



SVR (HOLDINGS) PLC

SHAREHOLDER HANDBOOK



shareholders@svrlive.com

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This edition was prepared and printed in April 2023

This document has been prepared in alignment to the original Memorandum and Articles of Association, as originally written in 1973, together with subsequent amendments approved by shareholders as Special Resolutions presented to Annual General Meetings.

The information provided in this handbook is valid at the date of issue. Any future Special Resolutions will be reflected in subsequent updates to this handbook.

This handbook is provided for general assistance and guidance to shareholders and is not a legally binding document, except within the relevant aspects of the applicable Companies Acts.

WHY DOES THE SEVERN VALLEY RAILWAY SELL SHARES?

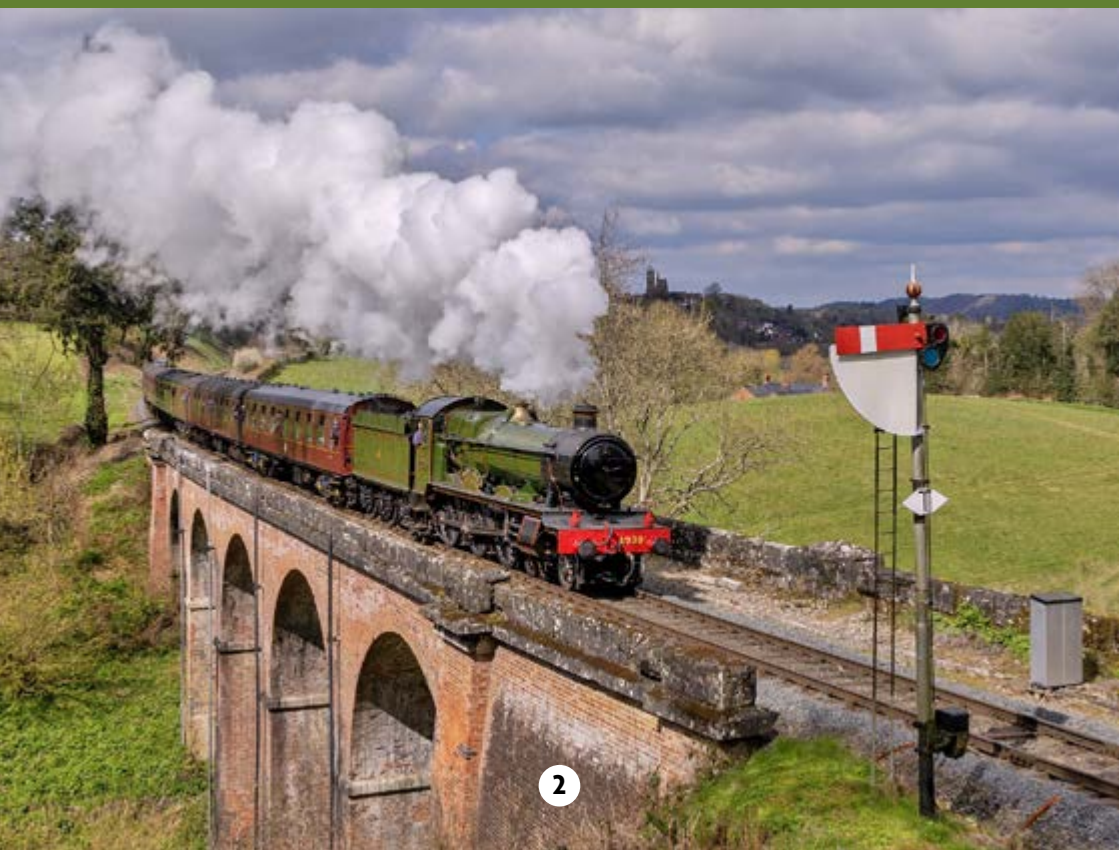
The intention behind the Company issuing shares to supporters was to use the proceeds of those share issues to fund the Railway's preservation and development.

Asking supporters to become Shareholders was intended to be a way for them to help ensure the Railway pursued such preservation and development, maintaining memories of the past but at the same time building for the future.

The 2022 Shareholder survey showed that for 85% of Shareholders the primary motivation for subscribing was to support the maintenance and development of the Railway.

The support of SVR shareholders has funded or facilitated projects that include the following:

- 1972 Purchase of Alveley sidings to Foley Park
- 1983 Building of Kidderminster Town station
- 1988 Construction of Bridgnorth boilershop
- 1994 Purchasing the freehold of Kidderminster station site
- 2012 Contribution to funding the overhaul of GWR 4930 'Hagley Hall' and some funding towards the Bridgnorth Development Project
- 2016 Bridgnorth Development Project – buffet, toilets, car park



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WHO CAN I CONTACT IF I HAVE A QUESTION ABOUT MY SHAREHOLDING?

