YouGov®

Notice of Annual General Meeting

2026

Notice of AGM:

Notice is hereby given that the Annual General Meeting ("AGM") of YouGov plc will be held at 50 Featherstone Street, London EC1Y 8RT, on Thursday 3 December 2026 at 8.30 am GMT to consider and, if thought fit, pass the resolutions below. All resolutions will be proposed as Ordinary Resolutions, with the exception of Resolutions 12 to 15 which will be proposed as Special Resolutions.

Ordinary Resolutions

Resolution 1 – Annual Report & Accounts
To receive the Company's Annual Report & Accounts for the financial year ended 31 July 2026.

Resolution 2 – Approval of Directors' Remuneration Report
To approve the Annual Report on Remuneration set out on pages 62 to 73 of the Company's Annual Report & Accounts for the financial year ended 31 July 2026.

Resolution 3 – Approval of Directors' Remuneration Policy
To approve the Directors' Remuneration Policy set out on pages 65 to 68 of the Company's Annual Report & Accounts for the financial year ended 31 July 2026.

Resolution 4 – Appointment of auditor
To re-appoint Grant Thornton UK LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.

Resolution 5 – Remuneration of auditor
To authorise the Directors to fix the remuneration of the auditor.

Resolution 6 – Re-election of Ian Griffiths as Director
To re-elect Ian Griffiths as a Director.

Resolution 7 – Re-election of Belinda Richards as Director
To re-elect Belinda Richards as a Director.

Resolution 8 – Re-election of Devesh Mishra as Director
To re-elect Devesh Mishra as a Director.

Resolution 9 – Re-election of Ashley Martin as Director
To re-elect Ashley Martin as a Director.

Resolution 10 – Re-election of Stephan Shakespeare as Director
To re-elect Stephan Shakespeare as a Director.

Resolution 11 – Directors' authority to allot shares
To resolve that the Directors be and are hereby generally and unconditionally authorised (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 (the "Act"), 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 a maximum aggregate nominal amount of £78,590 provided that this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 31 December 2027, 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 12 – Authority for disapplication of pre-emption rights for pre-emptive issues and general purposes
That, conditional on the passing of Resolution 11 above, the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560(1) of that Act) for cash, either pursuant to the authority conferred by Resolution 11 or by way of a sale of treasury shares, as if section 561 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 of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £23,577; and

c. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 31 December 2027, 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 (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

Resolution 13 – Authority for disapplication of pre-emption rights for acquisitions and other capital investments

That, conditional on the passing of Resolution 11 above, the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Act and in addition to any authority granted under Resolution 12 to allot equity securities (within the meaning of section 560(1) of that Act) for cash, either pursuant to the authority conferred by Resolution 11 or by way of a sale of treasury shares, as if section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to:

a. the allotment of equity securities up to an aggregate nominal amount of £23,577, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

b. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a)) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 31 December 2027, 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 14 – Authority for 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 Act to make one or more market purchases (as defined in section 693(4) of the Act) 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 17,671,030 (representing 14.99% 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 shall be the higher of:

   i. an amount equal to 105% of the average of the middle market quotations for an Ordinary Share of the Company, as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased; and

   ii. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

and unless previously renewed, revoked or varied, this authority shall continue for the period ending on the date of the AGM in 2027 or 31 December 2027, 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.

Resolution 15 – General Meetings

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

By order of the Board

William Bowes
Company Secretary
12 October 2026

Registered Office: 50 Featherstone Street, London EC1Y 8RT

Registered in England and Wales No. 3607311

Explanatory notes to the Notice of Annual General Meeting

Resolutions 1 to 11 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 12 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.

This reflects best practice and means that all the votes cast, and not just those of the shareholders present, are taken into account. The poll results will be published on the Company's corporate website as soon as possible after the conclusion of the Meeting.

Resolution 1 explanatory notes – Annual Report & Accounts

For each financial year, the Directors must present the Annual Report & Accounts to shareholders at the AGM. The reports of the Directors (including the Strategic Report), the report of the Company's auditor and the financial statements are contained within the Annual Report & Accounts.

Resolution 2 explanatory notes – Approval of Directors' Remuneration Report

This resolution is an advisory vote to approve the Annual Report on Remuneration for the financial year ended 31 July 2026, which is set out on pages 65 to 7.

