

Notice of Annual General Meeting of Headlam Group plc

to be held on Thursday, 23 May 2024 at 10am

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or if you are outside the United Kingdom, from another appropriately authorised independent adviser.

If you have sold or otherwise transferred all of your shares in the Company, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A hard copy proxy form has not been sent with this document. Instead please vote either online at www.signalshares.com or via proximity.io (if you are an institutional investor) or through CREST as stated in the notes to this notice of meeting. In order for your vote to be valid, please ensure that your vote is received by Link Group no later than 10am on Tuesday, 21 May 2024.

18 March 2024

Dear Shareholder

Annual General Meeting 2024

I am pleased to enclose the notice of the 76th Annual General Meeting ('AGM') of Headlam Group plc ('Company') which is to be held at the Company's head office at **Gorse Lane, Coleshill, Birmingham, B46 1JU at 10am on Thursday, 23 May 2024**. The formal Notice of AGM ('Notice') setting out the business to be considered at the meeting, explanatory notes to the proposed resolutions, and information for shareholders is set out in this document. The Company's Annual Report and Accounts for the year ended 31 December 2023 (the '**2023 Annual Report and Accounts**') is now available on our website at www.headlam.com and is enclosed for those shareholders who have requested a paper copy. A resolution to receive and consider the 2023 Annual Report and Accounts, which includes the auditor's report, the strategic report, the directors' report and the accounts for the year ended 31 December 2023, is included in the business of the meeting.

2024 AGM Arrangements

The Directors are looking forward to once again welcoming shareholders to the AGM in person. Please note that only those shareholders or their nominated proxies who attend in person will be deemed to be present at the AGM and will be entitled to speak and vote at the meeting.

Persons who are not shareholders or their duly nominated proxies should not attend the AGM unless prior arrangements have been made with the General Counsel & Company Secretary, whose contact details can be found on page 6.

Question and answer arrangements

The AGM is an important event and the Directors are committed to ensuring that shareholders can exercise their right to vote and ask questions. The Directors are conscious that some shareholders may not be able to attend the meeting in person. In order to facilitate shareholder engagement, arrangements have been made to allow shareholders to submit questions to the Directors by email in advance of the AGM. Should you wish to submit any questions relating to the business of the AGM, you can send them via email to headlamgroup@headlam.com so as to arrive by no later than 5pm on 20 May 2024. The subject of the email should be entitled 'AGM' and should include your IVC (investor code). The Board will attempt to reply to any emails as soon as reasonably practicable. Responses will be made via return email or published on the Company's website, as deemed appropriate by the Board of Directors.

Additionally, a question and answer session will be held with the Directors immediately prior to the formal business of the AGM. Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM.

Voting

At the meeting, the Chair will use his powers under the Company's Articles of Association to call a poll on each resolution as the Directors believe this to be more representative of shareholders' intentions. The results of the voting on all resolutions will be announced via the London Stock Exchange regulatory information service and published on our website as soon as practicable following the conclusion of the AGM.

Your vote is important to us and the Directors encourage all shareholders to exercise their right and vote either in person or by proxy. If you are unable to attend the AGM in person, **we strongly encourage you to vote in advance by appointing the Chair** or another duly nominated person **as your proxy** electronically via www.signalshares.com or via proxymity.io (if you are an institutional investor).

CREST members should use the CREST electronic proxy appointment service. Further details on how to appoint a proxy and submit your voting instructions are set out later in this document. Registering your vote electronically is entirely secure and ensures the privacy of your personal information.

Business of the meeting

The formal notice of the AGM is set out on pages 4 to 6. Full details of the resolutions to be proposed are contained in the explanatory notes on pages 7 to 13 of this document. The majority of the resolutions are those that are dealt with as a matter of course at each annual general meeting.

Final Ordinary Dividend

The Board is proposing a final ordinary dividend for the financial year ended 31 December 2023 of 6.0 pence per ordinary share, giving a total annual pay-out for the interim plus final dividend of 10.0 pence per ordinary share.

