

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 independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are in a territory outside the United Kingdom an appropriately authorised financial adviser.

If you have sold or otherwise transferred all your shares in ADMIRAL 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.

ADMIRAL GROUP PLC

(Registered in England and Wales No. 03849958)

NOTICE OF ANNUAL GENERAL MEETING AND PROPOSED RELATED PARTY TRANSACTION

NOTICE OF THE 2021 ANNUAL GENERAL MEETING AND A LETTER FROM YOUR CHAIR, INCLUDING AN EXPLANATION OF THE SPECIAL BUSINESS TO BE CONDUCTED AT THAT MEETING, WHICH IS TO BE HELD ON FRIDAY 30 APRIL 2021 AT 2PM AT THE COMPANY'S REGISTERED OFFICE OF Tŷ ADMIRAL, DAVID STREET, CARDIFF, CF10 2EH IS SET OUT ON PAGES 2 TO 43 OF THIS DOCUMENT.

Whether or not you propose to attend the AGM, please complete and submit a proxy appointment in accordance with the notes to the Notice of AGM set out on page 16 of this Notice. To be valid, proxy appointments must be received by no later than 2PM on Wednesday 28 April 2021 in accordance with the notes.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

UBS AG London Branch (UBS), which is authorised by the Prudential Regulation Authority (the **PRA**) and regulated by the Financial Conduct Authority (the **FCA**) and the PRA in the United Kingdom, is acting solely for the Company in relation to the matters set out in this document (the **Transaction**) and nobody else and will not be responsible to anyone other than the Company for providing the protections afforded to clients of UBS nor for providing advice in relation to the Transaction or any other matter referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed upon UBS by the Financial Services and Markets Act 2000, as amended or the regulatory regime established thereunder, UBS does not accept any responsibility whatsoever or make any representation or warranty, express or implied, concerning the contents of this document, including its accuracy, completeness or verification, or concerning any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Transaction and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. UBS accordingly disclaims, to the fullest extent permitted by law, all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to in this document) which it might otherwise have in respect of this document or any such statement.

ADMIRAL GROUP PLC

(Incorporated in England and Wales with registered number 03849958)

Directors:

*Annette Court (Chair)
Milena Mondini-De-Focatiis
Geraint Jones
Jean Park
George Manning Rountree
Owen Clarke
Justine Roberts
Andrew Crossley
Michael Brierley
Karen Green
Jayaprakasa Rangaswami*

Registered office:

*Tŷ Admiral
David Street
Cardiff
CF10 2EH*

24 March 2021

Dear Shareholder

Notice of Annual General Meeting and Proposed Related Party Transaction of ADMIRAL GROUP PLC (the Company)

I am writing to inform you that the Annual General Meeting (the **AGM**) of the Company will be held at the Company's registered office of Tŷ Admiral, David Street, Cardiff, CF10 2EH, on Friday 30 April 2021 at 2pm. The formal notice of the AGM and resolutions to be proposed are set out on pages 11 to 15 of this document.

Due to the ongoing COVID-19 pandemic and government restrictions on public gatherings of more than two people and non-essential travel (**Stay at Home measures**), the Company's 2021 AGM will be held as a closed meeting, with only one director-shareholder and two employee-shareholders attending to ensure the meeting is quorate. This means that unfortunately it will not be possible for shareholders to attend the AGM in person. I therefore encourage you to vote on each of the resolutions set out in the Notice by appointing the Chair of the meeting as your proxy to act on your behalf. If you appoint someone other than the Chair of the meeting as your proxy, it is likely that they will not be able to attend or vote at the meeting because of the Stay at Home measures. Any shareholders or proxies (other than the Chair of the meeting) who attempt to attend the meeting in person will not be able to join. You can appoint a proxy by:

- logging onto www.admiral-shareholder.co.uk and submitting your proxy appointment and votes online by following the instructions. If you have not previously done so, you will need to register. To do this, you will need your investor code detailed on your share certificate; or
- submitting a proxy appointment electronically by using the CREST voting service (if you are a CREST member).

If you would prefer a paper proxy form, you may request one from the Company's registrar, Link Group, by calling the shareholder helpline. Details of the helpline and further information on how to appoint a proxy to vote on your behalf are set out in the notes to the Notice.

Your proxy vote must be received by no later than 2pm on Wednesday 28 April 2021 for it to be valid.

The health and wellbeing of our employees, shareholders and the wider community in which we operate is of paramount importance to the Board. However, the Board also recognises that the AGM provides an important opportunity to engage with shareholders, and is keen to ensure that shareholders are able to exercise their right to vote (by appointing a proxy as discussed above) and participate in the AGM.

To support engagement with our shareholders in the current environment, shareholders may submit questions to the Board in advance of the AGM. Pre-submitted questions can be sent by email to Marisja Kocznur (Head of Investor Relations) (marisja.kocznur@admiralgroup.co.uk) by no later than 2pm on Friday, 23 April 2021 and written responses will be provided.

It is also our intention to live stream the AGM using audio-only facilities and to enable questions relating to the proposed AGM resolutions to be submitted during the meeting. Shareholders are invited to dial in to the AGM to listen to the proceedings and ask questions. In order to participate in the AGM, shareholders will need to register by no later than Friday, 23 April 2021 via a link that will be published on the Company's website (www.admiralgroup.co.uk/investor-relations/agm) closer to the date of the AGM. Shareholders will not be able to vote on the resolutions being proposed via these facilities and therefore it is important that shareholders do still cast their votes and submit a proxy appointment in accordance with the recommendation and instructions set out on page 16 of the notes to the Notice. During the meeting, shareholders participating through the live stream may also submit questions via the audio only facility. Questions received via the audio only facility will be moderated before being sent to the Chair of the meeting and will be answered during the meeting.

The Board will continue to monitor the evolving COVID-19 pandemic, Government restrictions and guidance. We will keep our plans for the 2021 AGM under review and recommend that shareholders continue to monitor the Company's website and announcements for any further updates.

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 20 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 21 to 25 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

ORDINARY BUSINESS

Annual Report and Accounts (Resolution 1)

The Directors present to shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2020 together with the Strategic Report and the Directors' and Auditors' Reports on the Annual Report and Accounts.

Directors' Remuneration Report (Resolution 2)

Shareholders are asked to approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy (referred to in Resolution 3)) for the year ended 31 December 2020. The Directors' Remuneration Report is set out in full in the Annual Report of the Company. The vote is advisory only, and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

Directors' Remuneration Policy (Resolution 3)

Shareholders are asked to approve the directors' remuneration policy which is set out on pages 137 to 145 of the Directors' Remuneration Report in the Annual Report. The vote on Resolution 3 is binding in nature and, if approved, the revised directors' remuneration policy will take effect from the end of the AGM. Once the directors' remuneration policy has been approved, the Company may not make a remuneration payment or payment for loss of office to a director or former director of the Company unless that payment is consistent with the approved directors' remuneration policy, or has otherwise been approved by a shareholder resolution. The directors' remuneration policy will next be submitted to shareholders no later than the AGM in 2024. A summary of the key changes to the Directors' Remuneration Policy last approved in 2018 is set out at the Appendix on pages 42 to 43 of this Notice.

Dividends (Resolution 4)

A final dividend of 86 pence per ordinary share is currently recommended by the Directors for payment to shareholders on the register of members at the close of business on 7 May 2021. If approved by shareholders and the Directors' recommendation has not been revoked or deferred in accordance with the Company's Articles of Association, the final dividend will become due and payable on 4 June 2021.

Appointment and Re-Appointment of Directors (Resolutions 5 to 15)

The Articles of Association approved by shareholders at the AGM held on 26 April 2018 provide that all directors will retire and offer themselves for re-appointment at each AGM, in accordance with the UK Corporate Governance Code 2018 and the Company's current practice. Therefore, all Directors will be submitting themselves for re-appointment by shareholders at the forthcoming AGM. The Board is satisfied that all are properly qualified for their re-appointment by virtue of their skills and experience and their contribution to the Board and its Committees. At this year's AGM, Milena Mondini-de-Focatiis and Jayaprakasa Rangaswami will stand for appointment by the shareholders for the first time, following their appointments on 11 August 2020 and 29 April 2020 respectively.

A summary of the skills, experience and contribution of each Director proposed for appointment and re-appointment, which in the Board's view illustrates why each Director's contribution is, and continues to be, important to the Company's long term sustainable success, can be found on pages 20 to 25 of the notes to the Notice.

Having considered the performance of, and contribution made by, each of the Directors standing for re-appointment, following my evaluation of their performance, the Board remains satisfied that each of the relevant Directors performs effectively and demonstrates full commitment to their individual role, including the appropriate commitment of time to Board and Committee meetings and their other duties. The Board considers each of the Non-Executive Directors proposed for re-appointment is independent in character and judgment and that there are no relationships or circumstances likely to affect (or appear to affect) his or her judgment. Accordingly, the Board unanimously recommends the re-appointment of these Directors.

Auditors (Resolutions 16 and 17)

The Company is required at each general meeting at which accounts are presented to appoint Auditors to hold office until the next such meeting. It is proposed that Deloitte LLP be and are hereby reappointed Auditors of the Company and will hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before shareholders. Accordingly, Resolution 16 seeks shareholder approval for the re-appointment of Deloitte LLP as Auditors to the Company.

Resolution 17 seeks shareholder approval for the Audit Committee (for and on behalf of the Directors) to be authorised to determine the remuneration of the Auditors, Deloitte LLP.