Resolution 3 explanatory notes– Approval of Directors' Remuneration Policy

The Company is quoted on AIM and therefore is not required by law to seek shareholder approval for the Directors' Remuneration Policy (the "Policy"). However, the Remuneration Committee believes in following best practice where appropriate and therefore is asking shareholders to formally approve the Policy in an advisory vote. The Policy is unchanged from the previous Policy presented to shareholders at the 2023 AGM.

Resolution 4 explanatory notes – Appointment of auditor

The Company is required under the Act to appoint an auditor at each general meeting at which the accounts are presented, to hold office until the conclusion of the next such meeting. The Company's Audit & Risk Committee has made a recommendation to the Board that Grant Thornton UK LLP be re-appointed as auditor of the Company. Accordingly, Resolution 4 seeks shareholder approval to re-appoint Grant Thornton UK LLP as auditor of the Company.

Resolution 5 explanatory notes – Remuneration of auditor

This resolution authorises the Directors to set the auditor's remuneration.

Resolutions 6 to 10 explanatory notes – Re-election of Directors

In keeping with the Board's aim of following best corporate governance practice where appropriate, and in accordance with the Company's Articles of Association, each Director is required to stand for election or re-election by shareholders at each AGM. Andrea Newman will not be standing for re-election at the Annual General Meeting and will accordingly cease to hold office at the conclusion of the Meeting. All further Directors are put forward for re-election. The Board is satisfied that each of the Directors brings a range of skills, experience and knowledge to the Board which supports the Company's strategy. The Board is also satisfied that there are no relationships or circumstances likely to affect any Director's character or judgement. Accordingly, the Board unanimously recommends that all Directors standing for re-election continue to serve as Directors of the Company. For information about the Directors' backgrounds and experience, see page 47 of the Company's Annual Report & Accounts. For information regarding how the Board has considered the independence of the Directors, see page 50 of the Company's Annual Report & Accounts. For information on Board succession planning activity and decisions in the year, see the Corporate Governance Report on pages 50 to 53 and the Nomination Committee Report on pages 54 to 55 of the Company's Annual Report & Accounts.

Resolution 11 explanatory notes – Directors' authority to allot shares

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders. If passed, Resolution 11 will authorise the Directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £78,590. This amount represents approximately one-third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 12 October 2026, being the last practicable date before the publication of this document. If given, the authorities will expire at the conclusion of the Company's next AGM or on 31 December 2027 (whichever is the earlier). It is the Directors' intention to renew the allotment authority each year. The Directors have no current intention to exercise the authority sought under Resolution 11. However, the Directors consider that it is in the best interests of the Company to have the authority available so that they have flexibility to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

Special Resolutions

Resolutions 12 and 13 explanatory notes – Authority for disapplication of pre-emption rights

Generally, if the Directors wish to allot new shares or other equity securities (within the meaning of section 560(1) of the Act) for cash or sell treasury shares for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights ("Statement of Principles"), the Directors are seeking authority to disapply pre-emption rights in two separate special resolutions: Resolutions 12 and 13 which, if passed, will enable the Directors to allot equity securities for cash or sell treasury shares for cash up to a maximum aggregate nominal amount of £56,585 without having to comply with statutory pre-emption rights.

The powers proposed under Resolution 12 will be limited to allotments or sales:

(a) in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the Directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary;

(b) in any other case, up to an aggregate nominal amount of £23,577 (which represents approximately 10% of the issued Ordinary Share capital of the Company (including treasury shares) as at 12 October 2026, being the last practicable date before the publication of this document); and

(c) up to an aggregate nominal amount of £4,715 (which represents approximately 2% of the issued ordinary share capital of the Company (including treasury shares) as at 12 October 2026, being the last practicable date before the publication of this document) for a follow-on offer which the Directors determine to be of a kind contemplated in the Statement of Principles.

The powers proposed under Resolution 13 will be limited to allotments or sales:

(a) up to an aggregate nominal amount of £23,577 (which represents approximately 10% of the issued Ordinary Share capital of the Company (including treasury shares) as at 12 October 2026, being the last practicable date before the publication of this document);

(b) used only for the purposes of financing (or refinancing, if authority is to be used within 12 months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this notice; and

(c) up to an aggregate nominal amount of £4,715 (which represents approximately 2% of the issued Ordinary Share capital of the Company) for a follow-on offer which the Directors determine to be of a kind contemplated in the Statement of Principles.

