

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document gives notice of the 2024 annual general stockholders' meeting ("**AGM**") of Public Policy Holding Company, Inc. ("**Company**"), a Delaware corporation, and sets out resolutions to be considered and voted on at the AGM. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000s if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

You are receiving this notice of the AGM because you are listed as a holder of record of common stock, par value \$0.001 per share, of the Company ("**Common Stock**") as of 4:30 P.M. BST on 23 April 2024, which is the record date set for the AGM (the "**Record Date**"). Only holders of Common Stock as of the Record Date are entitled to notice of and to vote at the AGM. If subsequent to the Record Date you have sold or otherwise transferred all your shares of Common Stock, you may send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of shares of Common Stock, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

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# PUBLIC POLICY HOLDING COMPANY, INC.

*(Incorporated in the State of Delaware, United States, with registered number 4992651)*

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Notice of the AGM to be held at the offices of Buchanan Communications Ltd., 107 Cheapside, London EC2V 6DN, United Kingdom, on 9 May 2024 at 10:00 A.M. BST is set out on pages 4 to 5 of this document.

Stockholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link, or requesting a hard copy proxy form by contacting PPHC's Registrars, Link Group, via email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling on 0371 664 0300 from the UK (calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

CREST members, being holders of Common Stock by way of dematerialised depositary interests representing underlying Common Stock ("**Depository Interests**"), who wish to appoint a proxy or proxies for the AGM, including any adjournments or postponements of the AGM, through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.

The Board of Directors of the Company (the "**Board**") encourages stockholders to submit proxy forms online at [www.signalshares.com](http://www.signalshares.com) or, where relevant (in the case of holders of Depository Interests), by using the CREST Proxy Voting Service, and to appoint Simon Lee as their proxy, with full power of substitution, with their voting instructions. Further, the Board encourages stockholders to submit any question that a stockholder would like to be answered by sending it, together with such stockholder's name as shown on the Company's register of members and the number of shares held, to the following email address: [matthew.mazzanti@pphcompany.com](mailto:matthew.mazzanti@pphcompany.com), so that it is received by no later than 1 May 2024 at 12:00 p.m. BST. Please insert "AGM – Stockholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company's website or individually, although repetitive or questions unrelated to the Company's business may be ignored.

# Letter from the Chair of Public Policy Holding Company, Inc.

(Incorporated in the State of Delaware, United States, with registered number 4992651)  
(the “Company”)

## Directors:

Simon Lee	Non-Executive Chair
G. Stewart Hall	Chief Executive Officer
Roel Smits	Chief Financial Officer
William Chess	Chief Administrative Officer
Zachary Williams	Executive Director
Keenan Austin	Executive Director
Kimberly White	Non-Executive Director
Benjamin Ginsberg	Non-Executive Director

## Registered Office:

251 Little Falls Dr.  
Wilmington  
New Castle  
Delaware  
USA

23 April 2024

Dear Stockholder,

## AGM

This letter sets out details of the Company’s AGM which is to be held at the offices of Buchanan Communications Ltd., 107 Cheapside, London EC2V 6DN, United Kingdom, on 9 May 2024 at 10:00 A.M. BST. The formal notice of the AGM is set out on pages 4 to 5 of this document and summary details of the resolutions to be proposed at the AGM are set out below.

The Company’s issued and outstanding share capital as of 4:30 P.M. BST on 23 April 2024 (the “**Record Date**”) is 115,442,055 shares of common stock of the Company, par value \$0.001 per share (“**Common Stock**”), carrying one vote each.

## Resolutions to be proposed at the AGM

The resolutions to be proposed at the AGM (the “**Resolutions**”) are as follows:

### **Resolution 1 – Adoption of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2023 (“Annual Report”)**

The Company sent to stockholders the Annual Report of the Company for the year ended 31 December 2023 on or around 18 April 2024. The Annual Report is also available on the Company’s website: <https://pphcompany.com>.

### **Resolution 2 – The ratification of the appointment of Crowe U.K. LLP as statutory auditors to the Company, and authority for the Board (as defined below) to set the auditors’ remuneration**

The Company is required to appoint its statutory auditors at each AGM at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. Crowe U.K. LLP was appointed by the Board of Directors of the Company (the “**Board**”) as the auditors of the Company. The Audit Committee of the Board has reviewed the independence, effectiveness and objectivity of Crowe U.K. LLP, on behalf of the Board, who now propose the ratification of their appointment as statutory auditors of the Company by the stockholders. This resolution also authorises the Board, in accordance with standard practice, to negotiate and agree to the remuneration of such auditors.

