies are encouraged to use the CREST electronic proxy appointment service 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.

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, regardless of whether it constitutes the 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 3RA50) by the latest time for receipt of proxy appointments specified in paragraph 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any changes 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 provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that 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 connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

9. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Further information is available at [www.proxymity.io](http://www.proxymity.io). Proxies must be lodged not less than 48 hours before the time of the meeting. Investors appointing a proxy via this process will need to agree to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

10. 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).
11. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of rights in notes 1 to 4 above can only be exercised by members and do not apply to Nominated Persons.
12. As at 1 June 2021 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting) the Company's issued share capital consisted of 336,045,002 ordinary shares of 2 9/13 pence carrying one vote each. Therefore the total voting rights in the Company as at 1 June 2021 were 336,045,002. As at 1 June 2021 (being the latest practicable date prior to publication of this Notice of Annual General Meeting), the Company does not hold any shares in treasury.
13. 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.
14. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, 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 Companies Act 2006 to publish on a website.
15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so 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.
16. A copy of this circular, and other information required by s311A of the Companies Act 2006, can be found at [www.homeserveplc.com](http://www.homeserveplc.com).
17. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
  - calling Computershare Investor Services PLC on 0370 707 1053; or
  - contacting Computershare Investor Services PLC via their website at [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus); or
  - contacting the Company at Cable Drive, Walsall, WS2 7BN or by email [investors@homeserve.com](mailto:investors@homeserve.com)
18. You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.