

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in National World plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of National World plc is 201 Temple Chambers 3-7 Temple Avenue, London EC4Y 0DT, United Kingdom. Registered in England and Wales No. 12021298.

NATIONAL WORLD

National World plc

Notice of

Annual General Meeting

30 June 2020

TO BE HELD AS A "REMOTE MEETING" ONLY

Please note that arrangements for the Annual General Meeting this year are different from those of previous years. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising the provisions in the Companies Act 2006 and our Articles of Association to convene and hold this year's Annual General Meeting as a virtual meeting, which is explained in the letter from the Chairman set out on pages 4 to 6. All voting at the resolutions at the AGM will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the virtual meeting formally concludes.

Contents

1	Chairman's letter	4
2	Notice of meeting	7
	Notice of meeting and resolutions to be proposed	7 - 9
	Notes to Resolutions	10 - 13
3	Shareholder notes	14 - 16
4	Contact details	17

Key times and dates

Annual General Meeting	11.00 a.m. on 30 June 2020
Latest time for receipt of proxies	11.00 a.m. on 26 June 2020

How to vote

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at www.signalshares.com, you will require your investor code to register which can be found on your share certificate or by returning a paper proxy instruction if you received a hard-copy proxy form.

All voting at the Annual General Meeting will be held as a poll in accordance with the provisions of our articles of association, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the meeting platform.

How to speak

If you wish to raise a question at the Annual General Meeting, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the Annual General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Questions on the day will be taken by shareholders using the electronic "raise your hand" feature or typing their question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to ask your question(s).

Please submit any questions by email to ir@nationalworld.com with the subject line "AGM Question".

Chairman's letter

Dear Shareholder,

I look forward to welcoming you at the National World plc (the "**Company**" or "**National World**") Annual General Meeting ("**AGM**"), on 30 June 2020. The AGM will start at 11.00 a.m.

In light of the ongoing Coronavirus Pandemic and with a view to taking appropriate measures to safeguard its shareholders health and make the AGM as safe and efficient as possible, the Company is invoking certain of the meetings provisions in the Companies Act 2006 and its articles of association. These provisions allow the Company to establish satellite meetings if necessary, and for the Company to make arrangements for the safety and security of shareholders. Whilst it was never envisaged that these provisions would be used for this purpose (in fact provisions of this nature are rarely invoked), they can be used, in combination, to facilitate a shareholder meeting where it is necessary, on grounds of the personal safety of all concerned, to avoid the need for persons to be in the same physical location. For the purposes of the satellite meeting provisions of the articles of association, we are designating the location of the meeting to be the place where the Chairman is located, and all other shareholders and "attendees" will be deemed to be at their own individual satellite location. The requirement that all satellite locations be connected by at least audio means is satisfied by use of the meeting platform.

Accordingly, we appreciate that the Company has not done this before, and so I will explain the impact on the operation of the AGM and the voting process in some detail.

1. Before the AGM

In the usual way we ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder's proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the "**Form of Proxy**") and return it by email to ir@nationalworld.com or by post to Link Market Services (the "**Registrar**"), as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 11.00 a.m. on 26 June 2020, or in the case of shares held through CREST, via the CREST system.

In accordance with article 63.2 of our articles of association, as Chairman, I am formally requiring that all of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on pages 4 and 6 by email to ir@nationalworld.com with the subject line "AGM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

2. On the Day of the Meeting

The meeting takes place at 11.00 a.m. on 30 June 2020.

To join the meeting type (or paste) the following web address into your web browser:

<https://mmmc.webex.com/mmhc/onstage/g.php?MTID=e8fc635b92a0fafd7826db3eef4b14e08>

You will be asked to enter a password to gain access to the meeting. This code can be found on the bottom section of your proxy form. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy votes received in advance.

The meeting will then formally close.

As shareholders exit the meeting, they will have the option to submit an electronic poll card to record their vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the meeting.

The results of the meeting will be announced by RNS and posted to the Company's website www.nationalworld.com on the day of the meeting. The full poll results will also be published on this website at the same time. The business of the AGM comprises resolutions (each, a "**Resolution**" and together, the "**Resolutions**") that public companies regularly bring to shareholders.