If given, this power will expire at the conclusion of the Company's next AGM or on 31 December 2027 (whichever is the earlier). It is the Directors' intention to renew this power each year.

Resolution 14 explanatory notes – Authority for purchase of own shares for market value

Resolution 14 will be proposed as a special resolution. If passed, it will allow the Company to purchase up to 17,671,030 Ordinary Shares in the market (which represents approximately 14.99% of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 12 October 2026, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next AGM or on 31 December 2027 (whichever is the earlier). It is the Directors' intention to renew this authority each year.

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 12 October 2026, being the last practicable date prior to the publication of this notice, there were employee share plan options over 2,850,544 Ordinary Shares in the capital of the Company which represent 2.4% 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 2.8% of the Company's issued Ordinary Share capital as at 12 October 2026, being the latest practicable date before publication of this notice.

Resolution 15 explanatory notes – General Meetings

The Company is not a traded company for the purposes of the Act but is choosing to put Resolution 15 to shareholders to comply with best practice. The notice period required by the Act for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice. The authority granted by Resolution 15, if passed, will expire at the conclusion of the Company's next AGM or on 31 December 2027 (whichever is the earlier). It is the intention of the Directors that this authority would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Additional notes to the Notice of Annual General Meeting

1. Shareholder attendance

The AGM will be open to attendance by shareholders. Shareholders wishing to attend in person at the meeting are encouraged to register in advance by email to investor.relations@yougov.com by no later than 6.00 pm GMT on Tuesday 1 December 2026. For those who are unable to attend in person, 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 8.30 am GMT on Friday 27 November 2026.

2. Shareholder questions

Any member with the right to attend the AGM is entitled, pursuant to section 319A of the Act, to ask any question relating to the business being dealt with at the meeting. Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to investor.relations@yougov.com by no later than 8.30 am GMT on Friday 27 November 2026. In addition, shareholders who attend the 2026 AGM in person may pose questions to the Board in person. Shareholders who wish to pose questions in advance of the meeting (by sending an email to investor.relations@yougov.com) are encouraged to send their questions as soon as possible. The Company will, to the extent practicable, answer any such questions unless:

i. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or

ii. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; or

iii. the answer has already been given on a website in the form of an answer to a question.

In the interests of efficiency and to avoid unnecessary repetition, if multiple questions are submitted with a common theme, they will be answered as one question.

3. 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. A member entitled to attend and vote at the AGM is also entitled to appoint one or more proxies of their own choice to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A member can only appoint a proxy using the procedures set out in these notes and the notes to the accompanying Form of Proxy. A member 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 member. A member may not appoint more than one proxy to exercise rights attached to any one share. The proxy need not be a member of the Company, but must attend the AGM to represent the member. 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 8.30 am GMT on Tuesday 1 December 2026. 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 6.00 pm GMT on Tuesday 1 December 2026 (or, in the event of any adjournment, 6.00 pm GMT 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.

4. 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 & International 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, to be valid, be transmitted to be received by the issuer's agent (ID 7RA11) by 8.30 am GMT on Tuesday 1 December 2026.

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 can 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 & International Limited does not make available special procedures in CREST for any 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 their 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 time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system service providers are referred 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.

5. Corporate representatives

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.

6. Documents available for inspection at and prior to the AGM

Copies of contracts of service and letters of engagement of the Directors with the Company and the current Articles of Association of the Company are available for inspection at the Company's registered office on any weekday (Saturdays, Sundays and bank holidays excepted) during normal business hours.

7. Issued share capital

As at 12 October 2026, which is the latest practicable date before publication of this Notice, the Company's issued share capital comprised 117,885,459 Ordinary Shares of 0.2p each. No Ordinary Shares are held in treasury. This figure includes 725,557 Ordinary Shares that are held by the YouGov Employee Benefit Trust to satisfy awards under the Company's employee share schemes. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 12 October 2026 is 117,159,902.

YouGov®

YouGov plc

50 Featherstone Street
London EC1Y 8RT



corporate.yougov.com