Karen Bromell is the Shareholder Relationship Manager. Her email address is shareholders@svrlive.com and her direct line is 01562 757907.

WHAT BENEFITS DO I GET FOR BUYING SHARES?

Shareholder benefits are approved by the Directors and will change from time to time. The 2023 list of benefits is at the back of this handbook and can also be found online at svrlive.com/shareholders.

HOW DO I NOTIFY A CHANGE OF CONTACT DETAILS?

Please get in touch with Karen Bromell at shareholders@svrlive.com or phone 01562 757907. It is very important you let us know if you change address, phone number or email. Please quote your shareholder number whenever you contact us.



HOW DO I ACCESS MY BENEFITS?

You will receive travel entitlements related to your individual shareholding. These are allocated annually and are based on the number of shares held on 31st December each year. For example, a shareholding of 265 shares at 31st December 2022 would entitle the Shareholder to receive two complimentary Freedom of the Line tickets to be used within the next 12-month period.

Shareholders who are entitled to a pass are sent this by post. This has a unique barcode that links to your record on our customer relationship management system. The card will enable you to access your shareholder travel entitlement. We will not need to issue new cards when the benefit levels are adjusted in the future as the barcode on the card will simply read through to your unique record to confirm your entitlement to complimentary travel. Any previously issued passes are now invalid, and medallions cannot be used as authority to travel.

If you have not received your pass, this means we do not have your photograph on file and you will need to provide this to us. You can do this by emailing a photograph to shareholders@svrlive.com with your full name and shareholder number. We're asking you to register your email address with us at the same time, which will mean we can make significant cost savings on postage in the future. Alternatively, you can post a passport-sized photograph to SVR, One Comberton Place, Kidderminster, DY10 1QR. Please include your full name and shareholder number.

We will also host shareholder drop-in sessions during some of our special events, at which we can take your photograph for you and apply it to your account. We will announce these dates on svr.co.uk in due course.





WHY HAS THE SVR INTRODUCED ANPR CAR PARKING?

We introduced ANPR car parking at Bridgnorth and Kidderminster to remove the need for our staff to handle cash following their concerns during the pandemic. Additionally, the introduction of ANPR and further restrictions in other car parks meant that SVR parking was being utilized to the detriment of SVR patrons. The station management team looked into a number of options but due to the layout of the Bridgnorth car park and the proximity to the main road, the ANPR became the only viable option. In order to be consistent and aligned to the adjacent Network Rail car park it was decided that this system needed to be introduced to the Kidderminster car park as well. This has proved to be incredibly effective and ANPR will now be introduced to the Bewdley car park in spring 2023. This brings much-needed revenue to the Railway and ensures that our car parks are available for use by our own visitors.



WHAT DOES IT MEAN TO BE AN 'UNLISTED COMPANY'

As an unlisted company, shares in SVR (Holdings) Plc, are not currently quoted on any trading platform.

The Company is not subject to the listing rules of the United Kingdom Listing Authority, the AIM Rules for Companies, the UK Corporate Governance Code or any other similar rules or regulations applying to companies with securities admitted to, or traded on, an investment exchange.

Therefore, shareholders do not have the rights commonly available to shareholders in publicly quoted companies, such as the ability to trade their shares.

Shares may be transferred to third parties (please request a transfer form from shareholders@svrlive.com or 01562 757907.) Alternatively shares may be donated to the Severn Valley Railway Limited (please request a form as above.)

CAN SHAREHOLDERS RECEIVE DIVIDENDS?

Under the current Articles of Association, the Company is a non-profit distributing company, so that any surplus income and profits of the Company after costs can only be reinvested into the Railway or otherwise used for the furtherance of the Company's objects.

No Shareholder can ever benefit from such surplus revenues, or receive any financial dividend or distribution of income from any profit of the Company.

CAN SHAREHOLDERS RECEIVE CAPITAL?

As the Company is set up as a non-profit distributing company, no shareholder can ever benefit from a distribution in respect of its assets.

If the Company were to be wound up or dissolved, and any property or value remaining after paying all outstanding debts and liabilities, shareholders would not be entitled to receive any distribution in respect of such surplus assets.

Any assets remaining on a winding up or dissolution must be transferred to another institution with similar objects to the Company. This prohibits the distribution of any assets to the shareholders.

DO SHAREHOLDERS HAVE VOTING RIGHTS?

The Company has an annual general meeting.

Each ordinary share ranks equally with regard to voting.