Director elections and re-elections

During the year, the Board appointed Adam Phillips as Chief Financial Officer. Adam has already made significant contributions to the Board, which has no hesitation in recommending him to shareholders for election.

Each of the other directors will again retire and stand for re-election in accordance with the 2018 UK Corporate Governance Code. Biographical details for each Director, including details of the skills and experience they bring to the Board, can be found on pages 82 and 83 of the 2023 Annual Report and Accounts.

Electronic Communications

The Company actively encourages all shareholders to register for electronic communications to enable it to reduce the paper used when communicating with shareholders.

Recommendation

The Directors believe that each of the resolutions to be put to the AGM is in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings in the Company.

On behalf of the Board, I wish to thank you for your continued support.

Yours faithfully

Keith Edelman

Non-Executive Chair

Headlam Group plc

headlamgroup@headlam.com

www.headlam.com

Annual General Meeting 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 76th Annual General Meeting of Headlam Group plc will be held at the Company's head office located at **Gorseley Lane, Coleshill, Birmingham, B46 1 JU on Thursday, 23 May 2024 at 10am** for the transaction of the following business:

To consider, and if thought fit, to pass the following resolutions, numbers 1 to 13 of which will be proposed as ordinary resolutions and numbers 14 to 17 of which will be proposed as special resolutions:

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2023.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) set out on pages 116 to 118 and 128 to 139 of the Company's Annual Report and Accounts for the year ended 31 December 2023.
3. To declare a final ordinary dividend of 6.0 pence per ordinary share in respect of the financial year ended 31 December 2023.
4. To elect Adam Phillips as a Director of the Company.
5. To re-elect Keith Edelman as a Director of the Company.
6. To re-elect Chris Payne as a Director of the Company.
7. To re-elect Stephen Bird as a Director of the Company.
8. To re-elect Jemima Bird as a Director of the Company.
9. To re-elect Robin Williams as a Director of the Company.
10. To re-elect Karen Hubbard as a Director of the Company.
11. To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company, to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid before shareholders.
12. To authorise the Directors to determine the Auditors' remuneration.
13. THAT in accordance with section 551 of the Companies Act 2006 (the '**Act**') the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company):
 - (a) up to an aggregate nominal amount of £605,841; and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £605,841 in connection with a fully pre-emptive offer:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity 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 stock exchange.

The authorities conferred on the Directors under paragraphs (a) and (b) shall, unless renewed, varied or revoked by the Company, expire on 25 August 2025 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

14. THAT, subject to the passing of resolution 13 in this Notice, and in place of all existing powers to allot securities given to the Directors, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority conferred by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
- (a) the allotment of equity securities or sale of treasury shares in connection with an issue or offering to holders of equity securities (but in the case of the authority granted under resolution 13(b) in this Notice by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to resolution 14(a) above) up to a nominal amount of £403,894; and
 - (c) the allotment of equity securities or sale of treasury shares (otherwise than under resolutions 13(a) and 13(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 resolution 14(b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine 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,

such authority to expire at the end of the next Annual General Meeting (or, if earlier, at the close of business on 25 August 2025), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. THAT, subject to the passing of resolution 13 in this Notice, the Directors be authorised, in addition to any authority granted under resolution 14 in this Notice, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/ or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £403,894, 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 Directors 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) limited to the allotment of equity securities or sale of treasury shares (otherwise than under resolution 14(a) in this Notice) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under resolution 15(a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine 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,

such authority to expire at the end of the 2025 Annual General Meeting (or, if earlier, at the close of business on 25 August 2025), but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Annual General Meeting 2023 – continued

16. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company, subject to the following conditions:
- (a) the maximum number of ordinary shares which may be purchased is 8,077,886;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence (being the nominal amount thereof);
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the 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 market purchase by the Company is carried out; and
 - (d) the authority conferred by this resolution shall expire at the conclusion of the 2025 Annual General Meeting or, if earlier, on 25 August 2025 (except in relation to the purchase of shares, the contract for which was made before the expiry of this authority and which might be concluded wholly or partly after such expiry), and any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.
17. That the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than Annual General Meetings) on not less than 14 clear days' notice, provided that the authority shall expire at the conclusion of the 2025 AGM or 25 August 2025, whichever is the earlier.

By order of the Board

Alison Hughes

General Counsel & Company Secretary

18 March 2024

Registered office:

Gorse Lane
Coleshill
Birmingham
B46 1JU

Incorporated and registered in England and Wales

Company number 00460129

Explanatory Notes to the Proposed Resolutions

This year's AGM will be held at the Company's head office at **Gorse Lane, Coleshill, Birmingham, B46 1JU on Thursday, 23 May 2024 at 10am**. An explanation of the resolutions that will be proposed at the meeting is set out below.

Resolutions 1 to 13 inclusive are proposed as ordinary resolutions, which means that for each of these resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolutions 14 to 17 inclusive are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

Resolution 1 – To receive the Annual Report and Accounts

The Company is required by law to present to shareholders at the AGM its Annual Report and Accounts for the financial year ended 31 December 2023.

Resolution 2 – To approve the Directors' Remuneration Report

At Resolution 2, shareholders are being asked to consider and approve the Directors' Remuneration Report, (excluding the Directors' Remuneration Policy). The vote on the approval of the Directors' Remuneration Report is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed. The Directors' Remuneration Report comprises the Annual Statement to shareholders by the Chair of the Remuneration Committee and the Annual Report on Remuneration and can be found on pages 116 to 118 and 128 to 139, respectively, of the 2023 Annual Report and Accounts. The Annual Report on Remuneration sets out the remuneration outcomes for the financial year ended 31 December 2023.

The Directors' Remuneration Policy was approved by shareholders at the annual general meeting of the Company held 25 May 2023 (the '**2023 AGM**') with such approval lasting for a period of up to three years and is, therefore, not required to be put to shareholders for approval at the AGM. It will be put to shareholders for approval again by no later than the 2026 annual general meeting. A summary of the Directors' Remuneration Policy can be found on pages 119 to 127 of the 2023 Annual Report and Accounts.

Resolution 3 – Declaration of a final ordinary dividend

Under the Articles of Association of the Company, a final ordinary dividend must be approved by shareholders by ordinary resolution. The Directors recommend the payment of a final ordinary dividend of 6.0 pence on each of the entitled ordinary shares which, together with the interim ordinary dividend of 4.0 pence per ordinary share gives a total ordinary dividend of 10.0 pence for the year ended 31 December 2023. The amount declared as a final ordinary dividend may not exceed the amount recommended by Directors. Subject to approval of the declaration of the final ordinary dividend at the AGM, the final ordinary dividend will be paid on 7 June 2024 to the holders of ordinary shares whose names are recorded on the register of members at the close of business on 10 May 2024 (the associated ex-dividend date being 9 May 2024).

Resolution 4 – Election of Adam Phillips

The Company's Articles of Association provide that any new director appointed by the Board during the year may hold office only until the next AGM, when that director must stand for appointment by the shareholders. Since the 2023 AGM, Adam Phillips was appointed to the Board as a Director. Adam's biography is set out on page 83 of the 2023 Annual Report and Accounts.

Resolution 4 deals with the election of Adam Phillips to the Board. Mr Phillips was appointed as the Chief Financial Officer on 20 March 2023, and his biography, skills and experience is set out on page 83 of the 2023 Annual Report and Accounts.

In reviewing the recommendations of the Nomination Committee concerning Adam's appointment, the Board concluded that Adam Phillips will continue to make effective and valuable contributions to the Board (as he has already done) and demonstrate commitment to his role. Adam's skills and experience, combined with his individual personal characteristics, have already strengthened board discussion and the decision making process. Information relating to the Company's recruitment processes appointing Adam Phillips is contained on page 110 of the 2023 Annual Report and Accounts. The Board has no hesitation in recommending Adam's election to shareholders.

Resolutions 5 to 10– Re-election of Directors

Notwithstanding the specific rotation provisions of the Company's Articles of Association, the Board has determined that, with the exception of Adam Phillips (who is standing for election) each of the other Company's Directors shall retire and stand for re-election on an annual basis in accordance with the UK Corporate Governance Code, which recommends that all directors of listed companies should be subject to annual re-election by shareholders. Accordingly, with the exception of Adam Phillips (who is standing for election) all other members of the Board will retire from office at the AGM and each shall stand for re-election. The biographies and skills and experience of all Directors standing for re-election are set out on pages 82 and 83 of the 2023 Annual Report and Accounts.

Explanatory Notes to the Proposed Resolutions – continued

Following the annual evaluation exercise conducted during the year, the Board, supported by the Nomination Committee, considers that each of the Directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. The Board is content that each Non-Executive Director offering themselves for re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, the Board unanimously recommends the re-election of all Directors standing for re-election.

Resolutions 11 and 12 – To authorise the Board to re-appoint PricewaterhouseCoopers LLP as the auditors of the Company and to authorise the Directors to determine their remuneration

At every general meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to serve until the next such meeting. PricewaterhouseCoopers LLP have indicated their willingness to continue as the Company's Auditor for another year. Shareholders are therefore asked to approve their re-appointment (Resolution 11) and to authorise the Directors, acting through the Audit Committee, to determine their remuneration (Resolution 12).

Resolution 13 – Authority to allot shares

Shareholders are being asked to pass Resolution 13 to grant to the Directors a general authority, for the purpose of section 551 of the Companies Act 2006 ('Act'), to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal value of £1,211,682 (representing 24,233,640 ordinary shares. With due regard to the Investment Association's guidelines, Share Capital Management Guidelines Resolution 13(a) seeks to grant the Directors authority to allot, pursuant to section 551 of the Act, shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £605,841 (representing 12,116,820 ordinary shares). This represents approximately 15% of the Company's issued ordinary share capital (excluding treasury shares) as at 14 March 2024, being the latest practicable date prior to publication of this Notice).

In addition to the authority proposed at Resolution 13(a), Resolution 13(b) seeks to grant the Directors further authority to allot ordinary shares in connection with a fully pre-emptive offer in favour of Shareholders up to an aggregate nominal value of £605,841. This amount (before any reduction) represents approximately 15% of the Company's issued ordinary share capital (excluding treasury shares) as at 14 March 2024.

As at 14 March 2024, the Company held 4,860,342 treasury shares, which represented 5.67% of the Company's issued share capital, which the Company can cancel or hold for sale or use to meet the obligations under the Company's employee share schemes.

The authorities sought under this resolution are consistent with the authorities sought at previous annual general meetings and the thresholds are well within the maximum thresholds specified in the Investment Association's Share Capital Management Guidelines.

This authority will lapse at the conclusion of the 2025 Annual General Meeting, or, if earlier, at the close of business on 25 August 2025. The Directors consider that this authority is desirable to allow the Company to retain flexibility, although they have no current intention of exercising this authority.

Resolutions 14 and 15 – Renewal of section 561 authority to disapply pre-emption rights (special resolutions)

Under section 561 of the Act, any shares allotted (or, in the case of any shares held in treasury, sold) wholly for cash must be offered to existing shareholders in proportion to their holdings, but this requirement may be modified by the authority of a special resolution of the shareholders in general meeting. The authority given at the 2023 AGM will expire at the end of the forthcoming AGM and Resolutions 14 and 15 seek to renew it. These special resolutions give the directors the power to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power under Resolution 14 would be limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary; or (b) otherwise up to a nominal amount of £403,894 (representing 8,077,880 ordinary shares). This nominal amount represents approximately 10 percent of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 March 2024, the latest practicable date prior to publication of this document. The power under part (c) of Resolution 14 also proposes the disapplication of pre-emption rights as described above, in relation to "follow on" offers (within the meaning given in the Pre-Emption Group's Statement of Principles) up to a nominal amount of 20 percent of any allotment of equity securities or sale of treasury shares from time to time pursuant to Resolution 14(b) above.

The power under Resolution 15 would be limited to allotments up to a nominal amount of £403,894 (representing 8,077,880 ordinary shares) in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's Statement of Principles). This nominal amount represents approximately 10 percent of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 March 2024, the latest practicable date prior

to publication of this document. In respect of the authority under Resolution 15, the Board confirms that it will only allot shares pursuant to this authority where the acquisition or specified capital investment is announced contemporaneously with the allotment or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The power under Resolution 14 also proposes the disapplication of pre-emption rights as described above, in relation to “follow on” offers (within the meaning given in the Pre-Emption Group’s Statement of Principles) up to a nominal amount of 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to an acquisition or specified capital investment described in this paragraph.

In respect of the authorities sought under Resolutions 14 and 15, the Board acknowledges the provisions of the Pre-Emption Group’s most recent Statement of Principles published in November 2022 and confirms that it will follow the general principles set out therein (including as to any “follow on” offers). The authorities under Resolutions 14 and 15 will expire at the conclusion of the 2025 Annual General Meeting, or, if earlier, at the close of business on 25 August 2025.

Resolution 16 – Purchase of own shares (special resolution)

The Directors believe that it is in the interests of the Company and its shareholders to continue to have the flexibility to purchase its own shares and this resolution seeks authority from shareholders to do so.

The Act enables companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company’s employee share schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company’s assets may be made to the Company in respect of the treasury shares.

This resolution renews the authority given at the 2023 AGM. The authority is in respect of no more than 10% of the Company’s issued ordinary share capital (excluding treasury shares) as at 14 March 2024 and will lapse at the conclusion of the 2025 Annual General Meeting or, if earlier, on 25 August 2025. The resolution specifies the maximum and minimum prices at which the shares may be bought. If the Company purchases any of its shares under the authority proposed by Resolution 15, the Board will decide at the time whether to cancel them immediately or hold them in treasury.

The Directors confirm that they have no current intention of exercising this authority except: i) in relation to purchasing and holding shares in treasury to fulfil the Company’s future obligations under its employee share schemes; and / or ii) in following its Capital Allocation Priorities (including any return of capital where, considering market conditions and the prevailing share price at the time, the Board believes that the purchase and subsequent cancellation of shares would be in the best interest of shareholders generally).

The buyback programme will be effected in accordance with the Market Abuse Regulation 596/2014/EU (as in force in the UK and as amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019) (the ‘Regulation’). However, given the low level of liquidity in the Company’s shares, the Company will retain the ability to exceed the average daily volume restrictions established by the Commission Delegated Regulation 2016/1052/EU (as in force in the UK and as amended by the Page 5 FCA’s Technical Standards (Market Abuse Regulation) (EU Exit) Instrument 2019) and therefore the programme may not benefit from the 25 percent average daily volume safe harbour provisions of the Regulation.

Any purchases made by the Company under the programme will be announced no later than 7.30 a.m. on the business day following the transaction. This authority will expire at the conclusion of the following AGM or, if earlier, at the close of business on 25 August 2025.

As at 14 March 2024, the latest practicable date prior to publication of this document, there were 4,860,342 ordinary shares held in treasury. Details of share options outstanding and treasury share movements including details of own shares acquired by the Company are shown in notes 22 and 23 to the financial statements on pages 192 to 196 of the 2023 Annual Report and Accounts.

Resolution 17 – Notice period for general meetings (special resolution)

This special resolution seeks the approval of shareholders to replace a similar authority granted at the 2023 AGM to allow the Company to hold general meetings, other than Annual General Meetings, on not less than 14 clear days’ notice as required by the Companies (Shareholders’ Rights) Regulations (‘**Regulations**’). The shorter notice period 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. The Regulations require that, in order to be able to call a general meeting on less than 21 clear days’ notice, the Company must meet certain requirements for electronic voting to be made available to its shareholders for that meeting.

The approval will be effective until the conclusion of the 2025 Annual General Meeting, when it is intended that a similar resolution will be proposed, or, if earlier, 25 August 2025.

Explanatory Notes to the Notice of Meeting

Notes 1 to 21 below give further explanation as to the proxy, voting and attendance procedures at the AGM.

1. Entitlement to appoint proxies

A shareholder entitled to attend and vote at the meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him / her. A shareholder may appoint a proxy or proxies, and vote:

- (a) electronically by visiting www.signalshares.com; or
- (b) by using the LinkVote+ app - Link Group, the company's registrar, has launched a shareholder app: LinkVote+, please refer to the procedures set out below: or
- (c) by requesting a hard copy proxy form directly from the registrars, Link Group, at shareholderenquiries@linkgroup.co.uk or by calling 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. Lines are open between 9 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales; or
- (d) in the case of CREST members, through the CREST electronic proxy appointment service.

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 share or shares held by that member. A proxy need not be a shareholder of the Company.

Appointment of a proxy will not preclude a shareholder from observing the business of the AGM or attending the meeting and voting in person. However, if you do attend the meeting in person and vote, any proxy appointment will be treated as void.

2. Appointing proxies in hard copy or electronically (other than through CREST)

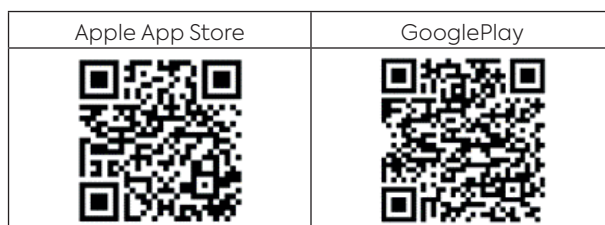
To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a notarial certified copy of such power or authority) must reach Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours before the time for holding the meeting. Proxy appointments can be made electronically via the Signal Shares service by logging on to www.signalshares.com. If you have not used the Signal Shares service before, you will need your Investor Code (which is printed on share certificates) in order to register. Electronic proxy appointments must also be received not less than 48 hours before the time for holding the meeting.

3. Electronic voting via www.signalshares.com

If you wish, you will be able to vote electronically at www.signalshares.com. You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or is available from our registrars, Link Group. You can vote via www.signalshares.com by logging on and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), and postcode (if resident in the UK).

4. Electronic voting via the LinkVote+ app

LinkVote+ is a free app for smartphone and tablet provided by Link Group (the Company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



5. Electronic voting via Proxymity platform

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10 a.m. on 21 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

6. Electronic proxy appointment through CREST

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 (available via 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.

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 & International Limited's ('Euroclear') specifications and must contain the information required for such instructions, 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 RA10) by the latest time for the receipt of proxy appointments specified in explanatory note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by 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 does not make available special procedures in CREST for any particular message. Normal system timing 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 service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST systems and timing.

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.

Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

7. Joint holders

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.

8. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the AGM is close of business on 21 May 2024 or, if the meeting is adjourned, close of business on the date two business days before the date for the adjourned meeting.

Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.

9. Corporate Representatives

Corporations may appoint one or more corporate representatives who, on its behalf, may exercise all of its powers as a shareholder, provided that no more than one corporate representative exercises powers over the same share.

Explanatory Notes to the Notice of Meeting – continued

10. Nominated person

If you are a person who has been nominated under section 146 of the Companies Act 2006 ('Act') to enjoy nomination rights (a 'Nominated Person') you may, under an agreement between you and the shareholder of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may have a right to give instructions to the shareholder who has appointed you as to the exercise of voting rights. If you are a Nominated Person, the statement of the rights of shareholders in relation to the appointment of proxies above does not apply. Such rights can only be exercised by a registered shareholder of the Company.

11. Issued share capital/voting rights

As at 14 March 2024, being the latest practicable date prior to the publication of this document, the Company's issued share capital, including treasury shares, consisted of 85,639,209 ordinary shares of 5 pence each. Of these, 4,860,342 shares were held in treasury, the voting rights and entitlement to dividends of which were automatically suspended. Accordingly, the total number of voting rights in the Company as at that date was 80,778,867.

12. Right to ask questions

In ordinary circumstances, a shareholder attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with section 319A of the Act. In certain circumstances prescribed by section 319A of the Act, the Company need not answer a question if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or good order of the AGM that the question be answered.

Shareholder engagement is important to us and we are therefore continuing the practice of allowing shareholders to submit questions by email. Should you wish to submit questions relating to the business of the AGM that you would like to be addressed, you can send it via email to headlamgroup@headlam.com including your IVC (investor code) with AGM clearly shown in the subject field. Written answers will be collated and provided in respect of frequently asked questions (a single answer may be given to address shareholder queries on the same topic), where regulatory constraints permit and posted on the Company's website. Any submitted questions should arrive by no later than 5pm on 20 May 2024.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM.

13. Shareholder requests under Section 527 of the Act

Under section 527 of the Act, shareholders of the Company representing at least 5% of the total voting rights of the Company, or at least 100 members who have a right to vote and hold shares in the Company on which there has been paid up an average sum per member of at least £100, may require the Company to publish on its website a statement setting out any matter relating to the audit of the Company's accounts.

Where the Company is required to publish such a statement on its website it must forward the statement to the Company's Auditor no later than the time when it makes the statement available on its website. The business of the meeting includes any such statement that the Company has been required to publish on its website.

14. Members' right to request a resolution to be proposed at the meeting

Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and / or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the persons making it, must be received by the Company not later than 10 April 2024, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

15. Non-shareholder attendance

Persons who are not shareholders in the Company will not be admitted to the meeting or any virtual offering as described in the Chair's letter unless prior arrangements are made and agreed with the Company.

16. Access arrangements

Should any shareholder with special needs wish to attend the meeting, please contact the Company using the details given in the next note so that appropriate arrangements can be made.

17. Communicating with the Company in relation to the AGM

Except as provided above, shareholders who wish to communicate with the Company in relation to the AGM should do so using the following means:

- (a) by writing to the General Counsel & Company Secretary at the Company's registered office address at: Gorsey Lane, Coleshill, Birmingham, B46 1JU; or
- (b) by contacting Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by email at shareholderenquiries@linkgroup.co.uk; or
- (c) by email for the attention of the General Counsel & Company Secretary: headlamgroup@headlam.com

No other methods of communication will be accepted.

18. Inspection of documents

Copies of the Directors' service agreements and, where appropriate, letters of appointment, a summary of the Directors' transactions in the Company's shares during the year and the written terms of reference for each of the Remuneration, Audit and Nomination Committees will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday, Sundays and public holidays excluded) from the date of this Notice until the close of business on the business day preceding the AGM and will also be available for inspection for at least 15 minutes prior to the meeting and throughout the meeting.

There are no service agreements between any Director and any subsidiary of the Company.

19. Voting results

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website www.headlam.com as soon as practicable following the AGM.

20. Website

A copy of this Notice and other information required by section 311A of the Act, can be found at www.headlam.com.

21. Data protection statement

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company).

The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third-party to whom it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Shareholder Information

Shareholder helpline

The Company's shareholder register is maintained by Link Group ('Link') who are responsible for making dividend payments and updating the register, including details of changes to shareholders' addresses and purchases or sales of Company shares. If you have a question about your shareholding in the Company you should contact: Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Email: shareholderenquiries@linkgroup.co.uk, telephone 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. Lines are open between 9am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

FREQUENT SHAREHOLDER ENQUIRIES

If you change your address

Please notify Link in writing. If shares are held in joint names, the notification must be signed by all named shareholders.

If you change your name

Please notify Link in writing and enclose a copy of any marriage certificate or change of name deed as evidence.

Lost share certificates

If your share certificate is lost or stolen, you should call Link immediately. A letter of indemnity will be sent to you to sign. Link will charge for this service.

Duplicate shareholder accounts

If you receive more than one copy of the Company's communications you may have your shares registered inadvertently in at least two accounts. This happens when the registration details of separate transactions differ slightly. If you wish to consolidate such multiple accounts, write to Link to request the accounts are consolidated.

Buying and selling shares in the UK

If you wish to trade in the Company's shares, you can do so at Link's website, www.linksharedeal.com or alternatively use a stockbroker or high street bank which trades shares on the London Stock Exchange. There are many telephone and online services available. If you are selling, you will need to present your share certificate at the time of sale.

Transferring shares

Transferring shares to someone else requires the completion of a stock transfer form. A stock transfer form, and details of the procedure you need to follow, is available from Link's website <https://www.linkgroup.eu/>.

Share prices information

Shareholders can find share prices listed in certain national newspapers and websites. For a real-time buying or selling price, you should contact a stockbroker.

The Company's website

The Company's website at www.headlam.com provides news, details on the business and information on the share price. The Investors section of the website contains up to date information for shareholders including the Company's latest financial results and key dates such as dividend payment dates.

Electronic communications

The Company's policy is to provide all shareholder documents electronically whenever possible. As a consequence, you will receive copies of annual reports and certain other shareholder communications by post only if you have specifically opted to do.

Electronic communications are not only secure, but they are also quicker, more cost effective, and are in line with the Company's sustainability and environmental objectives as fewer resources are required compared with traditional printing and distribution methods. If you previously elected to receive a printed copy of the annual report, this is enclosed. If you have not elected to receive a printed copy and now wish to receive one, please contact Link by telephoning the shareholder helpline, 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. Lines are open between 9am and 5.30pm, Monday to Friday excluding public holidays in England and Wales and quoting your investor code which can be found on your share certificate.

If you now wish to sign up to receive future shareholder communications electronically rather than in paper form, you can do so via the share portal service provided by our registrar. To register simply go to www.signalshares.com and select 'Account Registration' and then follow the on-screen instructions by inputting your surname and your investor code. You will also need to input your postcode as well as entering an email address and selecting a password.

ShareGift

ShareGift, the charity share donation scheme, is a free service for shareholders wishing to give shares to charitable causes. It may be especially useful for those who wish to dispose of a small parcel of shares which would cost more to sell than they are worth. There are no capital gains tax implications (i.e. no gain or loss) on gifts of shares to charity and it is also possible to obtain income tax relief. Further information can be obtained at www.sharegift.org.

The unclaimed assets register

The Unclaimed Assets Register ('**Register**') is a unique search service that helps individuals to find their lost assets and re-establish contact with financial institutions. The Register has a database of unclaimed life policies, pensions, unit trust holdings, and share dividends drawn from many companies and can search for lost assets and entitlements.

The Register charges a small fixed fee for each search, 10% of which goes to charity. For further information, visit www.uar.co.uk.

Warning to shareholders

Shareholders are advised to be wary of any unsolicited investment advice or approach to buy or sell shares. If you receive an unsolicited investment approach, you should:

- Confirm the name of the person calling and the organisation they represent.
- Check that they are registered with the Financial Conduct Authority ('FCA') by calling 0800 111 6768 or by visiting www.fca.org.uk and contact the firm using the details on the register.
- Report the matter to the FCA by calling 0800 111 6768 or by visiting www.fca.org.uk.

Please note that if you deal with an unauthorised firm, you will not be eligible to receive payment under the Financial Services Compensation Scheme. Further information on this or similar activity can be found on the FCA website www.fca.org.uk. If you have any queries, please contact the General Counsel & Company Secretary.

