

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document, or as to the action you should take, you should seek your own personal financial advice immediately from an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Headlam Group plc, you should send this document at once to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares. If you sell or have sold part only of your holding of ordinary shares in Headlam Group plc, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

Headlam Group plc

(incorporated and registered in the United Kingdom with company number 00460129)

NOTICE OF GENERAL MEETING

requisitioned pursuant to section 303 of the Companies Act 2006

YOUR BOARD RECOMMENDS YOU VOTE AGAINST ALL OF THE RESOLUTIONS AT THE GENERAL MEETING

This document should be read as a whole and in its entirety. Your attention is drawn to the letter from the Chair of Headlam Group plc, (the “**Company**” or “**Headlam**”) which is set out on pages 4-8 of this document and which contains the unanimous recommendation of the Directors that shareholders **VOTE AGAINST ALL OF THE RESOLUTIONS** to be proposed at the General Meeting. Notice of the General Meeting to be held at 11 a.m. on 2 June 2026 at the Company’s head office at Gorse Lane, Coleshill, Birmingham, B46 1JU is set out on pages 13-17 of this document. Voting at the General Meeting will be by poll and not on a show of hands. This reflects best practice and will ensure that shareholders who are not able to attend the General Meeting, but who have appointed proxies, have their votes fully taken into account.

YOUR VOTE IS IMPORTANT – whether or not you intend to attend the General Meeting, you are strongly encouraged to submit an electronic appointment of your proxy as soon as possible, but in any event so as to be received by the Company’s Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11 a.m. on 29 May 2026 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). The completion and return of the electronic appointment of a proxy will not prevent you from attending and voting at the General Meeting in person should you wish to do so.

If you hold ordinary shares in the Company in CREST and you wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) thereof by using the CREST electronic proxy appointment service, you may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. Proxies submitted via CREST (under CREST ID RA10) must be sent as soon as possible and, in any event, so as to be received by the Company’s Registrar, MUFG Corporate Markets, by no later than 11 a.m. on 29 May 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

You are strongly encouraged to vote online via the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/> or via www.proxymity.io (if you are an institutional investor). Information about how to appoint a proxy electronically is given in note 4 on pages 14-15 of this document. If you need help with noting online, require a hard copy Form of Proxy, or have any questions please contact MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300 or from overseas on +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

A copy of this document will also be available on the Company’s website at www.headlam.com.

YOUR VOTE COUNTS – VOTE AGAINST ALL OF THE RESOLUTIONS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Date
Announcement of results for the financial year to 31 December 2025	25 March 2026
Notification of the Requisition of General Meeting	24 April 2026
Date of this document	13 May 2026
Latest time for electronic appointment of your proxy	11 a.m. on 29 May 2026*
Time, date and location of the General Meeting	11 a.m. on 2 June 2026 at Gorse Lane, Coleshill, Birmingham, B46 1JU*
Results of General Meeting announced	2 June 2026*

11 a.m. ON 29 May 2026:*

**THE LATEST TIME FOR ELECTRONIC APPOINTMENT OF YOUR PROXY
THE LATEST TIME FOR YOU TO VOTE ONLINE**

** Each of these times and dates may be subject to change. If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service. References to times in this document are to London time unless stated otherwise.*

Why have I received this notice?

The Board is required to call a general meeting of the Company following a requisition made by First Seagull AS ('First Seagull'), a shareholder holding around 11.06% of the Company's shares.

The General Meeting will be held at 11 a.m. on Tuesday 2 June 2026 at Gorse Lane, Coleshill, Birmingham, B46 1JU.

What is the meeting about?

The General Meeting is required to consider the resolutions proposed by First Seagull to **remove three of your current Directors and replace them with two of First Seagull's own nominees.**

What is the Board recommending?

Your Board unanimously recommends that shareholders **VOTE AGAINST** all of the First Seagull Resolutions.

Why should I vote against all of the First Seagull Resolutions?