SPECIAL BUSINESS

Discretionary Free Share Scheme (Resolution 18)

Shareholders are asked to approve a change to the Company's Discretionary Free Share Scheme (DFSS). The DFSS was approved by shareholders at the Company's 2015 AGM and was duplicated in the current Executive Remuneration Policy which was approved by shareholders at the 2018 AGM. The DFSS currently provides an annual limit on awards to an individual of £2,000,000, or, where the proposed award is greater than £1,000,000, 600% of the recipient's annual remuneration. Annual remuneration for these purposes is defined as the higher of (i) basic salary paid by the Group expressed as an annual rate as at the award date; and (ii) basic salary paid by the Group for the period of 12 months ending on the last day of the month immediately preceding the month in which the award date falls.

To simplify the annual individual award limit as defined in the DFSS rules, the Directors propose the following changes to the DFSS rules:

- (a) removing the £2,000,000 cap from the annual award limit; and
- (b) reducing the percentage cap associated with awards over £1,000,000 from 600% to 500%.

The proposed changes were previously approved by the Board's remuneration committee. However, under the DFSS rules, shareholder approval is also required for any amendment to the limit on the number of shares that may be awarded to an employee if it is for the benefit of existing or future award holders. The proposed changes fall within this category and therefore must be approved by shareholders. If approved, the revised DFSS rules will take effect from the end of the AGM.

The amended rules of the DFSS will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office of Tŷ Admiral, David Street, Cardiff, CF10 2EH from the date of this document until the close of the AGM provided that the Company's registered office has not been closed as a result of Coronavirus (COVID-19) related restrictions and for inspection at the General Meeting venue for at least 15 minutes prior to the start of the meeting until the end of the meeting.

Authority for political donations and expenditure (Resolution 19)

Resolution 19 concerns Part 14 of the Companies Act 2006 (CA 2006) which provides that political donations made by a company to political parties, other political organisations and independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is the Company's policy not to make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates and the Board has no intention of changing this policy. However, as a result of the wide definitions in the CA 2006, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local and national level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the CA 2006.

Resolution 19 does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the CA 2006 and is intended to authorise normal donations and expenditure. If approved, Resolution 19 will allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the CA 2006) up to an aggregate limit of £100,000, during the period beginning on the date of passing this resolution and ending on the earlier of the conclusion of the next AGM or 30 June 2022, whilst avoiding, because of the uncertainty over the definitions used in the CA 2006, inadvertent or technical infringement of the CA 2006. The authority will not be used to make political donations within the normal meaning of that expression.

Authority of Directors to allot shares (Resolution 20)

Resolution 20 seeks shareholder approval to renew the Directors' authority to allot shares.

The Investment Association Share Capital Management Guidelines on Directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The Guidelines provide that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the Board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £198,014, representing the Investment Association's Guidelines limit of approximately two thirds of the Company's issued ordinary share capital as at 22 March 2021 (the latest practicable date prior to publication of this Notice). Of this amount, £99,007 (representing

approximately one third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue.

It is the Company's policy to seek renewal of these authorities annually and the authorities sought under paragraphs (i) and (ii) of this resolution will expire at the earlier of the conclusion of the Company's next AGM or 30 June 2022. The Directors intend to seek to renew such authority at successive AGMs of the Company.

The Directors have no current intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

As at 22 March 2021 (being the latest practicable date before publication of this Notice), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Disapplication of pre-emption rights (Resolutions 21 and 22)

If the Directors wish to allot new shares and other equity securities or sell treasury shares for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.

The Directors have no present intention to exercise this authority, except in connection with the Company's employee share schemes. However, the Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. The purpose of Resolutions 21 and 22, which are each proposed as special resolutions, is to enable shareholders to waive their pre-emption rights.

Resolution 21 authorises directors to allot new shares, pursuant to the authority given by Resolution 20, or to sell treasury shares for cash:

- (i) up to a nominal amount of £198,014 representing approximately two thirds of the Company's issued ordinary share capital, to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £99,007 (representing approximately one third of the Company's issued ordinary share capital) (in each case, subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary or appropriate); and/or
- (ii) otherwise up to a nominal value of £14,851 equivalent to approximately 5 per cent. of the total issued ordinary share capital of the Company as at 22 March 2021,

in each case without the shares first being offered to shareholders in proportion to their existing holdings.

Resolution 22 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. The authority under Resolution 22 is limited to a nominal value of £14,851 equivalent to approximately 5 per cent. of the nominal value of the ordinary share capital of the Company in issue on 22 March 2021.

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 20 either in excess of an amount equal to 5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling 3 year period, without prior consultation with

shareholders. Adherence to the Pre-Emption Group's Statement of Principles would not preclude issuances under the authority sought under Resolution 22. In addition and in line with best practice, the Company has not issued more than 7.5 per cent of its issued share capital on a non-pro-rata basis over the last 3 years.

Resolutions 21 and 22 comply with the Investment Association's Share Capital Management Guidelines and follow the resolution templates issued by the Pre-Emption Group in May 2016.

If given, the authority will expire at the earlier of the conclusion of the next AGM of the Company or 30 June 2022. The Directors intend to seek to renew such power at successive AGMs of the Company.

Deeds of release regarding relevant distributions and related party transaction (Resolution 23)

In October 2020, the Board became aware of certain procedural issues in respect of payment of the interim dividend of 91.2 pence per ordinary share of 0.1 pence each in the capital of the Company (each an **Ordinary Share**) paid on 2 October 2020 (the **2020 Interim Dividend**). On becoming aware of these issues, the Board requested an internal review of all dividends paid in the past 15 years. As a result of this review, further procedural issues were identified in respect of payment of the interim dividend of 32.6 pence per Ordinary Share paid on 20 October 2010 (the **2010 Interim Dividend**) and the interim dividend of 27.7 pence per Ordinary Share paid on 21 October 2009 (the **2009 Interim Dividend**) (both, together with the 2020 Interim Dividend, the **Relevant Distributions**).

The CA 2006 provides that a public company may pay a dividend out of its distributable profits as shown in the last annual accounts circulated to shareholders or, if those accounts do not show sufficient distributable reserves, interim accounts must be prepared. The CA 2006 also requires that interim accounts, where used by a public company to justify the declaration of an interim dividend, must be prepared on an individual accounting basis and filed at Companies House prior to payment of the relevant dividend.

2020 Interim Dividend

Interim accounts were correctly prepared and used by the Board as the basis for approval of the 2020 Interim Dividend. However, due to an administrative oversight, the Company did not file those interim accounts at Companies House to satisfy the technical requirements of the CA 2006 before paying the 2020 Interim Dividend.

2010 Interim Dividend

The Company relied on interim consolidated financial statements (rather than individual accounts) to justify making the 2010 Interim Dividend. Whilst this did not follow the requirement of the CA 2006, a footnote to the relevant accounts demonstrates that sufficient reserves were present at the time the 2010 Interim Dividend was paid.

2009 Interim Dividend

The Company's 2008 annual accounts did not present sufficient distributable reserves to justify the full amount of the 2009 Interim Dividend. Interim accounts showing the requisite level of distributable profits were not prepared prior to payment of the 2009 Interim Dividend, although the Company had sufficient reserves to pay the 2009 Interim Dividend on the relevant payment date.

For these reasons, regrettably, each of the Relevant Distributions was made otherwise than in accordance with the CA 2006.

The purpose of this resolution is to give the Board authority to enter into the deeds of release described on pages 37 to 41 of the notes to the Notice and put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the procedural

requirements of the CA 2006.

The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the CA 2006, it may have claims against past and present shareholders who were recipients of the Relevant Distributions and against persons who were directors of the Company at the time of payment of the Relevant Distributions. It is therefore proposed that the Company enter into a deed of release in favour of all shareholders who appeared on the register of members on the record date for each of the Relevant Distributions from any and all claims which the Company has or may have in respect of the payment of those Relevant Distributions (the **Shareholders' Deed of Release**) and a deed of release by which the Company waives any rights to make claims against David Stevens, Manfred Aldag, Kevin Chidwick, Henry Engelhardt, David Jackson, David James, Margaret Johnson, Lucy Kellaway, Alastair Lyons and John Sussens (the **Former Directors**) and Directors in respect of the Relevant Distributions (the **Directors' Deed of Release**). The consequence of the entry into of these deeds by the Company is that the Company will be unable to make any claims against:

- (a) past and present shareholders of the Company who were recipients of the Relevant Distributions; and
- (b) the Directors and Former Directors,

in each case in respect of the payment of the Relevant Distributions otherwise than in accordance with the CA 2006.

The entry by the Company into the Shareholders' Deed of Release constitutes a related party transaction (as defined in the listing rules made by the FCA under Part VI of the Financial Services and Markets Act 2000 (as set out in the FCA's Handbook of Rules and Guidance) (the **Listing Rules**)). This is because Munich Re (the **Substantial Shareholder**), which holds more than 10 per cent. of the Company's voting rights and each Director of the Company, together with any of their respective associates (as defined in the Listing Rules) who received one or more of the Relevant Distributions (**Recipient Shareholders**), are deemed to be related parties under the Listing Rules and will, under the Shareholders' Deed of Release, be released from any liability to repay any amounts of the Relevant Distributions received by them, in the same manner as other Recipient Shareholders. Similarly, the entry by the Company into the Directors' Deed of Release constitutes a related party transaction with respect to the Directors and each Former Director who is also a current or former director (who resigned less than 12 months before the date of entry into the Directors' Deed of Release) of any Admiral Group company (the **Related Party Former Directors**). Therefore, Resolution 23 will seek the specific approval of the Company's shareholders for the entry into of each of the Shareholders' Deed of Release and Directors' Deed of Release as related party transactions, in accordance with the requirements of the Listing Rules.