The following committees of the board (the "**Board**") are currently constituted with membership as set out below:

Audit and Risk committee

Steve Barber (Chair)
Mark Hollinshead
John Rowe

Remuneration committee

John Rowe (Chair)
Mark Hollinshead
Steve Barber

We ask for authority each year from you to allot shares in certain circumstances, sometimes without first offering those ordinary shares of nominal value 0.1 pence each in the capital of the Company ("**Ordinary Shares**") to existing shareholders ("**Shareholders**"). We wish to continue to comply with the spirit of institutional guidelines but maintain maximum flexibility as explained in the notes to the relevant Resolutions.

The Board is recommending that Shareholders support all the Resolutions before the AGM by casting your proxy online at www.signalshares.com returning your proxy vote at ir@nationalworld.com or by returning your proxy instruction by post as indicated in the proxy form.

With this notice you will receive a proxy card as an ordinary Shareholder. However, online voting is quicker and more secure than paper voting and saves National World's time and resources in processing the votes. To vote online please go to www.signalshares.com, you will require your investor code to register which can be found on your share certificate. You can also use this site to change your communication preferences and monitor your shareholding.

If you have not already done so, I urge you to visit the Registrar's website at www.signalshares.com and provide an email address for communications with the Company.

Your votes do matter. Information about how to vote at the AGM is given on page 14 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to hearing from you at the AGM.

David Montgomery

Chairman

15 May 2020

Notice of meeting and Resolutions to be proposed

Notice is hereby given that the AGM of National World will be held as a remote meeting only on 30 June 2020, commencing at 11.00 a.m., for the transaction of the following business.

The Board considers that Resolutions 1 to 12 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolutions 11 and 12 will be proposed as special resolutions.

Resolution 1

Report and accounts

To receive the Annual Report and Accounts for the period commencing on 29 May 2019 and ended 31 December 2019 ("**Annual Report**").

See notes on page 10.

Resolution 2

Directors' remuneration report

To approve the directors' remuneration report contained on pages 15 to 19 of the Annual Report for the year ended 31 December 2019.

See notes on page 10.

Resolution 3

To approve the directors' remuneration policy contained on pages 16 to 17 of the directors' remuneration report referred to in Resolution 2, such policy to take effect from the date on which this Resolution is passed.

See notes on page 10.

Resolution 4

To re-elect Mr Stephen Barber as a director.

See biography on page 10.

Resolution 5

To re-elect Mr Mark Hollinshead as a director.

See biography on page 11.

Resolution 6

To re-elect Mr David Montgomery as a director.

See biography on page 11.

Resolution 7

To re-elect Mr John Rowe as a director.

See biography on pages 11 and 12.

Resolution 8

To re-elect Mr Vijay Vaghela as a director.

See biography on page 12.

Resolution 9

Reappointment of auditors and fixing of auditors' remuneration

To reappoint Crowe UK LLP as auditors from the conclusion of the meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration.

See notes on page 12.

Resolution 10

Directors' authority to allot shares (Section 551 of the Companies Act 2006 (the "2006 Act"))

To renew, for the period ending on the date of the AGM in 2021 or 15 months after the passing of this Resolution, whichever is the earlier, the authority and power conferred on the directors by the Company's articles of association ("**Articles**") to allot relevant securities up to an aggregate nominal amount equal to the Section 551 (of the 2006 Act) amount of £36,000 representing the aggregate nominal value of two thirds of the Ordinary Shares (defined below), provided that in relation to any allotment of relevant securities in excess of £18,000, representing the aggregate nominal value of one third of the Ordinary Shares (defined below), such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the 2006 Act) and they are allotted in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (b)(i) of Resolution 11, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

See notes on page 12.

Resolution 11

Special resolution: authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)

THAT, subject to and conditionally upon the passing of Resolution 10, the directors of the Company are hereby empowered pursuant to section 570 of the 2006 Act to allot securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 10 as if section 561 of the 2006 Act did not apply to any such allotment provided that such power:

- (a) shall, subject to the continuance of the authority conferred by Resolution 10, expire 15 months after the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (b) shall be limited to:
 - (i) the allotment of equity securities of up to an aggregate nominal amount of £18,000 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares (defined below) and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares (defined below) held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any

holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and

- (ii) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (b)(i) up to an aggregate maximum nominal amount of £10,800.

See notes on page 13.

Resolution 12

Special resolution: that the Company adopt new articles of association.

THAT the existing articles of association of the Company be replaced in their entirety with the form of articles of association displayed on the Company's website at www.nationalworld.com/investors.