- **Decisive action** has been taken to address underperformance.
- The Board has replaced the Chief Executive Officer, appointed new Executives, accelerated a new comprehensive transformation plan (which is already in execution), completed a major refinancing to provide liquidity and flexibility, and strengthened the Board through new Non-Executive Directors with relevant experience.
- These actions **demonstrate the level of activity undertaken and effected by your Board, with time needed to deliver positive results.**
- The Board unanimously believes that the **recently refreshed Board**, including a new Executive team and two new Non-Executive Directors, has the **right experience to implement the Company's strategy and turnaround, and is getting on with doing so at pace.**
- First Seagull's requests are **disproportionate and destabilising**, particularly given that **many of the concerns raised are already being addressed.**
- The Company now **requires stability, focus and execution, not further disruption, which is the best path to restoring confidence and long-term shareholder value.**

How do I vote?

You can vote online via the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/>, via CREST or via www.proxymity.io (if you are an institutional investor), by requesting a hard copy Form of Proxy, or by attending the General Meeting in person. You are strongly encouraged to vote **as soon as possible**, even if you intend to attend the General Meeting.

YOUR VOTE COUNTS – VOTE AGAINST ALL OF THE RESOLUTIONS

LETTER TO SHAREHOLDERS FROM THE CHAIR

Headlam Group plc

(incorporated and registered in the United Kingdom with company number 00460129)

Dear Shareholder,

On 24 April 2026, the Board received a notice from First Seagull, a shareholder holding around 11.06% of the Company's shares, requisitioning a general meeting to consider resolutions to remove three of the current Directors and replace them with two of First Seagull's own nominees, including the Managing Director of First Seagull.

The Board is now calling a general meeting of the Company and it is important that shareholders vote at that meeting. The purpose of this letter is to explain why the Directors strongly believe that the First Seagull Resolutions are not in the best interests of the Company, its shareholders as a whole or its wider stakeholders and to recommend unanimously that shareholders **VOTE AGAINST ALL OF THE FIRST SEAGULL RESOLUTIONS**.

As previously planned, Headlam set out a clear strategic direction alongside its results for the financial year to 31 December 2025 in its 2025 Annual Report. The Board is confident that the recently refreshed Board (including a new Executive team and two new Non-Executive Directors ("**NED**")) has the right experience to implement the Company's strategy and turnaround and is getting on with doing so at pace.

Headlam:

- ✓ has taken decisive action to address underperformance, including the acceleration of a comprehensive transformation plan
- ✓ has a recently refreshed Board, including a new Executive team and two new Non-Executive Directors, with the right experience to provide stability, focus and execution
- ✓ is committed to implementing the Company's strategy and turnaround at pace

First Seagull:

- ✗ has proposed disproportionate and destabilising changes to the Board, including the removal of current Directors and their replacement with nominees with no flooring or PLC experience
- ✗ has proposed the introduction of a current employee of a competitor as a potential Non-Executive Director candidate

VOTE AGAINST ALL OF THE FIRST SEAGULL RESOLUTIONS

Acknowledging past performance and acting decisively

The Board recognises that recent years have been disappointing for shareholders. End-market conditions have been challenging and mistakes have been made. The Board does not seek to deflect from this reality. Importantly, since the appointment of the current Chair c.12 months ago, decisive action has been taken to address underperformance, including:

- Replacing the Chief Executive Officer in October 2025, with the Chair stepping up as interim Executive Chair for a limited period whilst a new Chief Executive Officer was recruited and appointed.
- Acceleration of a comprehensive transformation plan, announced in November 2025, which is already in execution and being driven by the new executive team.
- Completing a major refinancing in February 2026 to provide liquidity and flexibility.
- Appointing new Executives, both a new Chief Executive Officer and a new Chief Financial Officer, in March 2026 with Rob Barclay and Richard Jones already in situ.
- Strengthening the Board through new Non-Executive Directors (NEDs) with relevant experience. The appointments of Nick Kelsall and Wilf Walsh will take place on 20 May 2026, having been announced in early April 2026.

These actions demonstrate the level of activity undertaken and effected by your Board in the most recent period, with time needed to deliver positive results.

Headlam needs stability, focus and execution

The Board is confident that the recently refreshed Board, including a new Executive team and two new Non-Executive Directors, has the right experience to implement the Company's strategy and turnaround, and is doing so at pace. The Board believes the Company now requires stability, focus and execution, not further disruption, and that this is the best path to restoring confidence and long-term shareholder value.

Given our shareholders have the opportunity to vote on the constitution of the board at our AGM on 20 May 2026, the distraction and cost of a separate general meeting is unhelpful and unwarranted.

Who is First Seagull?