As at 22 March 2021 (being the latest practicable date before publication of this Notice), the Directors, the Related Party Former Directors and the Substantial Shareholder were recorded in the Company's register of members as holding in aggregate a total of 66,617,281 Ordinary Shares representing approximately 22.4 per cent. of the Company's existing Ordinary Share capital. The calculation includes the number of Ordinary Shares for the Substantial Shareholder as based on the aggregate number of shares disclosed on page 35 of the notes to the Notice.

The Board has taken steps to ensure that, in future, the issues referred to in this document do not arise in relation to the payment of dividends. These steps include providing training to relevant employees on the importance of the Company and each of its subsidiaries and subsidiary undertakings (**Admiral Group**) complying with its filing obligations and establishing new procedures to ensure that members of the Admiral Group's company secretarial and finance teams confirm with each other that the appropriate filings have been made in a timely manner before dividends are paid. The Admiral Group is also working to establish a filing and compliance automated reminder system.

We are grateful for shareholders' understanding in respect of the issues set out in this Notice.

Authority for the Company to purchase its own shares (Resolution 24)

The Company's Articles of Association permit the purchase by the Company of its own shares subject to shareholders' prior approval being obtained. This resolution seeks shareholder approval to authorise the Company to buy back up to 14,851,058 ordinary shares. If given, the authority will expire on 30 June 2022, or, if earlier, at the conclusion of the next AGM of the Company. The Directors intend to seek to renew this power at subsequent AGMs of the Company.

The resolution specifies the maximum number of ordinary shares which may be purchased (representing 5 per cent of the Company's issued ordinary share capital as at 22 March 2021) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the CA 2006 and the Listing Rules. Any buy back would only be made on the London Stock Exchange.

Given the increase in staff numbers, the continued determination to maintain staff participation in the Company's share plans and the necessity to remain within the dilution rules set out in those plans, if this resolution is passed by shareholders the Company may seek to exercise this authority for the purpose of purchasing shares in the market in order to supplement the shares available for distribution to staff under the Company's share plans. Prior to exercising this authority, the Company's Remuneration Committee will review fully the potential impact on the measures used to determine the Company's incentive awards and would make proposals to the Board as appropriate in order that they can determine whether such purchase is in the best interests of all shareholders.

Under the CA 2006, the Company is allowed to hold its own shares in treasury following a buy back instead of cancelling them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under Resolution 24) and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by Resolution 24, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury.

As at 22 March 2021, being the latest practicable date before the publication of this Notice, the Company held no equity securities in treasury and does not have any warrants in issue in relation to its shares.

Notice Period for meetings (Resolution 25)

Under the CA 2006, all general meetings shall be held on 21 clear days' notice unless shareholders approve a shorter notice period, subject to a minimum of 14 clear days. AGMs must continue to be held on at least 21 clear days' notice. Resolution 25 seeks shareholder approval to all general meetings (other than an AGM) on 14 clear days' notice and it is equivalent to the authority granted by shareholders to the Directors at the 2020 AGM.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. In order to allow for the shorter notice period, the Company will continue to make electronic voting available to shareholders.

The shorter notice period would not be used as a matter of routine for general meetings, but only on an exceptional basis, where such flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Action to be taken

Please complete and submit a proxy appointment in accordance with the notes to the Notice of AGM set out on page 16. Proxies should be submitted so as to be received by Link Group as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM.

Recommendation

Your Directors consider that, with the exception of Resolution 23 (for the reasons set out below) 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 in respect of their own beneficial holdings.

Given the interests of the Board in Resolution 23, and as required by the Listing Rules:

- (a) the Board has not considered whether Resolution 23 is in the best interests of the Company. Accordingly, the Board cannot recommend that shareholders vote in favour of Resolution 23 but recommends that shareholders vote on it. However, the Board has been advised by UBS AG London Branch, in its capacity as the Company's sponsor, that (i) the waiver of claims against the Directors and the Former Directors pursuant to paragraph (v) of Resolution 23, (ii) the entry into of the Directors' Deed of Release, (iii) the waiver of claims against the shareholders pursuant the paragraph (iv) of Resolution 23 and (iv) the entry into of the Shareholders' Deed of Release are fair and reasonable so far as the shareholders of the Company are concerned; and
- (b) each of the Directors, the Related Party Former Directors and the Substantial Shareholder and each of their respective associates are precluded from voting on Resolution 23. Therefore, each of them will not vote on, and have undertaken to take all reasonable steps to ensure that their associates abstain from voting on, Resolution 23.

Yours sincerely

Annette Court

Chair

ADMIRAL GROUP PLC

(Incorporated in England and Wales with registered number 03849958)

Notice of Annual General Meeting and Proposed Related Party Transaction

Notice is hereby given that the Annual General Meeting of Admiral Group plc (the **Company**) will be held at the Company's registered office of Tŷ Admiral, David Street, Cardiff, CF10 2EH on Friday 30 April 2021 at 2.00pm, for the transaction of the following business: Resolutions 1 to 20 will be proposed as ordinary resolutions and Resolutions 21 to 25 will be proposed as special resolutions.

As ordinary business:

1. To receive the Financial Statements and the reports of the Directors and the Auditors for the year ended 31 December 2020.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 December 2020.
3. To approve the Directors' Remuneration Policy for the financial year ended 31 December 2020.
4. To declare a final dividend on the ordinary shares of the Company for the year ended 31 December 2020 of 86 pence per ordinary share, payable to all ordinary shareholders on the Company's register of members at the close of business on 7 May 2021.
5. To appoint Jayaprakasa Rangaswami (Non-Executive Director) as a Director of the Company.
6. To appoint Milena Mondini-de-Focatiis (Executive Director) as a Director of the Company.
7. To re-appoint Geraint Jones (Executive Director) as a Director of the Company.
8. To re-appoint Annette Court (Non-Executive Director) as a Director of the Company.
9. To re-appoint Jean Park (Non-Executive Director) as a Director of the Company.
10. To re-appoint George Manning Rountree (Non-Executive Director) as a Director of the Company.
11. To re-appoint Owen Clarke (Non-Executive Director) as a Director of the Company.
12. To re-appoint Justine Roberts (Non-Executive Director) as a Director of the Company.
13. To re-appoint Andrew Crossley (Non-Executive Director) as a Director of the Company.
14. To re-appoint Michael Brierley (Non-Executive Director) as a Director of the Company.
15. To re-appoint Karen Green (Non-Executive Director) as a Director of the Company.
16. To re-appoint Deloitte LLP as the Auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid.
17. To authorise the Audit Committee (on behalf of the Board) to determine the remuneration of the Auditors.

As special business:

18. To amend the Company's Discretionary Free Share Scheme rules by:

- (i) removing the £2,000,000 cap from the annual award limit; and
 - (ii) reducing the percentage cap associated with awards over £1,000,000 from 600% to 500%.
19. To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect for the purposes of section 366 of the Companies Act 2006 (**CA 2006**) to:
- (i) make political donations to political parties or independent election candidates (as such terms are defined in sections 363 and 364 of the CA 2006), not exceeding £100,000 in aggregate;
 - (ii) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the CA 2006), not exceeding £100,000 in aggregate; and
 - (iii) to incur political expenditure (as such term is defined in section 365 of the CA 2006), not exceeding £100,000 in aggregate,

during the period beginning with the date of the passing of this resolution and ending on the earlier of, the conclusion of the next AGM of the Company or 30 June 2022, unless previously renewed, varied or revoked by the Company in general meeting, provided that the maximum amounts referred to in (i), (ii) and (iii) may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

20. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the CA 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
- (i) up to an aggregate nominal amount of £ 99,007; and
 - (ii) comprising equity securities (as defined in section 560(1) of the CA 2006) up to a further aggregate nominal amount of £ 99,007 in connection with an offer by way of a rights issue,

provided that the authorities conferred by sub paragraphs (i) and (ii) above shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the conclusion of the next AGM of the Company after the date of the passing of this resolution or 30 June 2022, but, in each case, so that the Company may make offers and enter into agreements before the authority expires 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 the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 20 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the CA 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 20 "rights issue" means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements,

record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Disapplication of pre-emption rights

21. That, in substitution for all existing authorities and subject to the passing of Resolution 20, the Directors be generally empowered pursuant to section 570 of the CA 2006 to allot equity securities (as defined in section 560(1) of the CA 2006) for cash pursuant to the authority granted by Resolution 20 and/or pursuant to section 573 of the CA 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the CA 2006, such authority to be limited:

- (i) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (ii) of Resolution 20, by way of a rights issue only):
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

- (ii) to the allotment of equity securities pursuant to the authority granted by paragraph (i) of Resolution 20 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (i) of this Resolution 21) up to a nominal amount of £14,851 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the earlier of the conclusion of the next AGM of the Company or 30 June 2022, unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this Resolution 21, "rights issue" has the same meaning as in Resolution 20 above.