On a show of hands at any meeting of the Company, every shareholder personally present shall have one vote. In the case of a poll, each shareholder shall have one vote for every share they hold.

A shareholder present at a meeting only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.



CAN I TRANSFER MY SHARES?

Shares may be transferred to another beneficiary, or to the Severn Valley Railway Company Limited or Severn Valley Charitable Trust. You can request a transfer form by emailing shareholders@svrlive.com.

There is no secondary market in the shares, and therefore shareholders may only sell their shares by way of private bargain, if they themselves can find a buyer for their shares.

It may therefore be difficult to sell shares at what might be considered a reasonable price - or at any price.

WHAT IF A SHAREHOLDER DIES?

Please inform us of the death of a shareholder by contacting Karen Bromell on shareholders@svrlive.com or phone 01562 757907. This will allow us to update our records.

Following this, there are a number of transfer options which executors can follow by requesting a transfer form from shareholders@svrlive.com. Shares can be transferred to a third party, to Severn Valley Railway Limited, to the Severn Valley Railway Charitable Trust or they can be cancelled (by being returned to SVR (Holdings) Plc.



HOW DO I BUY MORE SHARES?

Please request an application form from shareholders@svrlive.com or 01562 757907.

WHAT ARE THE DIRECTORS' DUTIES?

Shares were issued on the basis that the Company could be affected by unforeseen events outside its control, including economic, political and other events. As we know, the pandemic, inability to trade and reduction in visitor numbers had a materially adverse effect on the Company's financial position. Rapidly rising fuel, materials, energy and staff costs present significant challenges for the future.

The Directors have legally binding duties under the Companies Act to act in the best interests of the Company and all of its stakeholders and with a view to safeguarding the financial position of the Company. This is whilst complying with the substantial obligations placed on the Directors by the Office of Rail and Road to invest in and improve safety on the Railway. The Railway's strategy document outlines how this will be achieved, and this can be found at svrlive.com/shareholders.

An important part of the strategy is to be one of the best heritage railways in the UK to visit, volunteer and work at, and this is outlined in the Values and Behaviours policy, originally published in 2022, and available at svrlive.com/shareholders, where you can also view the SVR Strategy document.

HOW ARE DIRECTORS APPOINTED?

The current Articles of Association of the Company make provision for up to 13 directors. These include the managing director and three other directors who are nominees of the Severn Valley Railway Company Limited. The remaining nine directors are appointed at the AGM and retire by rotation every three years.

The following information is taken from the current applicable Articles of Association – Rotation of Directors, **which are now under consideration for review, having not been changed since they were written in 1973:**

- No person not being a director retiring at the meeting shall, unless recommended by the directors for election, be eligible for the office of director at any general meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
- The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the appointed for the meeting, there shall be not less than thirty five nor more than fifty six clear intervening days.

2023 ANNUAL BENEFITS

125 – 264	1 x Third Class Freedom of the Line ticket
265 – 474	2 x Third Class Freedom of the Line tickets
475 – 899	4 x Third Class Freedom of the Line tickets
900 – 1,599	8 x First Class Freedom of the Line tickets
1,600 – 2,399	A non-transferable Silver Pass giving unlimited Third Class travel on the SVR for the holder and up to three guests.
2,400 – 3,999	A non-transferable Silver Pass giving unlimited First Class travel (when available) on the SVR for the holder and up to three guests
4,000 – 6,999	A non-transferable Gold Pass giving unlimited First Class travel (when available) on the SVR for the holder and up to three guests.
7,000 – 10,999	A non-transferable Gold Pass giving unlimited First Class travel (when available) on the SVR for the holder and up to three guests, plus an online voucher for 2 free bottles of selected wine when purchasing a Sunday lunch for 4 guests.
11,000 – 16,499	A non-transferable Gold Pass giving unlimited First Class travel (when available) on the SVR for the holder and up to three guests, an online voucher for 2 free bottles of selected wine when purchasing a Sunday lunch for 4 guests, plus 10% off Charter Train Hire and Footplate Experience Days.
16,500 – 32,499	A non-transferable Platinum Pass giving unlimited First Class travel (when available) on the SVR for the holder and up to three guests, 10% off Charter Train Hire and Footplate Experience Days, plus an online voucher for 2 free bottles of selected champagne when purchasing a Sunday lunch for 4 guests.
32,500 plus	A non-transferable Platinum Pass giving unlimited First Class travel (when available) on the SVR for the holder and up to three guests, 10% off Charter Train Hire and Footplate Experience Days, plus an online voucher for 2 free bottles of selected champagne when purchasing a Sunday lunch for 4 guests. An invitation for two guests to attend the Gala Lunch with the Chairman and other VIP guests.