First Seagull is a shareholder in the Company, holding 8,944,865 ordinary shares representing approximately 11.06% of the Company's issued share capital. The Board was first notified of First Seagull's shareholding in the Company in late November 2025. First Seagull is managed by its Managing Director, Stian Husvaeg, who is both the requisitioner and one of First Seagull's proposed appointees to the Board.

First Seagull's destabilising proposals

First Seagull first requested a single Board seat in March 2026. That request was considered carefully but the Board concluded that it would not be in the interests of shareholders as a whole to proceed with that request. It has been raised on a regular basis thereafter by First Seagull.

The requests of First Seagull have shifted over time. In the requisition notice they have sought:

- removal of the Chair, the Senior Independent Director and another Non-Executive Director;
- the appointment of Stian Husvaeg, the Managing Director of First Seagull, an activist fund manager and the requisitioner, with no flooring or PLC experience, as a NED; and
- the installation of a Chair candidate known to First Seagull with no flooring or PLC experience.

The Board considers these requests disproportionate and destabilising, particularly given that many of the concerns raised by First Seagull are already being addressed.

The Board also has concerns regarding the proposed appointment of Stian Husvaeg as an NED arising from certain recent activities, including:

- attempts to introduce a current employee of a competitor as a potential NED candidate to the Board; and
- engagement with suppliers, competitors, customers and former employees beyond normal shareholder activity and including the making of negative comments about the Board and the Headlam business, creating concern amongst important stakeholders.

First Seagull proposes to appoint directors whose experience is not aligned to Headlam's business or future growth

First Seagull has requisitioned a general meeting for the appointment of Andrea Davis as Non-Executive Director and Chair, and the appointment of Stian Husvaeg as Non-Executive Director. Husvaeg is the Managing Director of First Seagull, which specialises in investments in special situations and turnarounds, and holds an MBA from London Business School. Davis has spent a decade at Investcorp Group as Managing Director of European Private Equity and Head of Strategy. Neither proposed appointee has flooring or PLC experience.

The Board has received confirmation from the Company's two largest shareholders, representing c.14% and c.11% respectively of the total issued share capital, that they do not support the First Seagull proposals. These shareholders make clear their intention to vote against the resolutions relating to the removal of current directors and the appointment of the nominees recommended by First Seagull in any general meeting.

Replacing experienced directors with individuals who have no working knowledge of the Company and no flooring or PLC experience would materially undermine the Board's ability to execute the transformation plan at a time when stability, focus and delivery are required.

Documented engagement contradicts First Seagull's assertion of resistance

The Board has engaged widely and extensively with First Seagull since it was first notified of a shareholding in the Company in late November last year. The Board's engagement with First Seagull has included face to face meetings with the Chair and other members of the Board and senior management, a site visit, video calls and email correspondence. In the last six months there have been a significant number of interactions.

This documented record of engagement directly contradicts the assertion in First Seagull's notice that "constructive shareholder dialogue has been met with resistance".

The only material disagreement between the Board and First Seagull concerned its request for a Board seat. Further, First Seagull has provided regular written positive feedback on the strategy, action taken, including the new NED appointments and recent progress made.

Why has this General Meeting been called?

Having received a requisition notice from a shareholder of the Company, the Board is required by Section 303 of the Companies Act 2006 to call a general meeting of the Company.

The General Meeting will be held at 11 a.m. on Tuesday 2 June 2026 at Gorse Lane, Coleshill, Birmingham, B46 1JU. Formal notice of the General Meeting, including the ordinary resolutions to be proposed at that meeting is set out on pages 13-17 of this document. It is important that shareholders vote at that meeting.

The Board is recommending unanimously that shareholders VOTE AGAINST ALL OF THE FIRST SEAGULL RESOLUTIONS as they intend to do in respect of their own shareholdings.

Action to be taken

Notice of the General Meeting to be held at 11 a.m. on Tuesday 2 June 2026 at Gorsey Lane, Coleshill, Birmingham, B46 1JU is set out on pages 13-17 of this document. Voting at the General Meeting will be by poll and not on a show of hands.

Whether or not you intend to attend the General Meeting, you are strongly encouraged to submit an electronic appointment of your proxy as soon as possible, but in any event so as to be received by the Company's Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11 a.m. on 29 May 2026 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). The completion and return of the electronic proxy appointment of a proxy will not prevent you from attending and voting at the General Meeting in person should you wish to do so.