22. That, in addition to any authority granted under Resolution 21, and subject to the passing of Resolution 20, the Directors be generally empowered pursuant to section 570 of the CA 2006 to allot equity securities (as defined in section 560(1) of the CA 2006) for cash pursuant to the authority granted by Resolution 20 and/or pursuant to section 573 of the CA 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the CA 2006, such authority to be:

- (i) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £14,851 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and

- (ii) 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,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or 30 June 2022 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

Deeds of release regarding relevant distributions and related party transaction

23. That:

- (i) the payment of 27.7p per Ordinary Share by way of interim dividend paid on 21 October 2009 (the **2009 Interim Dividend**) and the appropriation, for the purposes of the preparation of the Company's audited financial statements for the financial year ended 31 December 2009, of the distributable profits of the Company to the payment of the 2009 Interim Dividend and the resulting entry for the distributable profits of the Company in such financial statements, be and are hereby authorised by reference to the same record date as the original accounting entries for the 2009 Interim Dividend;
- (ii) the payment of 32.6p per Ordinary Share by way of interim dividend paid on 20 October 2010 (the **2010 Interim Dividend**) and the appropriation, for the purposes of the preparation of the Company's audited financial statements for the financial year ended 31 December 2010, of the distributable profits of the Company to the payment of the 2010 Interim Dividend and the resulting entry for the distributable profits of the Company in such financial statements, be and are hereby authorised by reference to the same record date as the original accounting entries for the 2010 Interim Dividend;
- (iii) the payment of 91.2p per Ordinary Share by way of interim dividend paid on 2 October 2020 (the **2020 Interim Dividend**) and the appropriation of distributable profits of the Company (as shown in the interim accounts of the Company made up to 11 August 2020 and filed with the Registrar of Companies on 16 October 2020) to the payment of the 2020 Interim Dividend be and is hereby authorised by reference to the same record date as the original accounting entries for the 2020 Interim Dividend;
- (iv) any and all claims which the Company has or may have arising out of or in connection with the payment of the 2009 Interim Dividend, the 2010 Interim Dividend or the 2020 Interim Dividend (together, the **Relevant Distributions**) against its shareholders who appeared on the register of shareholders on the relevant record date for each Relevant Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the AGM and initialled by the Chair for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company; and
- (v) any and all claims which the Company has or may have against each of its Directors and each of David Stevens, Manfred Aldag, Kevin Chidwick, Henry Engelhardt, David Jackson, David James, Margaret Johnson, Lucy Kellaway, Alastair Lyons and John Sussens (the **Former Directors**) or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or Former Director is deceased, arising out of or in connection with the approval,

declaration or payment of the Relevant Distributions be waived and released and that a deed of release in favour of each of such Directors and Former Directors (or the personal representatives and their successors in title of his or her estate if such Director or Former Director is deceased), be entered into by the Company in the form produced to the AGM and initialled by the Chair for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.

Market purchases

24. That the Company be generally and unconditionally authorised, pursuant to and in accordance with Section 701 of the CA 2006, to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) on the London Stock Exchange of ordinary shares of 0.1p in the capital of the Company (**ordinary shares**) provided that:
- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 14,851,058 (representing 5.00 per cent. of the issued ordinary share capital);
 - (ii) the minimum price (excluding expenses) which may be paid for an ordinary share is the nominal value of such share;
 - (iii) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which that ordinary share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - (iv) this authority expires at the earlier of the conclusion of the next AGM of the Company or 30 June 2022; and
 - (v) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority and may make a purchase of ordinary shares in pursuance of any such contract.
25. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Mark Waters

Company Secretary

24 March 2021

REGISTERED OFFICE

Tŷ Admiral, David Street

Cardiff, CF10 2EH

Registered No. 03849958

Notes to the Notice of Annual General Meeting.

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf. In light of the Stay at Home measures which prohibit public gatherings of more than two people and restrict non-essential travel, the Company's 2021 AGM will be held as a closed meeting, with only one director-shareholder and two employee-shareholders attending to ensure the meeting is quorate. Shareholders should not attend the Company's 2021 AGM. Instead, you are strongly encouraged to appoint the Chair of the meeting as your proxy as soon as possible and in any event by no later than 2pm on Wednesday 28 April 2021. If you appoint someone other than the Chair of the meeting as your proxy, it is likely that they will not be able to attend or vote at the meeting because of the Stay at Home measures. Any shareholders or proxies (other than the Chair of the meeting) who attempt to attend the meeting in person will not be able to join. In order to ensure your vote is counted, you must return your proxy to the Company not later than 2pm on Wednesday 28 April 2021.

- 1 Members who are entitled to attend and vote at the AGM are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

You can appoint a proxy by:

- logging onto www.admiral-shareholder.co.uk and submitting your proxy appointment and votes online by following the instructions. If you have not previously done so, you will need to register. To do this you will need your investor code detailed on your share certificate; or
- if you are a CREST member, submitting a proxy appointment electronically by using the CREST voting service (in accordance with the notes below).

and in each case instructions must be received not less than 48 hours before the time of the meeting.

The proxy appointment and any power of attorney or other authority under which the proxy appointment is made must be received by Link Group not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Please note that any electronic communication sent to the Company or to Link Group that is found to contain a computer virus will not be accepted and that a proxy form lodged electronically will be invalid unless it is lodged at the electronic address specified above. The use of the internet service in connection with the AGM is governed by Link Group's conditions of use set out on the website www.admiral-shareholder.co.uk and may be read by logging on to that site. If you want to appoint more than one proxy electronically, please contact Link Group on 0371 664 0391 (Shareholders). If you are outside the United Kingdom, please call +44 (0) 371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

If a member wishes to appoint more than one proxy, the member should contact Link Group on 0371 664 0391 (Shareholders). If you are outside the United Kingdom, please call +44 (0) 371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

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 thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). 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 by means of CREST 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 on the Euroclear website (www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to 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 RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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 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 change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

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 therefore the responsibility of the CREST member concerned (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) 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 right of shareholders to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications from the Company in accordance with section 146 of the CA 2006 (**Nominated Persons**). 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.

Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

- 2 If you are an institutional investor you 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 registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged no later than 48 hours before the time of the AGM, in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed 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. Proxymity will then contract with your underlying institutional account holder directly to accept their vote instructions through the platform.
- 3 Members will not receive a Form of Proxy in the post. Members will be able to vote electronically and may request a hard copy proxy directly from the registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, who can be contacted on 0371 664 0391 (Shareholders). If you are outside the

United Kingdom, please call +44 (0) 371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

- 4 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 1 above) will not prevent a shareholder from attending the meeting and voting in person should the situation change and the restrictions on public gatherings are lifted if he/she wishes to do so.
- 5 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.
- 6 Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 and for the purposes of section 360B of the CA 2006, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 6 p.m. on 28 April 2021 (or 6.00 p.m. on the date two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 7 As at 22 March 2021, being the last business day prior to the printing of this Notice, the Company's issued capital consisted of 297,021,168 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 22 March 2021 are 297,021,168.
- 8 Under section 527 of the CA 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 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 CA 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 CA 2006. Where the Company is required to place a statement on a website under section 527 of the CA 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 meeting includes any statement that the Company has been required under section 527 of the CA 2006 to publish on a website.

- 9 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting. However, members should note that no answer need be given in the following circumstances:
 - (i) if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
 - (ii) if the answer has already been given on a website in the form of an answer to a question; or
 - (iii) if it is undesirable in the interests in the Company or the good order of the meeting that the question be answered.

Questions for the Board can be submitted in advance or may be posed to the Board during the meeting via the audio only facilities. Shareholders dialling into the meeting via live stream as set out on page 3 of this Notice will be able to ask questions during the meeting, however they will not be regarded as present at the meeting and will not be entitled to vote at the meeting. Accordingly, we encourage shareholders to appoint the Chair of the meeting as their proxy to ensure their vote is counted.

- 10 Voting at the meeting on all resolutions will be conducted by way of a poll rather than a show of hands. The Company considers this to be a more transparent method of voting as member votes will be counted according to the number of shares held. As soon as practicable following the meeting, the results of the voting at the meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions proposed at the meeting will be announced via a Regulatory Information Service and also placed on the Company's website www.admiralgroup.co.uk.
- 11 In accordance with section 311A of the CA 2006, this Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 22 March 2021 (being the last business day prior to the printing of this Notice) and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website www.admiralgroup.co.uk.
- 12 Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
- 13 Biographical details of the Directors are shown in the Annual Report and Accounts at pages 96 to 98.
- 14 The following documents will be available on the Company's website www.admiralgroup.co.uk/investor-relations and for inspection at the registered office of the Company during normal business hours until the time of the meeting provided that the Company's registered office has not been closed as a result of Coronavirus (COVID-19) related restrictions and at the meeting venue for at least 15 minutes prior to the start of the meeting until the end of the meeting:
 - Copy of the Company's articles of association;
 - Copy of the Shareholders' Deed of Release;
 - Copy of the Directors' Deed of Release;
 - Copy of the written consent referred to in paragraph 8 on page 36;
 - Copies of the letters of appointment of the Non-Executive Directors;
 - Copies of the service contracts of the Executive Directors; and
 - Copies of the amended rules of the DFSS.

Director Biographies

Annette Court

Chair

Current Appointments

Non-Executive Director of Sage Group PLC

Background and experience

CEO of Europe General Insurance for Zurich Financial Services and a member of the Group Executive Committee from 2007-2010. Former CEO of Direct Line Group (formerly RBS Insurance) and member of the RBS Group Executive Management Committee. Previously a member on the Board of the Association of British Insurers (ABI).

Appointed

Appointed to the Board in 2012, appointed to Chair in 2017

Contributions and reasons for appointment

As Chair, Annette effectively leads the Board, and is responsible for setting its agenda and monitoring its effectiveness. Annette demonstrates significant commitment to the role and with a background in financial services and technology, and expertise in mentoring leaders, she contributes both strategically and practically to all areas of Board related decision making. Annette is also Chair of the Nomination and Governance Committee a role she devotes herself to fully and contributes effectively offering challenge and guidance.

Milena Mondini-de-Focatiis

Chief Executive Officer (CEO)

Current Appointments

-

Background and experience

Milena joined Admiral in 2007 and was most recently appointed Head of UK and European Insurance in July 2019. She has been a member of the leadership team throughout her time at Admiral, has extensive experience of the Group's operations and has attended and actively contributed at Board meetings as an observer since 2011. Her previous roles included being CEO of ConTe.it, Admiral's Italian insurance business which she founded in 2008.

