

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 your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Purplebricks Group plc (the Company), please forward 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.

Purplebricks Group plc



(Incorporated and registered in England and Wales under No. 08047368)

CHAIRMAN'S LETTER AND NOTICE OF ANNUAL GENERAL MEETING 2021

The Annual General Meeting of Purplebricks Group plc will be held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ on Tuesday 28 September 2021 at 10.00am. Shareholders are strongly encouraged to vote electronically and to appoint the Chairman of the Annual General Meeting as their proxy. Please complete and submit your proxy vote either online at www.signalshares.com or through Crest. All valid proxy votes will be included in the polls to be taken at the meeting and should be completed and submitted no later than 10.00am on 24 September 2021.

Purplebricks Group plc



(Incorporated in England and Wales with registered number 08047368)

Directors:

Paul Pindar (Chairman)
Vic Darvey
Andy Botha
Adrian Blair
Dr Stephanie Caspar
Simon Downing
Elona Mortimer-Zhika

Registered office:

Suite 7, First Floor,
Cranmore Place,
Cranmore Drive, Solihull,
West Midlands B90 4RZ

Date: 24 August 2021

Dear Shareholder

Notice of Annual General Meeting of Purplebricks Group plc (the Company)

The Company's Annual General Meeting (AGM) that will be held at 10.00am on Tuesday 28 September 2021 at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ. Enclosed with this letter is the formal notice of the AGM. The resolutions to be proposed are set out on pages 8 to 10.

Meeting arrangements

The Board is closely monitoring the ongoing Covid-19 situation and, on the basis of the Government's roadmap out of lockdown and the lifting of all remaining restrictions on social distancing and restrictions on travel, the AGM has been arranged assuming the Company will be able to hold an open, physical in person meeting. Shareholders are asked to pre-register their attendance in advance as soon as practicable, and in any event by 10.00am on 24 September 2021, by email to investors@purplebricks.com with their name, contact details and investor code or corporate representative letter. Shareholders (or their proxy of corporate representative) should consider whether it is appropriate to attend the AGM in person given the ongoing uncertainty due to the Covid-19 situation.

A webcast of the AGM is being provided so that shareholders will be able to listen to the proceedings as well as submit questions for the Q&A session. Shareholders attending the AGM via the webcast will not count in the quorum of the meeting.

Actions to be taken

Given the uncertainty around whether shareholders will be able to attend the AGM in person due to a potential change in the situation with the Covid-19 pandemic, all shareholders are encouraged to vote ahead of the AGM by appointing a proxy to vote on the resolutions set out in the notice of AGM on pages 8 to 10 as soon as possible and in any event by 10.00am on 24 September 2021. Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy with their voting instructions to ensure their votes are counted if ultimately a shareholder (or any other proxy a shareholder might otherwise appoint) is not able to attend the AGM. Completion and return of the proxy appointment will not prevent a shareholder from attending and voting at the AGM in person, should circumstances permit. However, shareholders will be able to listen to proceedings of the AGM and submit questions by using this link <https://webcast.openbriefing.com/purplebricks-agm21/>

How to join the virtual meeting

You will need to visit <https://webcast.openbriefing.com/purplebricks-agm21/> using your smartphone, tablet or computer. You will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020*

Access to the AGM will be available from 30 mins before start of event although you will not be able to submit questions until the meeting is declared open.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Shareholders can vote ahead of the AGM by appointing a proxy electronically online via our registrars' website by visiting www.signalshares.com. In order to do so shareholders will need their IVC which can be found on their share certificate. Full instructions are given on the website. Alternatively, shareholders

are also able to vote through Crest. The proxy appointment and instructions should be completed and submitted no later than 10.00am on 24 September 2021.

All resolutions for consideration at the AGM will be voted on a poll and all valid proxy votes cast will count towards the poll votes. The results will be announced via a regulatory news service announcement and will be posted on the Company's website as soon as practicable after the AGM.

Shareholders can participate in the AGM by submitting questions in advance. Any specific questions about the business of the AGM and on the resolutions can be submitted ahead of the AGM by email to investors@purplebricks.com.

The situation relating to Covid-19 continues to develop and your Board will continue to monitor closely the situation, as well as the latest UK government guidance, as to how it may affect arrangements for the AGM, which may have to change at short notice. If it becomes necessary to change the arrangements for the AGM, information will be found on the Company's website and via a regulatory announcement.