See notes on page 13.

By order of the Board.

One Advisory Limited

Company Secretary

15 May 2020

Notes to Resolutions

Notes to Resolution 1 Reports and accounts

The Board will present its reports and the accounts for the period commencing on 29 May 2019 and ended 31 December 2019, as contained in the Annual Report.

Notes to Resolution 2 Directors' remuneration report

The directors' remuneration report, which can be found on pages 15 to 19 of the Annual Report gives details of the directors' remuneration for the period commencing on 29 May 2019 and ended 31 December 2019. The report includes a statement from the committee chair, the components of the executive directors' remuneration, and the non-executive directors' fees.

The Company's auditors, Crowe UK LLP, have audited those parts of the directors' remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the Board and signed on its behalf by the Chairman of the Remuneration Committee.

The vote on the directors' remuneration report is advisory in nature and therefore not binding on the Company.

Notes to Resolution 3 Directors' Remuneration Policy

Shareholders are asked to approve the directors' remuneration policy which is set out in full on pages 16 to 17 of the directors' remuneration report. The vote on the directors' remuneration policy is binding in that, once the policy is approved, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy or has been specifically approved by a resolution of the Company's shareholders. If resolution 3 is passed, the directors' remuneration policy will take effect immediately. A remuneration policy will be put to shareholders again no later than the company's AGM in 2023.

Notes to Resolutions 4, 5, 6, 7 and 8 Re-election of directors

It is best practice that all Company directors retire and offer themselves for re-election at each AGM. Accordingly, all three of the existing directors will be standing for re-election at the AGM.

Resolution 4 – reappointment of Mr Stephen Barber as a director

Mr Barber retires and offers himself for reappointment.

Stephen (Steve) David Barber has been an independent non-executive director of several listed and private companies over the past decade.

Since June 2018, he has been chairman of the audit committee of AA plc and he is also currently chairman of Fenwick Limited and chairman of the audit committee of intu Properties plc. Previously, he was a director and chairman of the audit committee of Next plc from 2007 to 2017 and served as a director and chairman of the audit committee of Domino's Pizza Group plc from 2015 to April 2019.

Prior to becoming a non-executive director, Steve was a senior partner at Price Waterhouse where he led the Entertainment, Media and Communications group (1973-98), the chief financial officer of Mirror Group plc (1998-99) and subsequently a partner in Ernst & Young (2001-04).

In the private arena, Steve has been chairman of the Design Objectives Group (2013-18), the founder of AFC Energy plc, the founder of The Objectivity Partnership LLP, the chief operating officer of the Palladian Group and a director of several start-ups. Steve is a member of the steering group of the Audit Quality Forum and is a graduate of the London School of Economics.

Resolution 5 – reappointment of Mr Mark Hollinshead as a director

Mr Hollinshead retires and offers himself for reappointment.

Mark Thomas Hollinshead has been involved in media and business all of his working life. He is currently chief executive of Hollicom, a consultancy business which he founded in 2017.

Mark was the youngest ever managing director of the Daily Record and Sunday Mail and ran that business for 14 years from 1998 to 2012. He was appointed managing director of Mirror Group Newspapers in 2008, while continuing to manage the Scottish publishing business, and subsequently took up the role of chief operating officer and director of Trinity Mirror, in charge of all publishing activity for over 200 news brands – both digital and in print. In 2015 Mark was appointed CEO of the Great Run Company a position he held until 2017. The Great Run Company is one of Europe's largest mass participation events businesses with events such as the Great North Run, Great Scottish Run and Great Manchester Run.

In addition to his executive positions, Mark was also was chairman of Scottish Athletics from 2005 to 2008, president of the Scottish Newspaper Society from 2003 to 2005, and a non-executive director of the News Media Alliance from 2009 to 2015.

Mark is a strategic adviser to Dentsu Aegis Network North, a division of Dentsu Aegis the world leading digital performance agency.

Resolution 6 – reappointment of Mr David Montgomery as a director

Mr Montgomery retires and offers himself for reappointment.

David John Montgomery has a long history in the newspaper industry. Most recently, he was chief executive of Local World, an aggregator in the regional news area which was acquired by Reach (formerly Trinity Mirror) in 2015. Local World had been formed in 2013 by a merger of regional media companies of DMGT and the Yattendon Group, publishing around 100 regional print titles and associated websites.