Although stockholder approval of the ratification of the appointment of Crowe U.K. LLP is not required by law and is not binding on the Company, if the Company’s stockholders do not ratify the appointment of Crowe U.K. LLP, the Audit Committee will consider the failure to ratify the appointment when recommending the appointment of an independent auditor for the

following year. Even if the Company's stockholders ratify the appointment of Crowe U.K. LLP, the Audit Committee may recommend the termination of such appointment and the appointment of another independent registered public accounting firm to act as the Company's auditor at any time during the year.

#### **Resolutions 3-4 – Election of Class III Directors**

The Bylaws of the Company state that at the annual meeting, directors shall be elected as set forth in the Certificate of Incorporation of the Company, as amended from time to time (the "**Certificate**"). The Certificate requires that the Board shall be classified, with respect to the term for which they severally hold office, into three classes, designated Class I, Class II and Class III, respectively. Each class shall consist, as nearly as reasonably possible, of one-third of the total number of directors constituting the Board. The initial Class I Directors served for an initial term expiring at the initial annual meeting of stockholders held on 1 June 2022 (and such Class I Directors were re-elected for a term expiring on the third succeeding annual meeting of stockholders after such initial annual meeting), the initial Class II Directors served for an initial term expiring at the annual meeting of stockholders held on 18 May, 2023 (and such Class II Directors were re-elected for a term expiring on the third succeeding annual meeting of stockholders after such meeting), and the initial Class III Directors are serving for an initial term expiring at this AGM. Since the annual meeting of stockholders held on 18 May, 2023, the Board has been increased by two from six to eight; Keenan Austin has been appointed by the Board as an additional Class I Director, and Roel Smits has been appointed by the Board as an additional Class II Director.

The Board recommends to the stockholders that the following individuals, each of whom is currently serving as a Class III director, be elected as directors of the Company to serve for a term expiring at the third succeeding annual meeting of stockholders after the AGM in accordance with the Certificate:

- Simon Lee
- Zachary Williams

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

The Company is not sending out a Form of Proxy with this Notice of Annual General Meeting. Stockholders are being encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given.

Stockholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link, or requesting a hard copy proxy form by contacting our Registrars, Link Group, via email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling on 0371 664 0300 from the UK (calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

If your holding of Common Stock is by way of dematerialised depository interests representing underlying Common Stock ("**Depository Interests**"), you can vote through the CREST system.

#### **Board recommendation**

The Board considers that the Resolutions described above related to the approval of the annual report, the ratification of the appointment of the auditors and the election of each of Simon Lee and Zachary Williams as Class III Directors are in the best interests of the Company and its stockholders as a whole. Accordingly, the Board unanimously recommends that stockholders vote in favour of Resolutions 1, 2, 3 and 4 to be proposed at the AGM.

Yours faithfully,

Simon Lee

Chair of the Board of Public Policy Holding Company, Inc.

# Public Policy Holding Company, Inc.

*(Incorporated in the State of Delaware, United States with registered number 4992651)*

(the “**Company**”)

## NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company (the “**AGM**”) will be held at the offices of Buchanan Communications Ltd., 107 Cheapside, London EC2V 6DN, United Kingdom, on 9 May 2024 at 10:00 A.M. BST. for the purpose of considering and, if thought fit, passing the following resolutions (“**Resolutions**”).

1. **THAT** the Company’s Annual Report and Consolidated Financial Statements for the year ended 31 December 2023 be received and adopted.
2. **THAT** the appointment of Crowe U.K. LLP as statutory auditor of the Company to hold office until the end of the next general meeting at which accounts are laid before the members of the Company be ratified, and that the Board is hereby authorised to set such auditors’ remuneration.
3. **THAT** Simon Lee, being a Class III director in accordance with the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate**”) be elected as a Director of the Company for a term expiring at the third succeeding annual meeting of stockholders after this election, in accordance with the Certificate.
4. **THAT** Zachary Williams, being a Class III director in accordance with the Certificate be elected as a Director of the Company for a term expiring at the third succeeding annual meeting of stockholders after this election, in accordance with the Certificate.