Before joining Admiral, Milena worked as a consultant for Bain & Co and Accenture. She holds an MBA from INSEAD.

Appointed

Appointed to the Board in August 2020 and became CEO on 1 January 2021.

Contributions and reasons for appointment

Milena joined Admiral in 2007 and held several senior positions, most recently appointed Head of UK and European Insurance. As CEO Designate, she completed a smooth transition process and became CEO in January 2021. Milena is deeply embedded in the Admiral culture with an entrepreneurial spirit, excellent people development skills, and a strong commercial track record having founded the Group's Italian insurer, ConTe, and further strengthened the Group's other European businesses. She leads a very strong and experienced management team that is ideally positioned to be an effective CEO and to build an even stronger Admiral for the future.

Geraint Jones

Chief Financial Officer

Current Appointments

–

Background and experience

Geraint joined Admiral in 2002 and held several senior finance positions including Head of Finance, before being promoted to Deputy Chief Financial Officer in January 2012 and Chief Financial Officer in August 2014. Geraint is responsible for finance, investments and investor relations. A Fellow of the Institute of Chartered Accountants in England and Wales, Geraint spent the early part of his career as an external auditor at Ernst & Young and KPMG.

Appointed

Appointed in 2014

Contributions and reasons for appointment

Geraint has worked for Admiral for approaching 18 years and has been Group CFO for nearly 6 years. He has a deep understanding of the Group's businesses and strategy, which, together with his significant financial and accounting experience and broad range of skills and commercial expertise, makes him a valuable contributor both to the Board and the wider Group. Geraint is also able to use his financial and accounting experience to provide insight into the Group's financial reporting and risk management reporting processes.

Mike Brierley

Non-Executive Director

Current Appointments

Chair of Admiral Financial Services Limited

Non-Executive Director of Nottingham Building Society

Background and experience

Mike was CFO of Metro Bank PLC between 2009 and 2018, helping lead the business from start-up to listing on the FTSE. He spent 7 years at Capital One Europe in various roles including CFO Europe, CFO UK and Chief Risk Officer Europe. He has also served as CFO for Royal Trust Bank, Financial Controller at Industrial Bank of Japan, London Branch, Director Business Risk at Barclaycard and was co-founder and Deputy Managing Director/CFO of Genra Limited. In 2020, Mike joined the Nottingham Building Society as a Non-Executive Director and also chairs their Audit Committee. Mike is a Fellow of the Institute of Chartered Accountants in England and Wales. In 2018, Mike was appointed Chair of Admiral Group subsidiary, Admiral Financial Services Limited (AFSL).

Appointed

Appointed in 2018

Contributions and reasons for appointment

Mike brings a depth of knowledge from working at senior levels across multiple financial services sectors, jurisdictions and markets. As a result of his extensive financial and commercial experience, Mike is able to contribute effectively as a non-executive director, and in his role as a member of the Audit and Remuneration Committees. He demonstrates full commitment to the responsibilities that go with these roles and offers appropriate challenge and guidance in respect of the matters considered by the Board and these Committees.

Karen Green

Non-Executive Director

Current Appointments

Non-Executive Director of Phoenix Group Holdings plc

Non-Executive Director of Asta Managing Agency Ltd

Council Member, Lloyd's of London

Vice President, Insurance Institute of London

Background and experience

Karen Green is the former CEO of Aspen UK, comprising the principal UK insurance and reinsurance companies of Aspen Insurance Holdings (2010 to 2017). Other senior Aspen positions included Group Head of Strategy, Corporate Development, Office of the Group CEO and she was a member of the Group Executive Committee for 12 years. Prior to that, she held various corporate finance, M&A and private equity roles at GE Capital Europe and Stonepoint Capital having started her career in investment banking at Baring Brothers and Schroders.

Appointed

Appointed in 2018

Contributions and reasons for appointment

Karen has substantial financial services experience and has a deep understanding of insurance and reinsurance, having served in senior executive roles in these sectors, including as CEO of an insurance business. Karen also has a strong background in strategic planning and corporate development and the relevant financial and industry expertise to be Chair of the Audit Committee. She demonstrates the commitment required to discharge effectively the responsibilities attached to this role and to challenge management on the Group's financial reporting and risk management processes in particular.

Justine Roberts, CBE

Non-Executive Director

Current Appointments

CEO & Founder, Mumsnet.com & Gransnet.com

Non-Executive director of The Open Data Institute

Background and experience

Justine founded Mumsnet in 2000 and is responsible for creation, strategic direction and overall leadership. In May 2011, Justine founded Gransnet, a sister site to Mumsnet, for the over-50s. Before that Justine was a freelance football and cricket journalist for the Times and Daily Telegraph, after working for Deutsche Bank, managing the South African equity operation in US.

Appointed

Appointed in 2016

Contributions and reasons for appointment

As CEO of the successful Mumsnet and Gransnet brands, Justine has strong digital and customer experience insights that she is able to bring to the Board decision making process. Justine also has a strong background in driving change through digital capabilities and brings a fresh and insightful perspective to the matters for consideration by the Board. Justine is also an effective member of the Nomination and Governance Committee and demonstrates full commitment to the role.

Owen Clarke

Non-Executive Director

Current Appointments

Chairman of Equistone Partners Europe, 'Equistone' (formerly Barclays Private Equity, 'BPE')

Background and experience

Owen was Chief Investment Officer of Equistone from 2011 to 2017. He previously led several management buy-outs for BPE in the insurance and consumer finance sectors, including BPE's participation in the Management Buy Out of Admiral and was a director of Admiral from 1999 to 2004. He also led BPE's own buy out from Barclays to form Equistone in 2011.

Appointed

Appointed in 2015

Contributions and reasons for appointment

Owen has considerable experience of holding board positions in companies in the insurance and consumer finance sectors and has a deep understanding of the Admiral business, having previously served as a director. As Senior Independent Director, Owen has successfully supported the Chair and effectively acted as intermediary for other directors. Owen is also Chair of the Remuneration Committee and demonstrates diligence and commitment to the demands of the role. He is also a valuable member of, and contributor to, the Nomination and Governance Committee.

Jean Park

Non-Executive Director

Current Appointments

Non-Executive Director of Murray Income Trust plc

Non-Executive Director of the National House Building Council

Background and experience

Jean was Group Chief Risk Officer at the Phoenix Group from 2009 until June 2013, during which time she held responsibility for the Group's relationship with the regulator and founded the Board Risk Committee. Previously, she was Risk Management Director of the Insurance and Investments division of Lloyds TSB and, before that, Head of Compliance and Audit at Scottish Widows.

Jean is a Member of the Institute of Chartered Accountants of Scotland.

Appointed

Appointed in 2014

Contributions and reasons for appointment

Jean is an experienced non-executive board member with extensive understanding of risk management and corporate governance. This knowledge and experience has been acquired through a variety of senior executive and subsequent NED roles with Admiral and other financial services companies and qualifies her for Group Board membership and for her role as Chair of the Group Risk Committee. Jean continues to demonstrate full commitment to both these roles and, in addition, her membership of the Group Remuneration Committee.

Manning Rountree

Non-Executive Director

Current Appointments

Chief Executive Officer and Director of White Mountains Insurance Group, Ltd
Director of Build America Mutual Assurance Company

Background and experience

Manning joined White Mountains in 2004 and is the former President of White Mountains Advisors and White Mountains Capital. Prior to joining White Mountains, Manning spent 2 years with Putnam Investments and 3 years with McKinsey & Company.

Appointed

Appointed in 2015

Contributions and reasons for appointment

Manning has worked across the insurance and related financial services industries and contributes in depth knowledge relating to the US market. Manning provides valuable assistance to the Board in terms of the assessment of market opportunities and uses his background of financial awareness and expertise in this context. Manning also contributes effectively in his role as a member of the Group Risk Committee and demonstrates commitment to the role.

Andrew Crossley

Non-Executive Director

Current Appointments

Non-Executive Director and Chair of Audit Committee at Vitality Health and Vitality Life
Chair of EUI Limited

Background and experience

Andrew was Chief Financial Officer at Domestic & General Group from 2014 to 2017. He spent 14 years at Prudential plc from 2000 as Director, Group Finance; Group Chief Risk Officer; and CFO and Deputy Chief Executive of Prudential UK. He previously held senior manager roles at Legal & General Group plc, where he was Group Financial Controller, and Lloyds Bank plc. Andrew is a Fellow of the Institute of Chartered Accountants in England and Wales.

Appointed

Appointed in 2018

Contributions and reasons for appointment

Andrew has held a variety of senior roles relating to financial planning, strategy and risk across UK financial services. He has a wealth of accounting and financial experience and provides progressive insights to the matters that come before the Board. Andrew is a valuable contributor to the Board and as a member of the Audit and Group Risk Committee. Through his recent and relevant financial experience, he is able to effectively challenge management on the financial reporting matters that come before the Audit Committee.

Javaprakasa Rangaswami

Non-Executive Director

Current Appointments

Non-Executive Director of Allfunds Bank
Non-Executive Director of Daily Mail and General Trust (DMGT)
Non-Executive Director of National Bank of Greece S.A.

Non-Executive Director of EMIS Group Plc

Background and experience

Jayaprakasa Rangaswami has a wealth of large-scale IT operational experience gained through his roles as Chief Information Officer (CIO) with Dresdner Kleinwort (2001 to 2006) and Managing Director/Chief Scientist at BT Group (2006 to 2010). Jayaprakasa has also been Chief Scientist with Salesforce (a US cloud-based software company) (2010 to 2014) and was Chief Data Officer (CDO) and Group Head of Innovation with Deutsche Bank (2015 to 2018). He has operated in financial services for over 10 years and understands the challenges of working in a regulated environment. JP is also a former global CIO of the Year as well as European Innovator of the Year.

