

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of YouGov plc will be held at 50 Featherstone Street, London EC1Y 8RT on Thursday 10 December 2020 at 8.30am to consider and, if thought fit, pass the resolutions below.

Resolutions 14 and 15 will be proposed as Special Resolutions. All other resolutions will be proposed as Ordinary Resolutions.

Ordinary Resolutions

Resolution 1 – Report and accounts

To receive the Company's annual accounts for the financial year ended 31 July 2020, together with the Directors' Report and the auditors' report on those accounts.

Resolution 2 – Annual Report on Remuneration

To approve the Annual Report on Remuneration set out in the Annual Report & Accounts for the financial year ended 31 July 2020.

Resolution 3 – Appointment of auditors

To reappoint PricewaterhouseCoopers LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 4 – Remuneration of auditors

To authorise the Directors to fix the remuneration of the auditors.

Resolution 5 – Re-election of Roger Parry as Director

To re-elect Roger Parry as a Director.

Resolution 6 – Re-election of Stephan Shakespeare as Director

To re-elect Stephan Shakespeare as a Director.

Resolution 7 – Re-election of Alexander McIntosh as Director

To re-elect Alexander McIntosh as a Director.

Resolution 8 – Re-election of Sundip Chahal as Director

To re-elect Sundip Chahal as a Director.

Resolution 9 – Re-election of Rosemary Leith as Director

To re-elect Rosemary Leith as a Director.

Resolution 10 – Re-election of Andrea Newman as Director

To re-elect Andrea Newman as a Director.

Resolution 11 – Re-election of Ashley Martin as Director

To re-elect Ashley Martin as a Director.

Resolution 12 – Dividend

To declare a final dividend of 5.0p per Ordinary Share to be paid on Monday 14 December 2020 to those shareholders on the register of members as at Friday 4 December 2020.

Resolution 13 – Directors' authority to allot shares

To generally and unconditionally authorise the Directors (in substitution for all subsisting authorities to the extent unused, other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company ("Shares") and grant rights to subscribe for, or to convert any security into, Shares ("Subscription or Conversion Rights") up to an aggregate nominal amount of £10,848 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 31 December 2021, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted or Subscription or Conversion Rights to be granted after such expiry and the Directors may allot Shares and grant Subscription or Conversion Rights in pursuance of any such offer or agreement as if this authority had not so expired.

Special Resolutions**Resolution 14 – Authority for disapplication of pre-emption rights**

That, conditional on the passing of Resolution 13 above, the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 13 or by way of a sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

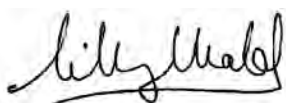
- (a) the allotment of equity securities in connection with an offer of such securities:
 - (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares; and
 - (ii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £10,848 and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 31 December 2021, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

Resolution 15 – Purchase of own shares for market value

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (as defined in section 693(4) of the 2006 Act) on the London Stock Exchange of Ordinary Shares of 0.2p each of the Company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10,847,775 (representing 10% of the Company's issued Ordinary Share capital at the date of this notice); and
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 0.2p; and
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share will not be more than the price permitted by the Listing Rules of the UK Listing Authority at the time of purchase (which is currently the higher of an amount equal to 105% of the average of the middle market quotations of an Ordinary Share of the Company, as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased and an amount equal to the higher of:
 - (i) the price of the last independent trade of an Ordinary Share; and
 - (ii) the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and
- (d) unless previously renewed, revoked or varied, this authority shall continue for the period ending on the date of the Annual General Meeting in 2021 or 31 December 2021, whichever is the earlier, provided that, if the Company has agreed before this date to purchase Ordinary Shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases.

By order of the Board



Tilly Heald
Company Secretary
15 October 2020

Registered Office:
50 Featherstone Street
London EC1Y 8RT
Registered in England and Wales No. 3607311

Notice of Annual General Meeting continued

Explanatory notes to the Notice of Annual General Meeting

Resolutions 1 to 13 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 14 to 15 are proposed as Special Resolutions. This means that for each resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 5 to 11 Explanatory notes

Each Director is proposed for election by the shareholders in general meeting. For more information about the Directors' background and experience, see pages 66 to 67. For information regarding how the Board has considered the independence of the Directors, see page 68.

Resolution 14 Explanatory notes

Under section 561 of the Companies Act 2006, when new shares are allotted, they must first be offered to existing shareholders pro-rata to their holdings. This Special Resolution renews the authorities previously granted to the Directors to: (a) allot shares of the Company in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of £10,848 (representing in accordance with institutional investor guidelines, approximately 5% of the share capital in issue as at 9 October 2020 (being the last practicable date prior to the publication of this notice)) as if the pre-emption rights of section 561 did not apply. The authority granted by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 31 December 2021, whichever is the earlier. The Company confirms that no more than 7.5% of the issued share capital will be issued for cash within any rolling three-year period without prior consultation with shareholders.

Resolution 15 Explanatory notes

The Directors consider that it would be appropriate and that it would promote the success of the Company, for the benefit of its members as a whole, to seek authority to make market purchases of its Ordinary Shares on the London Stock Exchange, up to a limit of 10% of its issued Ordinary Share capital. The maximum and minimum prices are stated in Resolution 14. Any Ordinary Shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to an employee share plan.

The authority to purchase own shares will be exercised only if the Directors believe that in doing so it is likely to promote the success of the Company for the benefit of its members as a whole.

As at 9 October 2020, being the last practicable date prior to the publication of this notice, there were employee share plan options over 4,984,926 Ordinary Shares in the capital of the Company which represent 5% of the Company's issued ordinary share capital at that date. This figure of Ordinary Shares includes both vested and unvested employee share options. If all share options were to vest in full, and authority under this resolution to purchase the Company's Ordinary Shares was exercised in full, the proportion of Ordinary Shares subject to such options would represent 5% of the Company's issued Ordinary Share capital as at 9 October 2020, being the latest practicable date before publication of this notice.

Additional notes

1. Shareholder attendance

Due to the current UK Government measures on COVID-19 and the Company's obligation to protect the health and safety of our shareholders, Directors and employees, our Annual General Meeting ("AGM") this year will be run as a closed meeting and shareholders will not be permitted to attend in person. The meeting will be restricted to the formal business of the AGM only. Shareholders should not attempt to attend the AGM in person as they will not be admitted.

In lieu of an open AGM, the Company offers the opportunity for shareholders to pose questions to the Board which will be responded to directly and made available on the Company's website following the AGM. Questions should be submitted to the Company by email to investor.relations@yougov.com by no later than 8.30am GMT on Tuesday 8 December 2020.

2. Proxy voting

The Board encourages all shareholders to exercise their vote by appointing the Chair of the meeting as their proxy and providing voting instructions in advance of the AGM.

Forms of Proxy may alternatively be submitted electronically by logging on to sharegateway.co.uk and using the personal proxy registration code which is printed on the Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 8.30am GMT on Tuesday 8 December 2020.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm GMT on Tuesday 8 December 2020 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

3. Electronic voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (the operator of the CREST system), and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by 8.30am GMT on Tuesday 8 December 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

4. Corporate representatives

Given that it will not be possible to attend the AGM in person, corporate shareholders should consider appointing the Chair of the meeting as a proxy or corporate representative to ensure that their votes can be cast in accordance with their wishes.