David served as an editor of News of the World and as an editor and managing director of Today newspaper. He founded Mecom Group in 2000 and served as its chief executive until January 2011. At Mecom Group, he worked on a number of acquisitions to establish one of the leading European publishing and content businesses, delivered substantial cost savings and began to develop a new, flexible operating model fit to take commercial advantage of on-going changes in consumer behaviour, which saw particular success at Edda Media in Norway.

Prior to Mecom, David was chief executive officer of Mirror Group from 1992 to 1999, where he oversaw substantial restructuring and acquisitions culminating in its merger with Trinity to become Trinity Mirror.

David served as a director at the Press Association from 1996 to 1999, RSDB (one of Europe's largest print businesses) from 2006 to 2009, Royal Wegener (a large Dutch news publisher) from 2007 to 2011, and Scottish Television from 1994 to 1998. He graduated from Queen's University, Belfast in History and Politics.

David is currently chairman of Local TV, a network of eight public service broadcasting city channels.

Resolution 7 – reappointment of Mr John Rowe as a director

Mr Rowe retires and offers himself for reappointment.

John Rowe has extensive experience in digital data insights and understanding of customer behaviour. Currently John advises and invests in a range of digital businesses including media and online retailing through the better use of data.

Until March 2020 John was chairman and chief executive officer of Clicksco and where he had been a controlling shareholder and grew the business to annual sales of over £80 million.

John began his career at PricewaterhouseCoopers in 1979 and then worked at Sainsburys from 1983 to 2001 where he finished as managing director of International Operations. John passionately believes that key to a successful business is the ability to truly understand its customers, and that the data insights available online can be used to transform the relationship between brands and customers

Resolution 8 – reappointment of Mr Vijay Vaghela as a director

Mr Vaghela retires and offers himself for reappointment.

Vijay Lakhman Vaghela was most recently group finance director of Reach (formerly known as Trinity Mirror), he held this position from May 2003 until his resignation on 1 March 2019; he also served as group company secretary. Prior to this, Vijay was director of accounting and treasury. Vijay served as the interim chief executive officer of Trinity Mirror from June 2012 to August 2012. From 1994 to 1999, Vijay held various roles at Mirror Group plc, including Head of Internal Audit and Group Treasurer.

Vijay was a non-executive director and chair of the audit and risk committee of Local World Holdings Limited between 2013 and 2015 and was a member of the audit committee of the Football Association for six years from 2011 to 2017.

Vijay is a Chartered Accountant and member of the Institute of Chartered Accountants of England and Wales.

Notes to Resolution 9

Reappointment of auditor and fixing of auditors' remuneration

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. It is proposed that Crowe UK LLP be reappointed as the Company's auditor.

Notes to Resolutions 10 and 11

Directors' authority to allot shares

Resolutions 10 and 11 seek limited authority from Shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing Shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been National World's approach to seek authority to allot shares at its AGM in order to allow as much flexibility as possible in the interests of the Company and its Shareholders as a whole.

Authority to allot – Resolution 10

The Investment Association share capital management guidelines (the "**IA Guidelines**") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The directors of the Company are seeking authority to allot shares of up to a maximum nominal amount of £36,000. This is the 'Section 551 Amount' referred to in the Articles and is equal to 66.66% (i.e. two-thirds) of the Company's issued share capital of Ordinary Shares. In accordance with the IA Guidelines, one half of this Section 551 Amount, that is 33.33% (i.e. one-third) of the Company's issued ordinary share capital, (excluding treasury shares), can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (b)(i) of Resolution 11.

For information, as at 13 May 2020, the Company held no treasury shares. The authority conferred pursuant to Resolution 10 will expire on the date of the AGM in 2021 or 15 months after the passing of Resolution 10 at the AGM, whichever is the earlier.

Disapplication of pre-emption rights – Resolution 11

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing Shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 10 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £18,000 (representing approximately one third of the Company's share capital), provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues.

Further, the directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 10, the directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £10,800 representing approximately 20 per cent. of the Company's share capital. The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA Guidelines which is limited to rights issues, which the directors regard as too restrictive. The above departures in Resolutions 10 and 11 from the strict wording of the IA Guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed.