Appointed

Appointed on 29 April 2020

Contributions and reasons for appointment

Jayaprakasa brings a wide range of IT skills and digital experience which helps to complement and enhance the existing skills around the Board table. He has operated in financial services for over 10 years and understands the challenges of working in a regulated environment. He is also able to effectively contribute to the Board debate and demonstrates full commitment to the role.

Relevant Distributions and Deeds of Release

1. The Relevant Distributions

The Board has become aware of issues in respect of the Company's procedures for the payment of certain dividends in the 2009, 2010 and 2020 financial years. These issues, which are described on pages 7 to 8 of this Notice, resulted in the Relevant Distributions being made otherwise than in accordance with the CA 2006.

These issues only affected the Relevant Distributions and did not affect any other distributions made by the Company in the relevant financial years.

1. The consequences of Relevant Distributions having been made otherwise than in accordance with the CA 2006

The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the CA 2006, it may have claims against past and present shareholders who were recipients of the Relevant Distributions and against persons who were directors of the Company at the time of payment of the Relevant Distributions.

The Board notes, however, that the Company has no intention of bringing any such claims. The Company has been independently advised by Clifford Chance LLP.

2. Shareholder Resolution

In order to remedy the potential consequences of the Relevant Distributions having been made otherwise than in accordance with the CA 2006 and to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the requirements of the CA 2006, the Company is proposing Resolution 23, the full text of which is set out on pages 14 to 15 of this Notice.

If passed, the effect of Resolution 23, which will be proposed as a special resolution, will be to:

- authorise the appropriation of the distributable profits of the Company to the payment of each of the Relevant Distributions, together having a total value of £422.6m;
- waive any and all claims which the Company has or may have in respect of the payment of the Relevant Distributions against its shareholders who appeared on the register of shareholders on the relevant record date for each Relevant Distribution (or the personal representatives and their successors in title of the estate of any deceased shareholders), such waiver to be effected by way of the entry by the Company into the Shareholders' Deed of Release; and
- waive any and all claims which the Company may have against its Directors and Former Directors and the personal representatives (and their successors in title) of the estate of any deceased Directors and Former Directors, such waiver to be effected by way of the entry by the Company into the Directors' Deed of Release.

The approach that the Company is proposing by way of Resolution 23 is consistent with the approach taken by other UK incorporated companies whose shares are admitted to the FCA's Official List and to trading on the Main Market of the London Stock Exchange and that have also made corporate distributions otherwise than in accordance with the CA 2006.

3. The authorisation of the appropriation of the Company's distributable profits and the Shareholders' Deed of Release

The approach that the Company is proposing involves the authorisation of the appropriation of the

distributable profits of the Company to the payment of each of the Relevant Distributions. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.

The Company has been advised that it is also preferable for shareholders to approve the Company's entry into of the Shareholders' Deed of Release, since the release of those past and present shareholders who appeared on the register of members on the record date for each of the Relevant Distributions (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have in respect of the payment of the Relevant Distributions will, insofar as those persons remain shareholders of the Company, comprise a shareholder distribution.

The proposed authorisation of the appropriation of the Company's distributable profits to the payment of each of the Relevant Distributions and the entry by the Company into the Shareholders' Deed of Release will not, however, have any effect on the Company's financial position. This is because the aggregate amount of the Relevant Distributions is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Relevant Distributions.

In addition, the Company has not recorded or disclosed the potential right to make claims against Recipient Shareholders as an asset or a contingent asset in its financial statements. Under the Company's accounting policies based on the International Financial Reporting Standards promulgated by the International Accounting Standards Board (which includes standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards issued under previous constitutions), together with its pronouncements thereon from time to time, as adopted by the European Union (**IFRS**), it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The directors of the Company have concluded that any inflow of economic benefits as a result of such claims is less than probable.

Accordingly, the Company's entry into of the Shareholders' Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

4. **The Directors' Deed of Release**

Under the Company's articles of association, it is necessary for shareholders to approve the Company's waiver of any rights of the Company to make claims against the Directors, the Former Directors and the personal representatives (and their successors in title) of any deceased Directors or Former Directors in respect of the Relevant Distributions, since the Board would itself have a potential conflict of interest in approving such a waiver. This is because the members of the Board are named as beneficiaries of the waiver.

The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Relevant Distributions and potential claims against past and present shareholders, the Company has not recorded or disclosed its right potentially to make claims against past and present directors in respect of the Relevant Distributions as an asset or contingent asset of the Company.

Again, under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from

bringing claims against past and present directors is uncertain (and, in any case, incapable of reliable estimation) on the basis that past and present directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The directors of the Company have concluded that any inflow of economic benefits as a result of such claims is less than probable.

Therefore, the Company's entry into of the Directors' Deed of Release does not involve the disposition of any recognised asset or contingent asset by the Company in favour of past or present directors.

5. **Related Party Transactions**

The Company's entry into of the Shareholders' Deed of Release constitutes a related party transaction (as defined in the Listing Rules) due to the fact that Munich Re, which holds more than 10 per cent. of the Company's voting rights and therefore is a substantial shareholder for the purpose of the Listing Rules and each Director, together with any of their respective associates (as defined in the Listing Rules) who are Recipient Shareholders, are deemed to be related parties under the Listing Rules.

In addition, the entry by the Company into the Directors' Deed of Release and consequential waiver of any rights of the Company to make claims against the Directors and the Related Party Former Directors in respect of the Relevant Distributions, constitutes a related party transaction (as defined in the Listing Rules) as each of the Directors and the Related Party Former Directors is a related party for the purposes of the Listing Rules.

As a result, the entry by the Company into the Shareholders' Deed of Release and the Directors' Deed of Release each constitute a related party transaction (as defined in the Listing Rules). Therefore, Resolution 23 will seek the specific approval of the Company's shareholders of the entry into of the Shareholders' Deed of Release and the Directors' Deed of Release as related party transactions, in accordance with the requirements of the Listing Rules. This means that Resolution 23 must be approved by the Company's shareholders who are not related parties. Accordingly, (i) Munich Re and each of the Directors, the Related Party Former Directors and their respective associates are precluded from voting on Resolution 23 and (ii) Munich Re, the Directors and the Related Party Former Directors will not vote on, and have undertaken to take all reasonable steps to ensure that their respective associates abstain from voting on, Resolution 23.

6. **The tax position of UK shareholders**

The Company has drawn the attention of HM Revenue & Customs (**HMRC**) to the circumstances surrounding the payment of the Relevant Distributions and to the steps that are now proposed to address the position. The Company has also requested HMRC's clearance in respect of the payment of the Relevant Distributions, however, HMRC's guidance on non-statutory clearances states that HMRC will not provide clearance where they do not consider that there are genuine points of uncertainty, in which case, the guidance states, HMRC will explain why they think so. Although HMRC declined to provide a formal clearance on this matter, on the basis that they did not consider that the application of the tax rules to the Relevant Distributions was uncertain, HMRC has confirmed, on an informal basis, that the tax position of UK shareholders should not be affected by any procedural irregularity in the Relevant Distributions, provided the relevant shareholder was not aware that the distribution was unlawful. Therefore, based on HMRC's informal confirmation, the passing of Resolution 23 should have no effect on the UK tax position of such persons.

If any UK resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.

7. **The tax position of non-UK shareholders**

It is similarly not expected that the passing of Resolution 23 should have an effect on the tax position of non-UK shareholders although the Company has not and does not intend to seek similar confirmation from any other tax authority as it has done from HMRC.

If any non-UK resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.

8. **Other information**

The share capital of the Company as at 22 March 2021 (being the latest practicable date before the publication of this Notice) comprises 297,021,168 Ordinary Shares.

Copies of the final forms of the Shareholders' Deed of Release and the Directors' Deed of Release are at the end of this Notice. They are also available on the Company's website www.admiralgroup.co.uk/investor-relations, for inspection at the registered office of the Company during normal business hours until the time of the General Meeting provided that the Company's registered office has not been closed as a result of Coronavirus (COVID-19) related restrictions and for inspection at the General Meeting venue for at least 15 minutes prior to the start of the meeting until the end of the meeting.

Additional Information regarding Related Party Transaction

1. The Company

The Company was incorporated and registered in England and Wales on 24 September 1999 with registered number 03849958 as a private company limited by shares under the name Admiral Group Limited.

On 22 September 2004, the Company re-registered as a public limited company and became Admiral Group plc.

The Company's registered office is Tŷ Admiral, David Street, Cardiff, CF10 2EH (tel. +44 (0)333 220 2062). The principal legislation under which the Company operates is the laws of England and Wales.

2. Directors' and Related Party Former Directors' interests

The interests of the Directors and the Related Party Former Directors in the Ordinary Shares as at 22 March 2021 (being the latest practicable date before the date of this Notice) are as follows:

2.1 Directors' and Related Party Former Directors' shareholdings

	Number of Ordinary Shares ⁽¹⁾	Subject to continued employment only	Subject to performance conditions	Percentage of voting rights ⁽²⁾
Directors				
Geraint Jones	85,380	61,800 ³⁾	90,000	0.08
Annette Court	11,785			0.0004
Owen Clarke	142,852			0.05
Jean Park	4,000			0.001
Andrew Crossley	1,079			0.0004
Michael Brierley	3,413			0.001
Milena Mondini-De-Focatiis.....	51,410	30,075 ⁴⁾	121,000	0.07
Jayaprakasa Rangaswami.....	0			0
Justine Roberts.....	0			0
George Manning Rountree.....	0			0
Karen Green.....	0			0
Related Party Former Directors⁽⁵⁾				
David Stevens	8,672,950	n/a	n/a	2.92
Henry Engelhardt.....	27,105,472 ⁽⁶⁾	n/a	n/a	9.12
David Jackson.....	0	n/a	n/a	0
Margaret Johnson.....	0	n/a	n/a	0
Alastair Lyons.....	136,665 ⁽⁷⁾	n/a	n/a	0.05

(1) Includes Ordinary Shares held by connected persons.