The Company is a United States corporation incorporated in the State of Delaware with registered number 4992651. The shares of Common Stock, par value \$0.001 per share, of the Company have not been registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States or to, or for the account of, a U.S. Person (within the meaning of Regulation S under the Securities Act), absent registration or an applicable exemption from the registration requirements. Hedging transactions involving these securities may not be conducted unless in compliance with the Securities Act. The date for determination of stockholders entitled to notice of, and to vote at, the meeting or any postponement or adjournment thereof is 4:30 P.M. BST on 23 April 2024.

Stockholders of record as of 4:30 P.M. BST on 23 April 2024, or their duly authorised proxies, are permitted to attend and vote at the AGM.

By Order of the Board

Jill Kendrick  
Company Secretary

23 April 2024

251 Little Falls Dr.  
Wilmington  
New Castle  
Delaware  
USA

**Notice of AGM Notes:**

The following notes explain your general rights as a stockholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the number of votes that may be cast), stockholders must be stockholders of record at 4:30 P.M. BST on 23 April 2024, the record date for the AGM (the “**Record Date**”).
2. At least 10 days prior to the AGM, a complete list of stockholders entitled to vote at the AGM shall be made available for examination by stockholders by contacting [inquiries@pphcompany.com](mailto:inquiries@pphcompany.com). The list of stockholders will also be available at the AGM and may be examined by any stockholder that is present.
3. Stockholders 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 AGM. A stockholder may appoint more than one person to act as his or her proxy in relation to the AGM. A proxy holder need not be a stockholder of the Company.
4. In the case of joint stockholders, where more than one of the joint stockholders purports to appoint a proxy, only the appointment submitted by both holders together will be accepted.
5. The presence in person or by proxy of the holders of at least one-third of the voting power of all the shares of Common Stock entitled to vote at the meeting shall constitute a quorum for the transaction of business. A vote against or an abstention will have the same effect as a vote AGAINST each of Resolution 1 and Resolution 2 at the AGM. A vote withheld or an abstention will have no effect with respect to Resolution 3 and Resolution 4. If a proxy is properly submitted but no voting indication is given, your proxy will vote or abstain from voting on each Resolution 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 appropriately put before the AGM.
6. The vote required to approve each resolution is set forth below:
  - Resolution 1: The majority of the voting power of the shares of Common Stock present in person or represented by proxy at the AGM.
  - Resolution 2: The majority of the voting power of the shares of Common Stock present in person or represented by proxy at the AGM.
  - Resolutions 3 and 4: Directors shall be elected by a plurality of the votes cast by holders of the shares of Common Stock present in person or represented by proxy at the AGM.
7. You can instruct a proxy to vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
  - by requesting a hard copy form of proxy directly from the registrars, Link Group, via email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling on +44 371 664 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. Lines are open between 9:00 A.M. – 5:30 P.M. BST, Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, being holders of Depositary Interests, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 10 below.

In order for a proxy appointment to be valid, a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10:00 A.M. BST on 7 May 2024.

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment

received last by the Registrar before the latest time for the receipt of proxy appointments will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all stockholders and those who use them will not be disadvantaged.

9. The return of a completed form of proxy will not prevent a stockholder from attending the AGM and voting in person if he/she wishes to do so. We note that presence at the AGM alone, without voting, will not be sufficient to revoke a previously authorised proxy.
10. CREST members, being holders of Depositary Interests, who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment or postponement of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). 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.
11. 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 & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by 10:00 A.M. BST on 3 May 2024. For this purpose, the time of receipt will be taken to mean 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.
12. 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 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(s), to procure that his or her 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 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.
13. If your holding of Common Stock is by way of Depositary Interests, you can vote through the CREST system. The instructions submitted via the CREST system must be received by the Company’s agent, Link Group, by 10:00 A.M. BST on 3 May 2024.
14. Holders of Depositary Interests cannot vote in person at the AGM or any adjournment or postponement thereof. Holders of Depositary Interests are therefore requested to vote through CREST in accordance with paragraph 11 above. Holders of Depositary Interests wishing to attend the AGM should contact the depository at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or email to [nominee.enquires@linkgroup.co.uk](mailto:nominee.enquires@linkgroup.co.uk) in order to request a Letter of Representation by no later than 10:00 A.M. BST on 3 May 2024.
15. As of 4:30 P.M. BST on 23 April 2024, the Record Date, there are 115,422,055 issued and outstanding shares of Common Stock, carrying one vote each. Therefore, the total voting rights in the Company as of 4:30 P.M. on the Record Date are 115,422,055.
16. Unless otherwise indicated on the Form of Proxy, CREST, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.