

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in eve Sleep plc, 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.

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**eve Sleep plc**

**(the Company)**

(Incorporated and registered in England and Wales under No. 09261636)

**CHAIRMAN'S LETTER AND NOTICE OF ANNUAL GENERAL MEETING 2020**

The Annual General Meeting of eve Sleep plc will be held on Friday 29 May 2020 at 10.00am at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ.

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**eve Sleep plc**



(Incorporated in England and Wales with registered number 09261636)

**Directors:**

Paul Pindar (Chairman)  
James Sturrock  
Tim Parfitt  
Nikki Crumpton  
Thomas Enraght-Moony

**Registered office:**

29A Kentish Town Road  
London  
NW1 8NL

15 April 2020

Dear Shareholder

**Notice of Annual General Meeting of eve Sleep plc (the Company)**

I have pleasure in inviting you to the Company's Annual General Meeting (**AGM**) that will be held at 10.00am on Friday 29 May 2020 at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ, United Kingdom. Enclosed with this letter is the formal notice of the AGM and resolutions to be proposed are set out on pages 5 to 7.

**COVID-19 Update**

We are closely monitoring the impact of COVID-19 (coronavirus). It is currently the intention of the Company to hold the meeting as planned. However, the Board notes the guidance issued by the UK government on 23 March 2020 restricting social gatherings for a period of 3 weeks from that date in view of the COVID-19 pandemic, and the fact that if such guidance remains in place on the date of the AGM, shareholders will be prohibited from attending the AGM.

Given the current guidance and the general uncertainty on what additional and/or alternative measures may be put in place, the Board requests that shareholders do not attend the AGM but instead appoint a proxy and provide voting instructions in advance of the AGM. Details on how you can vote by proxy are set out later in this Notice.

If the Board believes that it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM due to COVID-19, we will ensure that shareholders are given as much notice as possible. Further information will be made available through an announcement to the London Stock Exchange and through an upload to <https://investor.evesleep.co.uk/notification> .

### **Annual report and accounts (Resolution 1)**

The Directors are required to present to shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2019 together with the Directors' and Auditors' reports on the Annual Report and Accounts.

### **Reappointment of Directors (Resolutions 2 to 6)**

Under the Company's Articles of Association (**Articles**), all of the Directors are required to retire by rotation each year. Tim Parfitt has been appointed since the 2019 Annual General Meeting and will offer himself for election for the first time at this year's AGM. Each of James Sturrock, Nikki Crumpton, Thomas Enraght-Moony and Paul Pindar will retire this year at the AGM and, being eligible, each offers themselves for re-election and are proposed for re-election through separate Resolutions 2 to 6.

### **Auditors (Resolutions 7 and 8)**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Smith & Williamson have indicated their willingness to continue in office. Accordingly, Resolution 7 reappoints Smith & Williamson as auditors to the Company and Resolution 8 authorises the Directors to fix their remuneration.

### **Authority of Directors to allot shares (Resolution 9)**

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 Companies Act 2006. Upon the passing of Resolution 9, the Directors will have authority to allot shares up to an aggregate nominal amount of £87,818.03 which is approximately one-third of the Company's current issued ordinary share capital as at 1 April 2020, being the latest practicable date before the publication of this Notice. This authority will expire immediately following the Annual General Meeting in 2021 or on 30 June 2021, whichever is the earlier.

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

### **Disapplication of pre-emption rights (Resolution 10)**

If the Directors wish to exercise the authority under Resolution 9 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Companies Act 2006 requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new

shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 10 would authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or (ii) otherwise up to an aggregate nominal value of £13,172.71 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company on 1 April 2020, being the latest practicable date prior to the publication of this Notice.

If given, the authority will expire at the conclusion of the next AGM in 2021 or on 30 June 2021, if earlier. The Directors intend to renew such authority at successive Annual General Meetings in accordance with current best practice.

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

#### **Disapplication of pre-emption rights for an acquisition or specified capital investment (Resolution 11)**

The Directors are seeking further authority under Resolution 11 to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £13,172.71, which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) on 1 April 2020, being the latest practicable date prior to the publication of this Notice. This is in addition to the 5 per cent referred to in Resolution 10. If given, the authority will expire at the conclusion of the next Annual General Meeting in 2021 or on 30 June 2021, if earlier.