Explanatory notes

The purpose of this letter is to explain the business to be considered at the AGM.

Annual Report and Accounts (Resolution 1)

The Directors are required to present to shareholders at the AGM the Annual Report and Accounts for the year ended 30 April 2021 together with the Directors' and Auditors' reports on the Annual Report and Accounts (2021 Annual Report).

Re-appointment of Directors (Resolutions 2 to 4)

Under the Company's Articles of Association (Articles), one third of the Directors are required to retire by rotation each year. Paul Pindar and Simon Downing will retire by rotation this year in accordance with the Articles. In addition, the Company's Articles provide that any director appointed by the Board since the last Annual General Meeting is required to retire and may then be considered for election. Elona Mortimer-Zhika has been appointed since the last Annual General Meeting and is seeking election. Each of Paul Pindar, Simon Downing and Elona Mortimer-Zhika, being eligible, offers himself or herself for re-election or election by shareholders and are proposed for re-election/election through separate Resolutions 2 to 4.

Auditors (Resolutions 5 and 6)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Accordingly, Resolution 5 reappoints Deloitte LLP as auditors to the Company and Resolution 6 authorises the Directors to fix their remuneration.

Directors' Remuneration Report (resolution 7)

Although not required by Company law, the Company has prepared a Directors' Remuneration Report for the financial year ended 30 April 2021 and invites shareholders to approve it. The Directors' Remuneration Report is set out on pages 63 to 65 of the 2021 Annual Report. The vote on this resolution is advisory in nature and does not affect the actual remuneration paid to any Director.

Authority of Directors to allot shares (Resolution 8)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 Companies Act 2006. Upon the passing of Resolution 8, the Directors will have authority to allot shares up to an aggregate nominal amount of £1,022,686.79 which is approximately one-third of the Company's current issued ordinary share capital as at 23 August 2021, being the latest practicable date before the publication of this Notice. This authority will expire immediately following the AGM in 2022 or on 31 October 2022, whichever is the earlier.

The Directors will continue to seek to renew this authority at each AGM, in accordance with current best practice. The Directors have no present intention of exercising the authority sought under this Resolution.

Disapplication of pre-emption rights (Resolution 9)

If the Directors wish to exercise the authority under Resolution 8 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Companies Act 2006 requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 9 would authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or (ii) otherwise up to an aggregate nominal value of £153,403.01 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company on 23 August 2021, being the latest practicable date prior to the publication of this Notice.

If given, the authority will expire at the conclusion of the next AGM in 2022 or on 31 October 2022, whichever is the earlier. The Directors intend to renew such power at successive AGMs in accordance with current best practice.

The Directors have no present intention of exercising this authority, but they consider its grant to be appropriate in order to preserve maximum flexibility for the future.

Disapplication of pre-emption rights for an acquisition or specified capital investment (Resolution 10)

The Directors are seeking further authority under Resolution 9 to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £153,403.01 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) on 23 August 2021, being the latest practicable date prior to the publication of this Notice. This is in addition to the 5 per cent referred to in Resolution 9. If given, the authority will expire at the conclusion of the next AGM in 2022 or on 31 October 2022, whichever is the earlier.

This extra authority is being sought in accordance with the Pre-Emption Group's 2015 Statement of Principles (Statement of Principles). The Statement of Principles permits disapplication authorities of up to 10 per cent of issued ordinary share capital in total to be sought provided the extra 5 per cent is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The Directors confirm that they intend to use the authority sought in Resolution 10 only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Proposed adoption of new articles of association (Resolution 11)

The Directors are asking shareholders to approve the amendments to the Company's existing Articles of Association (Existing Articles) to provide for flexibility in the way general meetings of shareholders may be held in the future to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the Covid-19 pandemic. The Directors believe that allowing general meetings (including annual general meetings) to be held partly through electronic facilities, i.e. 'hybrid' meetings, will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. The changes in the proposed new Articles of Association (New Articles) include:

- That for general meetings held at a physical venue, simultaneous attendance and participation will be allowed through electronic means. The ability to do this will make participation at general meetings easier for shareholders. For the avoidance of doubt the amendments being proposed to the Existing Articles do not permit wholly virtual general meetings, a physical meeting will still be required. The New Articles also contain consequential changes to allow for physical, satellite and electronic participation in meetings so that the Company can continue to operate and comply with its legal and regulatory obligations.