New articles of association – Resolution 12

This Resolution proposes that the existing articles of association of the Company are replaced with new articles, which are available on the Company's website at www.nationalworld.com/investors. The main change is to adopt more comprehensive virtual and semi-virtual meeting provisions. However, the Board intends to continue to hold general meetings of the Company in person once the current situation is resolved, as it values the opportunity to meet shareholders in person. The Articles have also been generally updated to reflect current law and practice.

Shareholder notes

Voting

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at close of business on 26 June 2020. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the remote meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at www.signalshares.com.
- By completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

Proxies not properly notified to the Registrar may be denied access to the meeting.

If you own shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

In the light of the Coronavirus pandemic, shareholders are encouraged to vote by proxy. The AGM will commence at 11.00 a.m. on 30 June 2020. In order to safeguard the health of shareholders, the AGM will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 11.00 a.m. on 26 June 2020.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at www.signalshares.com provided it is in relation to different shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or online at www.signalshares.com or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (www.euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, 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's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar (ID RA10) by 11.00 a.m. on 26 June 2020. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by 11.00 a.m. on 26 June 2020.

The meeting

Where and when will the meeting be held?

The meeting will be held exclusively as an electronic meeting on 30 June 2020.

The meeting will start at 11.00 a.m. so please allow plenty of time to log into the meeting. The meeting will be available for login at 10.45 a.m.

Is the meeting at the same location as last year?

The meeting will be held as a remote meeting only, in accordance with the Companies Act 2006 and the Company's articles of association in order to safeguard the health and safety of shareholders in light of the Coronavirus pandemic.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on page 14. Any voting instructions you have validly given in advance will be counted at the meeting.

What documents do I need?

To log into the remote meeting, you need to type or paste the following web address into your web browser:

<https://mmitec.webex.com/mmitec/onstage/g.php?MTID=e8fc635b92a0fafd7826db3cef4b14e08>

You will be asked to enter a password to gain access to the meeting. This can be found on the bottom section of your proxy form or, if you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the AGM. A separate email with the meeting link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 14). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to provide this letter to the Registrars in advance of the AGM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.

A copy of this notice and other information required by section 311A of the 2006 Act can be found at www.nationalworld.com.

All voting at the AGM will be held on a poll.

Please note that proxies and corporate representatives may not invite guests to the meeting.

May I bring a guest?

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like a guest: to have access please contact us on ir@nationalworld.com.

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

May I ask a question at the meeting?

The chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question please use the electronic "raise your hand" facility or type your question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to speak.

Please endeavour to keep your questions short.

How can I vote at the meeting?

As shareholders exit the remote meeting, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.

The voting facility will close 30 minutes after the meeting ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting on the Resolutions by a show of hands.

We have included a 'vote withheld' option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a Resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on www.nationalworld.com by as soon as practicable following the close of the Annual General Meeting on 30 June 2020

Information rights

Under the Companies Act 2006 (the "**2006 Act**"), there are a number of rights that may now be available to indirect investors of National World, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ("**nominated persons**") do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from National World, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where National World is exercising one of its powers under the 2006 Act and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in Section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to;

- a. 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 meeting; and
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the 2006 Act can require the Company:

- a. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

Total voting rights and share capital

As at 13 May 2020 (the latest practicable date before the publication of this notice), the issued share capital of National World plc comprised 54,000,000 Ordinary Shares (excluding treasury shares) nominal value 0.001 pence per share, each with one vote.

The total number of voting rights in National World plc is 54,000,000.

Updates to this number are released via the Regulatory News Service on the last day of each month and can be viewed online at <https://www.nationalworld.com/investors/news>.

Contact details

National World plc
201 Temple Chambers
3-7 Temple Avenue
London EC4Y0DT
United Kingdom
www.nationalworld.com

Orrick, Herrington & Sutcliffe (UK) LLP
107 Cheapside
London EC2V 6DN
United Kingdom

The Registrar
Link Market Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

If you are an ordinary Shareholder, please contact Link Market Services at shareholderenquiries@linkgroup.co.uk if you would like to change your election on how you receive Shareholder documents in the future.

NATIONAL WORLD

Proxy Form

National World plc

Form of proxy for use by holders of Ordinary Shares at the Annual General Meeting of the Company convened for 11:00 a.m. on 30 June 2020.