This extra authority is being sought in accordance with the Pre-Emption Group's 2015 Statement of Principles (**Statement of Principles**). The Statement of Principles permits disapplication authorities of up to 10 per cent of issued ordinary share capital in total to be sought provided the extra 5 per cent is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The Directors confirm that they intend to use the authority sought in Resolution 11 only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

#### **Action to be taken**

We are not sending out a Form of Proxy this year and **shareholders are being encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given.** The proxy appointment and instructions must be received electronically by the Company's Registrar not less than

48 hours (excluding any part of a day that is a Saturday, Sunday or Bank Holiday) before the time appointed for holding the AGM, that is to say, no later than 10.00am on 27 May 2020.

Voting on all resolutions at the AGM will be on a poll. This means that each shareholder present or represented will be able to exercise one vote for each share held. Following the AGM the results of the voting will be posted on the Company's website and notified to the London Stock Exchange.

### **Recommendation**

Your Directors consider that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Paul Pindar', written in a cursive style.

**Paul Pindar**

Chairman

## NOTICE OF ANNUAL GENERAL MEETING

eve Sleep plc (the “Company”)



*(Incorporated in England and Wales with registered number 09261636)*

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 2020 Annual General Meeting of the Company will be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ, United Kingdom on Friday 29 May 2020 at 10.00am for the following purposes: to propose and, if thought fit, to pass Resolutions 1 to 9 as ordinary resolutions (an ordinary resolution is one that requires a majority of in excess of 50 per cent of those present and voting to be passed) and to pass Resolutions 10 and 11 as special resolutions (a special resolution is one that requires a majority of in excess of 75 per cent of those present and voting to be passed).

#### Ordinary Resolutions

- 1 To receive the reports of the Directors and the audited accounts of the Company for the financial year ended 31 December 2019 together with the report of the Auditors on those audited accounts.
- 2 To re-elect James Sturrock who, being eligible, offers himself for re-election, as a Director.
- 3 To re-elect Nikki Crumpton who, being eligible, offers herself for re-election, as a Director.
- 4 To re-elect Thomas Enraght-Moony who, being eligible, offers himself for re-election, as a Director.
- 5 To elect Tim Parfitt who, being eligible, offers himself for election, as a Director.
- 6 To re-elect Paul Pindar who, being eligible, offers himself for re-election, as a Director.
- 7 To re-appoint Nexia Smith & Williamson as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the meeting.
- 8 To authorise the Directors to fix the remuneration of the Auditors.
- 9 **THAT** in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 Companies Act 2006 (**CA 2006**), to exercise all the powers of the Company to allot shares in the Company

and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £87,818.03.

The authority hereby conferred on the Directors shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution or 30 June 2021, whichever is the earlier save that under this authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolutions**

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

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

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

- (b) the allotment (otherwise than under paragraph (a) of this Resolution 10) of equity securities or sale of treasury shares up to an aggregate nominal amount of £13,172.71,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 30 June 2021, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity

securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £13,172.71; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 30 June 2021, whichever is the earlier, save that, in each case, the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By Order of the Board,

15 April 2020

Link Company Matters Limited

Secretary

Registered office: 29A Kentish Town Road, London, NW1 8NL

## Notes:

- 1 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member,
- 2 Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10.00am (UK time) on 29 May 2020 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
- 3 Shareholders are entitled to appoint another person as a proxy to exercise all or part 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 Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
- 4 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
- 5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- 6 You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If you need help with voting online, please contact our Registrars, Link Asset Services, on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales or 0871 664 0300 from the UK (Calls cost 12p per minute plus network extras) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) or email [Link at \[enquiries@linkgroup.co.uk\]\(mailto:enquiries@linkgroup.co.uk\)](mailto:enquiries@linkgroup.co.uk)

- 7 For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar, Link Asset Services, no later than 10.00am on 27 May 2020.
- 8 Only those members registered on the register of members of the Company at close of business on 27 May 2020 (or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 10 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID [RA10]) by the latest time(s) for receipt of proxy appointments specified in Notes 2 and 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 11 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

- 12 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
- 13 Any electronic address provided either in this Notice or in any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.

**Address**

finnCAP  
60 New Broad St  
London  
EC2M 1JJ

Tel: 020 7220 0500

<https://www.finncap.com/contact>

**Attending the AGM**

Please bring your attendance card with you. It will confirm your right to attend, speak and vote at the meeting and will speed up your admission to the meeting.

**Shareholder enquiries**

If you have any questions, please call the Company's Registrars, Link Asset Services, on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you may send an email to [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk).