

## Notice of Annual General Meeting of Headlam Group plc

to be held on Friday, 21 May 2021 at 10.00 am

**This document is important and requires your immediate attention**

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please 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 transmission to the purchaser or transferee.

A hard copy proxy form has not been sent with this document this year, instead please vote either online at [www.signalshares.com](http://www.signalshares.com) 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 10.00 am on Wednesday, 19 May 2021.

24 March 2021

Dear Shareholder

## Annual General Meeting 2021

I am pleased to enclose the notice of the 73rd Annual General Meeting ('AGM') of Headlam Group plc ('Company') which is to be held at the Company's head office at **Gorseley Lane, Coleshill, Birmingham, B46 1JU at 10.00 am on Friday, 21 May 2021**. The formal Notice of AGM ('Notice') stating 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 2020 is now available on our website at [www.headlam.com](http://www.headlam.com) and is enclosed for those shareholders who have requested a paper copy. A resolution to receive and consider the 2020 Annual Report and Accounts, which includes the auditor's report, the strategic report, and the directors' report and the accounts for the year ended 31 December 2020, is included in the business of the meeting.

## Coronavirus (COVID-19)

Our preference would have been to welcome shareholders in person to the meeting, however, public health guidance and legislation issued by the UK Government in relation to the Coronavirus (COVID-19) pandemic mean that restrictions are still in place preventing public gatherings at the time of writing. It is unclear what the situation will be on the date of the AGM. **The health, safety and wellbeing of the Company's stakeholders is of paramount importance to us and the Board of Directors has, therefore, taken the decision to recommend that shareholders and other attendees should not attend the Annual General Meeting in person, save for such persons nominated by the Chairman of the meeting in order to establish a quorum. The Board will continue to monitor COVID-19 related restrictions closely and if restrictions should change sufficiently in advance of the date of the AGM, we may adapt the arrangements for the AGM, having regard to the UK government guidelines and mindful of public health concerns. If the arrangements do change, we will notify any changes as early as possible before the date of the meeting. Shareholders are advised to monitor the Company's website and regulatory information service announcements for any updates in relation to the AGM.**

## Question and answer arrangements

The AGM is an important event and the Board of Directors is committed to ensuring that shareholders can exercise their right to vote and ask questions. In light of this, arrangements have been made to allow shareholders to submit questions to the Board by email in advance of the AGM (see note 10 of the Explanatory Notes to the Notice). Written answers will be provided in respect of frequently asked questions, and posted on the Company's website. We will respond to any questions received by no later than 5pm on 14 May 2021, prior to the proxy vote cut off on 19 May 2021.

Additionally, an online question and answer session will be held with the Board immediately prior to the formal business of our AGM. Shareholders will be able to participate in the question and answer session and observe the business of the AGM through an online meeting platform which can be accessed via the Company's website, [www.headlam.com](http://www.headlam.com). Instructions on how to join the meeting are set out below this letter. You will require access to the internet to attend.

## Proxy voting

The Board encourages all shareholders to vote. As our articles of association ('Articles') do not enable shareholders to vote remotely you should register your vote electronically via [www.signalshares.com](http://www.signalshares.com). 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. As described below, resolutions at the AGM will be decided by a poll.

## Voting at the meeting

At the meeting, the Chairman will use his powers under the Articles to call a poll on each resolution. This reflects current best practice and ensures that shareholders who have appointed the Chairman of the meeting as their proxy have their votes fully taken into account in proportion to their shareholding. The Directors believe the results of a poll to be more representative of shareholders' intentions. The Company will release the results of voting, including proxy votes on each resolution, on its website on the next business day following the AGM and announce them through a Regulatory Information Service.

## Business of the meeting

In addition to ordinary and standard business, the meeting will consider the following:

### Company Sharesave Scheme

The Company's Sharesave Scheme ('Sharesave Scheme') was originally approved by shareholders at the Annual General Meeting in 2012. The Sharesave Scheme allows for all eligible employees of the Company to be given the opportunity to save for shares in the Company through an HMRC approved scheme and assists with promoting a sense of ownership throughout the Company. As the Sharesave Scheme has now been in place for nearly ten years, it must be renewed by shareholders to enable it to continue. The Board wholly supports the renewal of the Sharesave Scheme which helps to align the interests of employees to those of shareholders. A resolution to approve the renewal of the Sharesave Scheme is included in the business of the meeting at Resolution 10 and a summary of its terms is provided in Appendix 1.

### Amendment to the Articles

The Company's Articles were last approved by shareholders in 2010. The Company has reviewed the Articles to bring them up to date with current legislation and governance practice. This includes the ability to hold a hybrid general meeting (where shareholders can fully participate in the business of a meeting, including voting, either in person or remotely). A resolution to approve the updates to the Articles is included in the business of the meeting at Resolution 14 and a summary of the amendments proposed is provided in Appendix 2.

### Director re-elections

Our Articles require that any Director appointed by the Board must retire at the first Annual General Meeting following their appointment and certain of the other Directors must retire at each Annual General Meeting dependent on the length of their service and the period that has elapsed since their last re-election. However, in accordance with the 2018 UK Corporate Governance Code and in order to increase accountability to shareholders, each of the Directors will retire at this year's AGM and stand for re-election by shareholders, except for Alison Littlely who will be stepping down from the Board on 31 March 2021. Following evaluation, the Board is of the opinion that all the Directors continue to make an effective and valuable contribution to the Company and demonstrate commitment to their respective roles. In addition, the Board is satisfied that each of the Non-Executive Directors remains independent in character and judgement and that there are no relationships or circumstances likely to affect their character or judgement.

I ask you to support resolutions 3 to 7 which deal with the re-election of each of the Directors who will offer themselves for re-election. Biographical details for each Director can be found on pages 50 and 51 of the 2020 Annual Report and Accounts.

### Recommendation

Your Board believes that each of the resolutions contained in this Notice is in the best interests of the Company and its stakeholders as a whole, and recommends you to vote in favour of them, as your Directors intend to do so in respect of their own beneficial shareholdings.

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

Yours faithfully

### Philip Lawrence

*Non-Executive Chairman*

### How to join the AGM Audiocast

To join the AGM Audiocast, you will need to follow the link which will be posted on our homepage, [www.headlam.com](http://www.headlam.com) or from the AGM section of our website using your smartphone, tablet or computer. You will then be prompted to enter your unique 'IVC' and 'PIN'. Your IVC is your 11 digit Investor Code, including any leading zeros. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder. Your IVC can be found on your share certificate, or Signal Shares users ([www.signalshares.com](http://www.signalshares.com)) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020\*.

Access to the AGM will be available from 30 minutes before the start of the event, although you will not be able to submit questions until the meeting is declared open at 10.00am.

If you wish to appoint a proxy and for them to attend the Audiocast on your behalf, please contact Link Group on telephone number +44 (0) 371 277 1020\*.

If your shares are held within a nominee and you wish to attend the Audiocast, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Link Group, our registrar, no later than 72 hours before the start of the meeting in order that they can obtain for you from Link Group, your unique Login Code and PIN number. If you are in any doubt about your shareholding, please contact our registrar.

### Audiocast

The AGM will be broadcast in audio format. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device, as well as being able to see any slides of the meeting.

### Questions

Questions will only be invited during the meeting when formally announced by the Chairman. Shareholders attending remotely may ask questions via the website by typing and submitting their question in writing via the Q&A box which is found underneath the speaker details on the left hand side of the player. Once you have typed your question please click the 'Submit' button.

### Requirements

An active internet connection is required at all times in order to allow you to join the meeting and submit questions and listen to the Audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

\*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

**Headlam Group plc**, PO Box 1, Gorse Lane, Coleshill, Birmingham B46 1LW  
T +44 (0) 1675 433 000, F +44 (0) 1675 433 030 (Confidential)  
[headlamgroup@headlam.com](mailto:headlamgroup@headlam.com) [www.headlam.com](http://www.headlam.com)  
Registered Office: As above.  
Registered in England No. 00460129

# Annual General Meeting 2021

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 73rd Annual General Meeting of Headlam Group plc will be held at the Company's head office located at **Gorseley Lane, Coleshill, Birmingham, B46 1JU on Friday, 21 May 2021 at 10.00 am** for the following purposes.

### To propose the following as ordinary resolutions:

1. To receive the Annual Report and Accounts for the year ended 31 December 2020.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) set out on pages 82 to 84 and 95 to 104 of the Company's Annual Report and Accounts for the year ended 31 December 2020.
3. To re-elect Philip Lawrence as a Director of the Company.
4. To re-elect Steve Wilson as a Director of the Company.
5. To re-elect Chris Payne as a Director of the Company.
6. To re-elect Keith Edelman as a Director of the Company.
7. To re-elect Amanda Aldridge as a Director of the Company.
8. 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 general meeting at which accounts are laid before shareholders.
9. To authorise the Directors to determine the Auditor's remuneration.
10. That the rules of the Headlam Group Sharesave Scheme ('**Sharesave Scheme**') produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman of the meeting, be and are hereby extended for a further ten years and the Directors be authorised to:
  - (a) make such modifications to the Sharesave Scheme as they may consider appropriate in order to qualify for tax-advantaged status under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and
  - (b) establish further plans based on the Sharesave Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Sharesave Scheme.
11. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('**Act**') to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £638,334 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2022 Annual General Meeting (or, if earlier, at the close of business on 21 June 2022), and save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired.

All existing authorities given to the Directors pursuant to section 551 of the Act are revoked by this resolution.

### To propose the following as special resolutions:

12. That, subject to the passing of resolution 11 in this Notice and in place of all existing powers to allot securities given to the Directors, the Directors be and are hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 ('**Act**') to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by resolution 11 in this Notice, as if section 561 of the Act did not apply to the allotment.

This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2022 Annual General Meeting (or, if earlier, at the close of business on 21 June 2022), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired; and
- (b) shall be limited to:
  - (i) the allotment of equity securities in connection with an issue to holders of ordinary shares of 5 pence in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings and to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
  - (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (b)(i) of this resolution up to an aggregate nominal amount of £212,778.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if, in the first paragraph of this resolution, the words 'pursuant to the authority conferred by resolution 11 in this Notice' were omitted.

- 13.** That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ('Act') to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company, subject to the following conditions:
- (a) the maximum number of ordinary shares which may be purchased is 8,511,120;
  - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence;
  - (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 as derived from the London Stock Exchange Trading System; and
  - (d) the authority conferred by this resolution shall expire at the conclusion of the 2022 Annual General Meeting or, if earlier, on 21 June 2022 (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).
- 14.** To approve and adopt the draft articles of association in the form produced to the meeting and initialled by the Chair of the meeting for the purpose of identification as the articles of association of the Company in substitution for, and to the exclusion of all existing articles of association.
- 15.** 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 2022 AGM or 21 June 2022, whichever is the earlier.

By order of the Board

**Karen Atterbury**  
*Company Secretary*  
24 March 2021  
Headlam Group plc

Registered No. 00460129, England

Registered office:  
PO Box 1  
Gorse Lane, Coleshill  
Birmingham, B46 1LW

# 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 Friday, 21 May 2021 at 10.00 am**. A description of the resolutions that will be proposed at the meeting is set out below.

Resolutions 1 to 11 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 12 to 15 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 2020.

## Resolution 2 – To approve the Directors' Remuneration Report

A Company is required to present to shareholders:

- a Directors' Remuneration Policy, which sets out the Company's policy on Directors' remuneration, for a binding vote at least once every three-year period; and
- an Annual Report on Remuneration, which details the Directors' remuneration outcomes for the financial year under review and how the remuneration policy will be implemented in the following year, for an advisory vote on an annual basis.

The Directors' Remuneration Policy ('**Policy**') was presented to, and approved by, shareholders at the 2020 Annual General Meeting held on 22 May 2020 for a period of three years, provided that no changes were required during that period. No changes are proposed to the Policy other than those which are already within the current Policy limits and therefore the Directors are not re-presenting it at the 2021 Annual General Meeting. The full Policy wording can be found on pages 85 to 94 of the 2020 Annual Report and Accounts.

Resolution 2 is an advisory vote which seeks approval for the Directors' Remuneration Report which comprises the Annual Report on Remuneration and the Annual Statement to shareholders by the Chairman of the Remuneration Committee. The Directors' Remuneration Report can be found on pages 82 to 84 and 95 to 104 of the 2020 Annual Report and Accounts. The Annual Report on Remuneration sets out the remuneration outcomes for the financial year ended 31 December 2020 and how the Directors' Remuneration Policy will be implemented throughout the financial year ended 31 December 2021.

## Resolutions 3 to 7 – Re-election of Directors

Notwithstanding the specific rotation provisions of the Company's Articles of Association, the Board has determined that each of the Company's Directors shall retire and stand for re-election on an annual basis in accordance with the 2018 UK Corporate Governance Code. Accordingly, all members of the Board will retire from office at the AGM and each shall stand for re-election (except for Alison Littlely who will be stepping down from the Board on 31 March 2021).

The biographies of all the Directors are set out on pages 50 and 51 of the 2020 Annual Report and Accounts.

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 himself / herself for re-election is independent in character and there are no relationships or circumstances likely to affect his / her character or judgement. Accordingly, the Board unanimously recommends the re-election of all Directors.

## Resolutions 8 and 9 – To authorise the Board to re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors to determine their remuneration

At every general meeting at which accounts are presented to 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 8) and to authorise the Directors to determine their remuneration (resolution 9).

## Resolution 10 – Sharesave Scheme

The Sharesave Scheme is due to come to the end of its initial ten year term in 2022. Resolution 10 proposes that the Sharesave Scheme is re-approved in order that awards may be granted for a further ten-year period from the date of the AGM. A limited number of amendments have been made to the rules of the Sharesave Scheme in order to reflect recent changes in legislation.

The proposal to renew the Sharesave Scheme demonstrates the Company's commitment to encouraging employee share ownership as it allows employees to identify more closely with the interests of shareholders and also gives employees the opportunity to participate in the shareholder value they create.

A summary of the Sharesave Scheme is set out in Appendix 1 to this Notice. The rules of the Sharesave Scheme will be available for inspection as noted at the Company's registered office. The rules of the Sharesave Scheme will also be available on the Company's website.

### **Resolution 11 – Authority to allot shares**

Shareholders are being asked to pass resolution 11 to grant to the Directors a general authority, for the purpose of section 551 of the Companies Act 2006 ('Act'), to allot relevant securities. With due regard to the Investment Association's guidelines, the proposed general authority is to allot up to an aggregate nominal amount of £638,344 representing 12,766,680 ordinary shares (approximately 15% of the Company's ordinary share capital (excluding treasury shares) in issue at 17 March 2021, being the latest practicable date prior to publication of this Notice).

As at 17 March 2021, the Company held 527,981 treasury shares, which represented 0.62% 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.

This authority will lapse at the conclusion of the 2022 Annual General Meeting, or, if earlier, at the close of business on 21 June 2022. 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.

### **Resolution 12 – Disapplication of pre-emption rights (special resolution)**

Shareholders are being asked to pass resolution 12 to empower the Directors to allot equity securities, or sell treasury shares, for cash as if section 561 of the Act (which gives shareholders certain pre-emption rights on the issue of shares or rights to subscribe for or convert securities into shares) did not apply to any such allotment. The resolution allows the issue or sale of shares in respect of rights issues and other issues pro rata to existing entitlements, and also allows issues or sales for cash (other than in relation to a rights issue or other pre-emptive issue) of shares up to an aggregate nominal amount of £212,778 (representing approximately 5% of the Company's ordinary share capital (excluding treasury shares) in issue at 17 March 2021, being the latest practicable date prior to publication of this Notice).

The Directors have no current intention of exercising this authority.

In accordance with the Pre-Emption Group's Statement of Principles available at [www.pre-emptiongroup.org.uk](http://www.pre-emptiongroup.org.uk), the Directors also confirm their intention that no more than 7.5% of the issued share capital of the Company (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period.

This authority will lapse at the conclusion of the 2022 Annual General Meeting or, if earlier, at the close of business on 21 June 2022.

### **Resolution 13 – 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 2020 Annual General Meeting. The authority is in respect of no more than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 17 March 2021 and will lapse at the conclusion of the 2022 Annual General Meeting or, if earlier, on 21 June 2022. 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 13, 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 in relation: i) to purchasing and holding shares in treasury to fulfil the Company's future obligations under its employee share schemes; and / or ii) after following its Capital Allocation Priorities, as detailed on page 9 of the 2020 Annual Report and Accounts, and considering market conditions and the prevailing share price at the time, it believes that the purchase and subsequent cancellation of shares would have the effect of increasing the earnings per share and be in the best interest of shareholders generally.

Details of share options outstanding and treasury share movements including details of own shares acquired by the Company are shown in notes 24 and 25 to the financial statements on pages 158 to 162 of the 2020 Annual Report and Accounts.

### **Resolution 14 – To adopt new articles of association (special resolution)**

The Directors are proposing to adopt updated articles of association at the AGM. The main changes are summarised in Appendix 2 to this Notice. Minor clarificatory or consequential changes are not described but members are able to inspect a copy of the amended articles of association showing all proposed changes at the Company's registered office. The amended articles of association will also be available on the Company's website.

### **Resolution 15 – Notice period for general meetings (special resolution)**

This special resolution seeks the approval of shareholders to replace a similar authority granted at the 2020 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 2022 Annual General Meeting, when it is intended that a similar resolution will be proposed, or, if earlier, 21 June 2022.

# Explanatory Notes to the Notice of Meeting

Notes 1 to 19 below give further explanation as to the proxy, voting and attendance procedures at the AGM.

## 1. COVID-19

**In the light of public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic which imposes restrictions on public gatherings and travel, and in order to protect the health and safety of the Company's stakeholders, the Board of Directors has taken the decision to recommend that shareholders and other attendees should not attend the Annual General Meeting in person, save for such persons nominated by the Chairman of the meeting in order to establish a quorum. Shareholders will be able to submit questions by email (see note 10) and / or remotely attend a question and answer session with Directors as described in the Chairman's letter and are strongly encouraged to submit a proxy and appoint the Chairman of the meeting as their proxy rather than a named person. These notes to the notice of meeting should be read in this context.**

## 2. 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](http://www.signalshares.com); or
- (b) by requesting a hard copy proxy form directly from the registrars, Link Group, at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling Tel: 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 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
- (c) 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.

**In line with explanatory note 1, those submitting a form of proxy are strongly encouraged to appoint the Chairman of the meeting rather than a named person as their proxy.**

Appointment of a proxy will not preclude a shareholder from observing the business of the AGM remotely. Shareholders should have regard to explanatory note 1.

## 3. 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](http://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.

## 4. 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](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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('**Euroclear UK & Ireland**') 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 3 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 UK and Ireland 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.

## 5. 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.

## 6. 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 19 May 2021 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.

## 7. 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.

## 8. 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.

## 9. Issued share capital/voting rights

As at 17 March 2021, 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, 527,981 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 85,111,228.

## 10. 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.

In light of the Board of Directors' recommendation in relation to attendance at the AGM as set out in the Chairman's Letter accompanying the Notice, if you have any questions relating to the business of the AGM that you would like to be addressed, you can send an email to [headlamgroup@headlam.com](mailto:headlamgroup@headlam.com) including your IVC (investor code). Written answers will be provided in respect of frequently asked questions, where regulatory constraints permit, and posted on the Company's website.

Additionally, shareholders will be able to ask questions as part of the Audiocast of the AGM proceedings. Any questions submitted that are not relevant to the business of the AGM will be considered after the meeting.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM, although shareholders should have regard to explanatory note 1.

## 11. 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.

## 12. Members' right to request resolution to be proposed at 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 8 April 2021, 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.

## Explanatory Notes to the Notice of Meeting continued

### 13. Non-shareholder attendance

As described at explanatory note 1, shareholders should not attend the AGM in person. For the avoidance of doubt, persons who are not shareholders in the Company will not be admitted to the meeting or any virtual offering as described in the Chairman's letter unless prior arrangements are made and agreed with the Company.

### 14. Access arrangements

As described at explanatory note 1, shareholders should not attend the AGM in person. If attendees are allowed by law, 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.

### 15. 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 Company Secretary at the Company's registered office address at: PO Box 1, Gorsey Lane, Coleshill, Birmingham, B46 1LW; or
- b. by contacting Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk);  
or
- c. by email for the attention of the Company Secretary: [headlamgroup@headlam.com](mailto:headlamgroup@headlam.com)

No other methods of communication will be accepted.

### 16. 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.

### 17. 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](http://www.headlam.com) on the next business day following the AGM.