I / We
(FULL NAMES IN BLOCK CAPITALS)

of
(ADDRESS IN BLOCK CAPITALS)

hereby appoint the chairman of the Annual General Meeting OR the following person (*see note 1 below*)

as my/our proxy to exercise all or any of my rights to attend, speak and vote in respect of my/our entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 30 June 2020 at 11:00 a.m. and at any adjournment of the Annual General Meeting.

☐

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder. (*See note 2 below*).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Annual General Meeting. *Please give instructions to your proxy by ticking the appropriate box alongside each resolution. (See note 6 below).*

Resolutions	For	Against	Vote Withheld
Resolution 1: Company's report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Re-election of Stephen Barber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Re-election of Mark Hollingshead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Re-election of David Montgomery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Re-election of John Rowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8: Re-election of Vijay Vaghela	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9: Reappointment of auditors and fixing of auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10: Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11: General power to disapply pre-emption rights (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12: Amendment of Articles (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature..... Date.....

* (*See note 7 overleaf*). (*See notes 3, 4, 5, 8 and 9 overleaf*).

Detach this page before returning by post

Meeting address:

<https://mmmc.webex.com/mmmitc/onstage/g.php?MTID=e8fc635b92a0fafd7826db3eef4b14e08>

Meeting Password: welcome

Proxy form continued

Explanatory notes:

1. If you wish to appoint someone as your proxy other than the chairman of the Annual General Meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Link Asset Services, or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of Ordinary Shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. If you appoint more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on your behalf in a general meeting over more shares than you hold, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a 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.
4. 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. 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 Link Asset Services (ID RA 10) by 11:00 a.m. on 26 June 2020. 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 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.
5. 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).
6. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Annual General Meeting.
7. The 'Vote withheld' option is provided to enable you to refrain from voting on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
8. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the electronic Annual General Meeting and voting on the poll.
9. To be valid, this form must be completed and lodged with the Company's registrar, Link Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or electronically via the shareholder portal at www.signalshares.com, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such authority, by 11:00 a.m. on 26 June 2020.
10. If returning this form by post, please detach the bottom section showing the meeting password so that you are able to join the virtual meeting.

NATIONAL WORLD

Date: 15 May 2020

Dear Shareholder

Important information regarding communications with shareholders

During January 2007, new provisions within the Companies Act 2006 came into force regarding the ways that a company is permitted to communicate with its shareholders.

In future, AGM Notice of Meetings, Annual Report & Accounts etc, will be published on the Company website www.nationalworld.com. Reducing the number of communications sent by post will not only result in cost savings to the company but also reduce the impact that the unnecessary printing and distribution of reports has on the environment

Shareholders are individually asked to consent to this method of publication; this is the purpose of this letter.

Please note that if you consent to website publication, you will continue to be notified each time that National World Plc places a statutory communication on this website. This notification will be sent to you **by post**.

If you would prefer to receive these notifications via **email**, please register your email address via the share portal: <https://www.signalshares.com>.

If you require assistance while registering your email address, please telephone Link Asset Services at 0871 664 0391 (calls cost 10p per minute plus network extras, lines are open 9am-5.30pm, Mon-Fri). If dialling from overseas, please call + 44 20 8639 3367.

Actions to be taken in response to this letter

If you wish to consent to website publication, you do not need to take any action in response to this letter.

However, if you wish to continue to receive hard copies of these communications, you must return the reply slip attached to the bottom of this to our Registrars. If you do not return this slip within 28 days from the date of this letter, we will assume that you have consented to website publication of these documents and you will no longer receive hard copies in the post.

Finally, may I take this opportunity to remind you of the services that are available to shareholders via the Company's website, these include on-line voting, access to your shareholding and dividend history and the ability to amend your dividend mandate details and address online.

Yours sincerely,

Company Secretary
National World Plc

Please complete either A or B below:

A) You can be notified when new documents are available on the website via email or post.

1) **Email notifications:** If you would like to receive email notification when new documents are available on the web, please register for electronic communication:

- a. <https://www.signalshares.com>
- b. Or by completing the details below:

Email Address:

Name:

Investor Code*:

Address:

Signed/date:

2) **Postal notifications:** If you would like to receive notifications via post then you need take no further action.

B) If you would prefer to continue receiving all documents in paper form rather than via a website please complete the details below:

Name:

Investor Code*:

Address:

Signed/date:

(*available on your share certificate)

Return to:

FREEPOST SAS
34 Beckenham Road
Beckenham
Kent BR3 9ZA