(2) On the basis that the total number of voting rights as at 22 March 2021 (being the latest practicable date before the publication of this Notice) is 297,021,168.

(3) Total of shares for Geraint Jones that are subject to continued employment reflects shares from the 2018 DFSS award (performance test has been applied, and award is due to vest in September 2021) and salary shares awarded in 2018, 2019 and 2020.

(4) Total shares for Milena Mondini-De-Focatiis that are subject to continued employment reflects shares from the 2018 DFSS award (performance test has been applied, and award is due to vest in September 2021) and SIP-equivalent shares awarded in 2018.

- (5) David Stevens was a director of the Company until 31 December 2020 and is therefore a related party for the purposes of the Listing Rules. Henry Engelhardt, David Jackson, Margaret Johnson and Alastair Lyons are Former Directors who are now (or have been within less than 12 months before the date of entry into the Directors' Deed of Release) directors of a subsidiary of the Company. They are therefore related parties for the purposes of the Listing Rules. The other Former Directors' interests are not disclosed as such Former Directors are not related parties for the purposes of the Listing Rules.
- (6) The shares for Henry Engelhardt include shares held by himself and his wife.
- (7) The shares for Alastair Lyons include shares held by the Alastair Lyons Settlement 2002 trust of which he is a trustee.

2.2 Directors' interests under the Discretionary Free Share Scheme (DFSS)

Awards under the DFSS are made subject to performance conditions set by the Remuneration Committee which are aligned with the Admiral Group's business strategy and measured over a three-year performance period. Awards are structured as nil-cost options or conditional awards which vest after 3 years. For DFSS awards made in 2018 and subsequent years, a holding period applies which requires any vested awards (net of tax) to be held for further 2 years.

Participants in the DFSS may also receive DFSS bonuses paid in cash and calculated to be equivalent to dividends that would have been payable on all outstanding DFSS shares awarded but not yet vested, including in respect of any unvested Ordinary Shares awarded to Geraint Jones as Chief Financial Officer of the Company in addition to his cash salary (**Salary Shares**). Awards are subject to a +/- 20 per cent. adjustment based on performance against a set of risk and customer measures that are set annually. No DFSS bonus is payable unless dividends are payable on the Ordinary Shares.

The table below shows awards of Ordinary Shares under the DFSS that are within the holding period but have not yet vested.

Name	Dates of Award	Dates from which exercisable/vest	Number of Ordinary Shares under award	Exercise price (£)
Geraint Jones	26/09/2018 - 24/09/2020	26/09/2021 - 24/09/2023	139,300	N/A
Milena Mondini-De-Focatiis	26/09/2018 - 24/04/2020	26/09/2021 - 24/04/2023	150,988	N/A

2.3 Directors' interests under the Company's Share Incentive Plan (SIP)

The Company operates a HMRC registered Share Incentive Plan open to all eligible UK employees. Under the SIP, awards are granted twice a year in line with HMRC limits based on the results of each half year period. Awards vest after 3 years subject only to continued employment.

The table below shows awards of Ordinary Shares under the SIP that are within the holding period but have not yet vested.

Name	Dates of Award	Dates from which exercisable/vest	Number of Ordinary Shares under award	Exercise price (£)
Geraint Jones	24/08/2018 – 12/03/2021	24/08/2021 – 12/03/2024	471	N/A
Milena Mondini-De-Focatiis	18/03/2019 – 12/03/2021	18/03/2022 - 12/03/2024	384	N/A

2.4 Director interests under the Salary Shares

Annual award of Salary Shares which vest after 3 years, subject to continued employment. A holding period applies which requires any vested Salary Shares (net of tax) to be held for a further 2 years. The table below shows Geraint Jones's interests under Salary Shares that have not yet vested.

Name	Dates of Award	Dates from which exercisable/vest	Number of Ordinary Shares under award	Exercise price (£)
Geraint Jones.....	24/08/2018 – 02/09/2020	24/08/2021 – 02/09/2023	12,500	N/A

2.5 Director interests under the Approved Free Share Scheme

The table below shows awards of SIP equivalent shares made under the Approved Free Share Scheme and which are awarded through the DFSS. Awards vest after 3 years subject only to continued employment.

Name	Dates of Award	Dates from which exercisable/vest	Number of Ordinary Shares under award	Exercise price (£)
Milena Mondini-De-Focatiis.....	24/08/2018	24/08/2021	87	N/A

3 Service agreements

3.1 General terms

The annual salary of Geraint Jones, Milena Mondini-De-Focatiis's salary (Geraint Jones and Milena Mondini-De-Focatiis together, the **Executive Directors**) and David Stevens's annual salary for the year ended 31 December 2020, are set out in the table below.

Name	Position	Effective date of service agreement	Annual Salary
Executive Directors			
Geraint Jones.....	Chief Financial Officer	13 August 2014	£258,000
Milena Mondini-De-Focatiis ⁽¹⁾	Chief Executive Officer	11 August 2020	£595,000
Related Party Former Directors			
David Stevens ⁽²⁾	Former Chief Executive Officer	22 September 2004	£426,449

(1) Milena Mondini-De-Focatiis joined the Board on 11 August 2020. This table reflects her salary for the period between appointment and 31 December 2020.

(2) David Stevens was a director of the Company until 31 December 2020.

The annual fees of the non-executive directors of the Company (the "**Non-Executive Directors**") for the year ended 31 December 2020 are set out in the table below.

Name	Position	Annual fees
Annette Court	Chair	£326,218
Owen Clarke	Senior Independent Director	£102,460

Karen Green.....	Non-Executive Director	£86,000
Jean Park.....	Non-Executive Director	£116,000
Justine Roberts.....	Non-Executive Director	£71,742
George Manning Rountree.....	Non-Executive Director	£77,600
Andrew Crossley	Non-Executive Director	£126,095
Michael Brierley	Non-Executive Director	£125,858
Jayaprakasa Rangaswami	Non-Executive Director	£43,826 ⁽¹⁾

(1) Jayaprakasa Rangaswami joined the Board on 29 April 2020. This table reflects his fees for the period between appointment and 31 December 2020.

The Executive Directors are expected to devote the whole of their time, attention and abilities to the performance of their duties during their agreed working hours and in return the Executive Directors will receive the following benefits under the terms of their service agreements:

- a base salary;
- pension contributions;
- a death in service scheme;
- private medical cover;
- permanent health insurance;
- relocation benefits, at the Company's Remuneration Committee's discretion;
- participation in the DFSS;
- DFSS bonus;
- participation in the SIP;
- shareholding requirement; and
- with respect to Geraint Jones, the annual award Salary Shares.

3.2 Termination provisions

Executive Directors

Each of the Executive Directors has a rolling service contract. The contract is terminable by the Company giving to the Executive Director not less than 12 months' written notice or the Executive Director giving to the Company not less than 12 months' written notice. The Company may terminate an Executive Director's employment in circumstances including, amongst others, the Executive Director has become bankrupt, has been convicted of an offence, has committed material misconduct or a material breach of his or her obligations under his or her service agreement, has committed a serious breach of the requirements, rules or regulations of the FCA or of any code of practice, policy or procedures manual issued by the Company relating to securities dealing, has become incapacitated by illness or accident or has failed to obtain or maintain the Executive Director's minimum shareholding requirement.

Each Executive Director's service agreement contains non-compete and non-solicitation provisions for the period of 12 months following termination of the Executive Director's employment.

Non-Executive Directors

The Non-Executive Directors do not have service agreements, although they each have letters of appointment reflecting their responsibilities and commitments. The appointments are for fixed periods of 3 years. The initial three-year period may be extended for two further three-year periods subject to re-election by shareholders.

The letter of appointment of Annette Court (Chair and Non-Executive Director) is for a fixed term of 3 years. Her appointment may be terminated at the discretion of either party upon three months' written notice. Continuation of her contract of appointment is contingent on: (a) satisfactory performance; (b) re-election by the Company's shareholders at forthcoming annual general meetings; (c) the Company assessing her to be a fit and proper person to perform the role of Chair and competent to fulfil her duties; (d) on her continued approval to perform a controlled function/senior manager function in accordance with the current requirements of that role set out by the FCA and/or the PRA; and (e) with effect from December 2019 (if applicable), compliance with her responsibilities under the Senior Managers & Certification Regime (**SM&CR**).

The letters of appointment for the Non-Executive Directors (with the exception of Annette Court) are for fixed periods of 3 years and can be terminated at any time by either party giving the other not less than one month's written notice. Continuation of their contract of appointment is contingent on (a) satisfactory performance; (b) re-election by the Company's shareholders at forthcoming annual general meetings; and (c) (if applicable) on their continued approval to perform a controlled function/senior manager function in accordance with the current requirements set out by the FCA and/or PRA; and (d), with effect from December 2019 (if applicable), compliance with their responsibilities under the SM&CR.

The Company may terminate a Non-Executive Director's (including Annette Court's) appointment with immediate effect in circumstances including, amongst others, he or she has committed any serious or repeated breach of his or her appointment letter, has committed any serious or repeated breach of his or her obligations to the Company or the rules of any applicable regulatory authority, has been guilty of fraud or dishonesty, has been convicted of an arrestable criminal offence, has been declared bankrupt or has been disqualified from acting as a director.