### 18. Website

A copy of this Notice and other information required by section 311A of the Act, can be found at [www.headlam.com](http://www.headlam.com).

### 19. 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.

# Appendix 1 – Summary of The Principal Terms Of The Headlam Group Sharesave Scheme ('Sharesave Scheme')

## 1. General

The operation of the Sharesave Scheme will be supervised by the board of directors of the Company or the duly authorised Remuneration Committee of the board ('**Directors**') and is designed to qualify for tax-advantaged status under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 ('**Schedule 3**').

Under the Sharesave Scheme, employees of the Company may be granted options ('**Options**') to acquire ordinary shares in the Company ('**Shares**'). To take part in the Sharesave Scheme employees must save a certain amount each month which may be used to purchase the Shares subject to the Option.

Options are not transferable (except on death) and are not pensionable benefits. Options may be satisfied by newly issued shares, shares purchased in the market by an employees' trust or by the transfer of treasury shares.

## 2. Eligibility

Any UK based employee (including any full-time director working not less than 25 hours per week) of the Company or other participating subsidiary who has been employed at a relevant grant date for a qualifying period of such length as the Directors may determine from time to time (but not exceeding five years) and any other employee who is nominated by the Directors is eligible to participate in the Sharesave Scheme.

## 3. Issue of invitations

Invitations to apply for Options will normally be issued within a period of 42 days beginning with: (i) the most recent approval of the Scheme by shareholders at the 2021 AGM; (ii) the fourth dealing day following the announcement of the Company's results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii). Invitations may also be issued at other times in circumstances considered by the Directors to be exceptional.

Options may not normally be granted later than 30 days after the Option exercise price becomes fixed (or 42 days where there is an over subscription for Options). No Options may be granted under the Scheme after 21 May 2031.

## 4. Exercise price

The invitation shall state the price per Share payable upon the exercise of an Option. The exercise price must not be less than the higher of:

- 80 per cent. of the market value of a Share when invitations are issued to eligible employees; and
- in the case of Options to subscribe for new Shares, the nominal value of a Share.

## 5. Monthly savings

Any employee who applies for an Option must enter into an HMRC approved "save as you earn" contract (the '**Savings Contract**'). The employee agrees to enter a Savings Contract for a period of three or five years and to make monthly savings contributions of a fixed amount, currently of not less than £5 nor more than £500, over three or five years. Upon expiry of the Savings Contract, the participant may be entitled to receive a tax-free bonus in addition to repayment of the savings contributions. The number of Shares over which an Option is granted will be such that the total exercise price payable for those Shares will correspond to the proceeds on the maturity date of the related Savings Contract (including any interest or bonus payable).

The participant may elect to apply the proceeds of the Savings Contract to exercise the Option and acquire Shares. Alternatively, the participant may choose to withdraw the proceeds of the Savings Contract (and the relevant Option shall lapse).

## 6. Exercise of Options

Options will normally be exercisable only during the period of six months following the maturity of the related Savings Contract.

## 7. Leaving employment

Early exercise is permitted following death or cessation of employment by reason of injury, disability, redundancy, retirement, or where the participant's employer ceases to be a part of the Group. In such cases, Options may be exercised within six months of leaving, to the extent that the funds then available in the participant's Savings Contract permit. In the case of death, personal representatives may exercise the deceased participant's Option within twelve months of the date of death.

In other circumstances, Options will lapse on cessation of employment.

## 8. Corporate events

Early exercise of Options is permitted in the event of a takeover, scheme of arrangement, or voluntary winding-up of the Company (to the extent that the funds then available in the participant's Savings Contract permit).

Alternatively, by agreement with the acquiring company, participants may, as specified in the rules of the Sharesave Scheme, release their Options in consideration of the grant of options over shares in the acquiring company.

## 9. Dilution limit

The number of new Shares issued or remaining capable of being issued pursuant to Options and other options or awards granted under the company's other employees' share schemes in any period of 10 years, will not exceed 10 per cent. of the ordinary share capital of the Company in issue from time to time.

If Options or other options or awards are to be satisfied by a transfer of existing Shares, the percentage limit stated above will not apply. Insofar as it is necessary to ensure compliance with the guidelines issued from time to time by the Investment Association, the percentage limit will apply to Options or other options and awards satisfied by the transfer of treasury shares. Shares newly issued to the trustee of an employee's trust will count towards the limit.