- Permitting the Board to make such arrangements as it considers appropriate for the purpose of ensuring the safety and proper orderly conduct of those attending general meetings and ensuring the security of the meetings. Any person attending or participating electronically in a general meeting will be responsible for maintaining adequate facilities to enable them to do so.

These changes are primarily contained in the New Articles, articles 47 and 48. A number of other consequential amendments have been made to the Existing Articles, articles 2, 50, 52 to 57, 59 to 61 and 65.

Resolution 11 adopting the New Articles will, if passed, become effective at the conclusion of the AGM. The full text of the proposed New Articles will be available to view from the date of this Notice until the close of the AGM on the Company's website at <https://www.purplebrickspc.com/investors/shareholder-information/shareholder-meetings/>.

Recommendation

Your 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 and unanimously recommend shareholders to vote in favour of all the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Paul Pindar

Chairman

NOTICE OF ANNUAL GENERAL MEETING

Purplebricks Group plc (the Company)



(Incorporated in England and Wales with registered number 08047368)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of the Company will be held on 28 September 2021 at 10.00am at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ for the following purposes: to propose and, if thought fit, to pass Resolutions 1 to 8 as ordinary resolutions (an ordinary resolution is one that requires a majority of in excess of 50 per cent of those present and voting to be passed); and to propose and, if thought fit, to pass Resolutions 9 to 11 as special resolutions (a special resolution is one that requires a majority of in excess of 75 per cent of those present and voting to be passed).

Ordinary Resolutions

- 1 To receive the reports of the Directors and the audited accounts of the Company for the financial year ended 30 April 2021 together with the report of the Auditors on those audited accounts.
- 2 To elect Elona Mortimer-Zhika who, being eligible, offers herself for election, as a Director.
- 3 To re-elect Paul Pindar who, being eligible, offers himself for election, as a Director
- 4 To re-elect Simon Downing who, being eligible, offers himself for re-election, as a Director.
- 5 To reappoint Deloitte LLP as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the meeting.
- 6 To authorise the Directors to fix the remuneration of the Auditors.
- 7 To approve the Directors' Remuneration Report for the financial year ended 30 April 2021.
- 8 THAT in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 Companies Act 2006, to exercise all the 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 up to an aggregate nominal amount of £1,022,686.79.

The authority hereby conferred on the Directors shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution or 31 October 2022, whichever is the earlier save that under this authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

9 THAT, subject to the passing of Resolution 8 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006 (CA 2006), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 8 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- (b) the allotment (otherwise than under paragraph (a) of this Resolution 9) of equity securities or sale of treasury shares up to an aggregate nominal amount of £153,403.01,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 31 October 2022, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

10 THAT, subject to the passing of Resolution 8 above, the Directors be and they are hereby authorised in addition to any authority granted under Resolution 9, pursuant to section 570 and section 573 Companies Act 2006 (**CA 2006**), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 8 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £153,403.01; 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 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,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 31 October 2022, whichever is the earlier, save that, in each case, the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

11 THAT, with effect from the conclusion of the Annual General Meeting, the revised Articles of Association, produced in draft to the Annual General Meeting and initialled by the Chairman of the meeting for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

By Order of the Board,

24 August 2021

Andy Botha

Secretary

Registered office: Suite 7, First Floor, Cranmore Place, Cranmore Drive, Shirley, Solihull, West Midlands B90 4RZ

Notes:

- 1 A member is entitled to 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.
- 2 Members may lodge their vote or appoint proxies electronically via www.signalshares.com. For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar, Link Group, no later than 10.00am on 24 September 2021. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group, on 0371 664 0300 if calling from the UK, or +44 (0) 371 664 0300 if calling from outside of the UK, or email Link at shareholder.services@linkgroup.co.uk. 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. The proxy form will not be accepted if found to contain a computer virus.
- 3 Only those members registered on the register of members of the Company at close of business on 24 September 2021 (or, if the meeting is adjourned, 48 hours before 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. 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 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.
- 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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in Note 2 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.

- 6 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member 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/CREST).
- 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).
- 8 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting.
- 9 Any electronic address provided either in this Notice or in any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.
- 10 Voting at the meeting will be conducted by way of a poll rather than on a show of hands. A poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.

Shareholder enquiries

If you have any questions, please call the Company's Registrars, Link Group, on 0371 664 0300. 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. Alternatively, you may send an email to shareholder.services@linkgroup.co.uk