Each of the Non-Executive Directors (including Annette Court) will be subject to restrictive covenants with respect to employment and appointments for the period of six months following the cessation of his or her appointment as Director of the Company.

3.3 Incentive arrangements on termination of employment

The following sets out the treatment of outstanding elements of remuneration that would normally apply to the Directors upon termination of their employment.

Executive Directors

The Company reserves the right to make a payment in lieu of notice (**PILON**) on termination of an Executive Director's contract which is equal to his or her base salary and contractual benefits, including private health insurance, permanent health insurance and death insurance.

Any Executive Director whose employment has been terminated is entitled to his or her monthly salary (not including any other benefit) if the restrictive covenants described above effectively prohibit him or her from working during the 12 months after such termination.

The table below sets out the treatment of outstanding elements of remuneration that would normally apply for Executive Directors upon termination of their employment.

Remuneration element	'Bad' leaver (e.g. resignation)	'Good' leaver (e.g. ill health, retirement)
Salary in lieu of notice period.	In normal circumstances, based on base salary and compensation for loss of benefits for the contractual notice period.	In normal circumstances, based on base salary and compensation for loss of benefits for the contractual notice period.
Pensions and Other Benefits	Payable for proportion of notice period served.	Payable for proportion of notice period served.
SIP	Unvested awards lapse.	Immediate vesting of any unvested awards.
DFSS	Unvested awards lapse.	Any unvested award will continue to be capable of vesting on the normal vesting date. Awards will be pro-rated for time with reference to the proportion of the vesting period remaining at termination, and performance, unless the Remuneration Committee determines otherwise.
DFSS Bonus	Not payable after the termination.	Not payable after the termination.
Salary Shares (for Geraint Jones only)	Unvested awards lapse.	Any unvested award will vest on the normal vesting date with Remuneration Committee discretion to accelerate. Award will be pro-rated for time with reference to the proportion of the vesting period remaining at termination, unless determined otherwise by the Remuneration Committee.
Other payments	None	N/A

Non-Executive Directors

On termination of their appointment, Non-Executive Directors shall only be entitled to such fees as may have been accrued to the date of termination, together with reimbursement in the normal course of any expenses properly incurred prior to that date.

Related Party Former Directors

The Related Party Former Directors' letters of appointment do not confer any benefits of termination of their appointment.

4 **Major shareholders**

In so far as is known to the Company, as at 22 March 2021 (being the latest practicable date before the publication of this Notice), the following persons were interested, directly or indirectly, in three per cent. or more of the voting rights attaching to the Ordinary Shares:

	Number of Ordinary Shares	Percentage of voting rights⁽¹⁾
Munich Re	30,099,400	10.1
Henry Engelhardt & Diane Briere de L-Isle	27,105,472	9.1
BlackRock Inc	16,175,479	5.4
Mawer Investment Management Ltd.....	13,815,931	4.6
Moondance Foundation	11,900,000	4.0
FMR LLC.....	11,558,726	3.9
N.M Rothschild & Sons Ltd.....	9,597,850	3.2

(1) On the basis that the total number of voting rights as at 22 March 2021 (being the latest practicable date before the publication of this Notice) is 297,021,168

5 Related party transactions

Save as set out in this document, the Company has not entered into any related party transactions with any of the Directors or the Related Party Former Directors.

6 Material contracts

There are no material contracts to which the Company or any member of the Admiral Group is a party which contain information that shareholders of the Company would reasonably require to make a properly informed assessment of how to vote.

7 Significant change

There has been no significant change in the financial position of the Admiral Group since 31 December 2020, the date to which the results for the year ended 31 December 2020, being the last audited financial statements of the Admiral Group, were published.

8 Consent

UBS has given and has not withdrawn its written consent to the inclusion in this Notice of the references to its name in the form and context in which they are given.

[OR]

[in the presence of:

Witness's Signature: _____

Name: _____

Address: _____

_____]

FORM OF DIRECTORS' DEED OF RELEASE

DEED POLL

THIS DEED POLL is made on [*] 2021

BY ADMIRAL GROUP PLC (registered number 03849958) whose registered office is at Tŷ Admiral, David Street, Cardiff, CF10 2EH (the "**Company**") in favour of each of the current and certain former directors of the Company, whose names are set out in the schedule to this deed (the "**Directors**") (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).

WHEREAS:

- (A) As explained in the Notice of Annual General Meeting addressed to the shareholders of the Company dated [date] that is appended to this deed poll (the "**AGM Notice**"), the board of directors of the Company has become aware of technical issues in respect of the Company's procedures for the payment of the interim dividend paid on 21 October 2009, the interim dividend paid on 20 October 2010 and the interim dividend paid on 2 October 2020 (collectively, the "**Relevant Distributions**").
- (B) The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).
- (C) Pursuant to Resolution 23 (*Deeds of release regarding relevant distributions and related party transaction*) set out in the AGM Notice and duly passed by the Company's shareholders in a general meeting on [date], the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased) and wishes to enter into this deed poll in favour of the Directors and the personal representatives and their successors in title of the estate of any deceased Directors in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them (whether such liability, claims or demands are present, future, actual or contingent, known or unknown), including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the approval, making and/or payment of all or part of the Relevant Distributions.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first above.

EXECUTED as a deed poll by _____)
ADMIRAL GROUP PLC)
 acting by _____) _____

[and acting by _____) Director
)
) _____
[Director/Company Secretary]]

[OR]

[in the presence of:

Witness's Signature: _____

Name: _____

Address: _____

_____]

SCHEDULE 1

Current Directors

Annette Court
Milena Mondini-De-Focatiis
Geraint Jones
Jean Park
George Manning Rountree
Owen Clarke
Justine Roberts
Andrew Crossley
Michael Brierley
Karen Green
Jayaprakasa Rangaswami

Former Directors

Manfred Aldag
Kevin Chidwick
Henry Engelhardt
David Jackson
David James
Margaret Johnson
Lucy Kellaway
Alastair Lyons
David Stevens
John Sussens

APPENDIX

Summary of changes to the Directors' Remuneration Policy

The existing Directors' Remuneration Policy was approved by shareholders in 2018. Set out below is a summary of the proposed changes in the Directors' Remuneration Policy for which approval is now sought:

- **Base Salary:** No change to the Policy, save that salary shares will no longer be awarded to Geraint Jones and the value will be converted into base salary (on a value neutral basis).
- **Discretionary Free Share Scheme (DFSS):** No change to the Group's overall approach, save as mentioned above, Milena Mondini-De-Focatis will participate in the plan where David Stevens has not. The maximum opportunity will be amended from 600 per cent. of salary / £2,000,000 to 500 per cent. of salary (no absolute GBP limit). The absolute GBP limit is removed to accommodate share price fluctuations and to set an appropriate level of award for Milena as CEO, with this change balanced by the lower percentage limit – note that the Group is not proposing to make awards at this maximum level. Due to the phase out of the London Inter-bank Offered Rate (LIBOR), the intention is to express future earnings per share targets as absolute growth levels.
- **In-employment and post-termination shareholding requirements:** The Group is proposing to increase the Group's in-employment shareholding requirement from 300 per cent. to 400 per cent. of salary, reinforcing its commitment to its approach of encouraging executives to build up significant shareholdings in the Group. The Group is also introducing a new post-termination requirement under which executive directors will be required to hold 400 per cent. of salary in shares (or shareholding level held at time of termination) for a period of 2 years.

Remuneration Committee's rationale for changes

The Group is committed to the primary objective of maximising shareholder value over time in a way that also promotes effective risk management and excellent customer outcomes and ensuring that there is a strong link between performance and reward. This is reflected in the Group's stated Remuneration Policy of paying competitive, performance-linked and shareholder-aligned total remuneration packages comprising basic salaries coupled with participation in performance-based share schemes to generate competitive total reward packages for superior performance. The Board is satisfied that the adoption of this Policy continues to meet the objectives of attracting and retaining executives of the highest quality across the Group.

The Committee reviews the remuneration framework and packages of the Executive Directors and the most senior managers and recognises the need to ensure that the Remuneration Policy is firmly linked to the Group's strategy, including its risk management approach. In setting the Policy and making remuneration decisions, the Committee takes into account pay and conditions elsewhere in the Group. The main principles underlying the Remuneration Policy are:

- **Competitive total package** – the Group aims to deliver total remuneration packages that are market-competitive, taking into account the role, job size, responsibility, and the individual's performance and effectiveness. Prevailing market and economic conditions and developments in governance are also considered, as are general salary levels throughout the organisation;
- **Significantly share-based** – the Group's base salaries are targeted towards the lower end of market, but are combined with meaningful annual share awards that vest on long-term performance to ensure strong alignment with shareholders and the long-term interests of the Group. Executives are also encouraged to build up significant shareholdings in the Group to maximise shareholder alignment;

- **Long-term perspective** – a significant part of senior executives’ remuneration is based on the achievement of stretching performance targets that support the delivery of the Group’s strategy and shareholder value. The extended performance and vesting horizons promote a long-term perspective that is appropriate to the insurance sector;
- **Effective risk management** – incentives are designed to ensure they do not encourage excessive risk-taking. They are aligned with the delivery of positive customer outcomes and reinforce the Group’s risk policy;
- **Open and honest culture** – the Group has a strong culture of focussing on collective success, whilst still recognising individual contribution to the Group’s performance, and this is reflected in the Group's remuneration structure across the business; and
- **Transparency to stakeholders** – the remuneration structure is designed to be simple and easy to understand, and all aspects are clear to employees and openly communicated to employees, shareholders, and regulators.