## Appendix 1 – Summary of The Principal Terms Of The Headlam Group Sharesave Scheme ('Sharesave Scheme') continued

### 10. Rights attaching to Shares

Shares allotted or transferred under the Sharesave Scheme will rank equally in all respects with all other Shares then in issue, except for any rights attaching to Shares by reference to a record date preceding the allotment or transfer of such Shares. The Company will apply to the UK Listing Authority for the listing of any newly issued Shares.

### 11. Variation of share capital

If there is a variation in the ordinary share capital of the Company, the Directors may make such adjustments as they consider appropriate to the total number of Shares subject to any Option and the exercise price payable upon the exercise of any Option. Except in the case of a sub-division, consolidation or a capitalisation issue, if the Directors consider it appropriate, any adjustment must be confirmed in writing by independent advisers.

Any adjustment may be made in such manner as the Directors determines to be appropriate provided that the total Option exercise price (which must not exceed the expected proceeds of the related Savings Contract at the bonus date) and the total market value of Shares under Option must remain substantially the same as before the variation of the share capital.

### 12. Alteration of the Scheme

The Directors may amend the Sharesave Scheme in any respect. However, they may not make any alteration to the advantage of participants without the prior approval of shareholders in general meeting to the provisions relating to eligibility, overall and individual limitations on the number/monetary value of Shares in respect of which Options may be granted or the basis for determining a participant's right to acquire Shares and the adjustment of such rights in the event of a variation of share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Sharesave Scheme, to take account of a change in legislation, to ensure the Sharesave Scheme complies with Schedule 3, or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

### Overseas plans

The shareholder resolution to approve the Sharesave Scheme will allow the Directors, without further shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the Sharesave Scheme, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Sharesave Scheme.

## Appendix 2 – Summary Of The Principal Changes To The Headlam Group plc Articles of Association ('Articles')

### Gender neutral language

The Articles have been revised throughout to use gender neutral language. For example, references to the 'chairman' are now to the 'chair' and references to 'his', 'he' or 'him' are now to 'they' or 'them'.

### Tracing Shareholders

Article 49 has been amended to remove the specific requirement to publish newspaper advertisements to trace missing shareholders and has been replaced with a more flexible obligation for the Company to use its reasonable efforts to trace the missing shareholder (in addition to an obligation to send a notice to the last known address of the missing shareholder).

### Electronic Meetings

A new Article 58A has been added to provide the Company with the option to allow for shareholders to join meetings remotely, and to convene meetings at which electronic facilities are available for remote participation. The Company does not currently intend to hold shareholder meetings only via electronic facilities, and wholly virtual meetings – where all attendees join via a virtual platform – have been expressly excluded.

### Orderly meetings

Article 61 has been amended to make clear the rights and responsibilities of the chair of a general meeting in taking action to promote the orderly conduct of the business of the meeting.

### Directors' Fees

Article 115 has been amended to permit the Company to pay to Directors (subject to certain exemptions) aggregate annual fees of up to £500,000. Fees have not been increased this year and totalled approximately £303,000 for 2020. This simply provides additional headroom above the total described in the Company's annual report and accounts and is in line with the approach taken by companies of a similar size.

### Dividends

Article 154 has been amended to explicitly permit the chair of a general meeting to amend or withdraw the proposed resolution to declare the dividend where the Directors' recommendation as to the amount of the dividend is reduced or withdrawn following the issue of the notice of meeting. This is intended only for exceptional circumstances, as evidenced in 2020.

### Indemnity

The directors' indemnity in Article 182 has been revised for clarity. No change has been made to the substance of the article.

Minor, technical or clarifying changes to the Articles have not been set out in these explanatory notes.

# 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, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, Email: [shareholderenquiries@linkgroup.co.uk](mailto: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 09:00 – 17:30, 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](http://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/>. Stamp duty is not normally payable if the transfer is to a relative or if there is no money being paid in exchange for the shares.

### 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](http://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 less 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 09:00 – 17:30, 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](http://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](http://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](http://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](http://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](http://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](http://www.fca.org.uk). If you have any queries, please contact the Company Secretary.

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