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If you need help with noting online, require a hard copy Form of Proxy, or have any questions please contact MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300 or from overseas on +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The Directors unanimously consider that the First Seagull Resolutions are not in the best interests of the Company or its shareholders as a whole.

The Directors unanimously recommend that shareholders VOTE AGAINST ALL OF THE FIRST SEAGULL RESOLUTIONS as they intend to do in respect of their own shareholdings.

Yours faithfully,

Stephen Bird
Chair

13 May 2026

Headlam Group plc
Gorsey Lane, Coleshill
Birmingham, B46 1JU
United Kingdom

Registered office: Gorsey Lane, Coleshill, Birmingham, B46 1JU, United Kingdom
Registered in the United Kingdom with company number 00460129

APPENDIX 1: HEADLAM DIRECTOR BIOGRAPHIES



Rob Barclay
Chief Executive Officer

Appointed: 27 April 2026

Skills and experience: Rob brings more than 25 years of leadership track record in building products manufacturing and distribution businesses, including relevant flooring experience, as well as leading transformation programmes and delivering operational excellence. Rob's experience includes senior leadership roles at SIG plc, National Timber Group Ltd and most recently Batt Cables Ltd. Rob's deep understanding of specialist distribution, complex supply chains, and customer dynamics positions him well to lead the business through its next phase of development. Rob will work closely with the leadership team to build on the company's market position and to further improve service levels and value to customers across the UK.

Committees: Disclosure



Stephen Bird
Non-Executive Chair

Appointed: 27 February 2025

Skills and experience: Stephen was appointed our Non-Executive Chair on 27 February 2025, (previously he was Senior Independent Director from 2022). Stephen's last executive role was Group Chief Executive of Videndum plc (formerly The Vitec Group plc), the international provider of premium branded hardware products and software solutions to the growing content creation market, having held the position since 2009. He was previously Senior Independent Director of Dialight plc, the global leader in sustainable LED lighting for industrial applications, stepping down in 2021 after nearly nine years on the Board. Stephen has extensive executive experience developing successful, customer-led growth strategies to help businesses grow and adapt to changing markets. Prior to joining Videndum plc, Stephen was Divisional Managing Director of Weir Oil & Gas, and held senior roles at Danaher Corporation, Black & Decker, and Technicolor Group. He is a member of the English National Ballet's Finance and General Purposes Committee

Committees: Nomination (Chair), Remuneration



Richard Jones
Interim Chief Financial Officer

Appointed: 26 March 2026

Skills and experience: Richard most recently joins from HSS Hire Group Plc (recently renamed ProService Building Services Marketplace Plc) where he was also Interim Chief Financial Officer, a role he held since mid-2024. Prior to this, over the past decade, he has held listed company CFO Executive Board roles at Medica Group Ltd (formerly PLC), Mereo Biopharma Plc and Shield Therapeutics Plc as well as holding non-executive roles in listed companies during that time. Richard has a proven track record in building high performing finance teams and driving corporate strategy.

Committees: Disclosure (Chair), Risk (Chair)



Jemima Bird
Senior Independent Director

Appointed: 27 February 2025

Skills and experience: Jemima has 30 years retail experience working with many of the UK's leading high-street brands, and has held numerous executive commercial, marketing and operations positions. She currently serves as a Non-Executive Director and Chair of the Remuneration Committee at both Pinewood Technologies Group plc and Creightons plc. Her other board experience includes serving as a Non-Executive Director at Carpetright plc (a leading floor coverings and beds provider, until it was taken private in 2020) and as Senior Independent Director and Chair of the Remuneration Committee at the Revel Collective plc. She also served as Senior Trustee for the Football Foundation, the UK's largest sports charity, and is the Founder and Trustee of ParkPlay, a UK community based charity.

Committees: Audit, Nomination, Remuneration (Chair)



Karen Hubbard

Independent Non-Executive Director

Appointed: 1 September 2022

Skills and experience: Karen has over 25 years' experience in retail, at both executive and Director levels across various industries and markets. She was previously Chief Executive Officer of Card Factory plc, the UK's leading specialist retailer of greeting cards, gifts, wrap and bags, where she diversified their income from a UK high-street business to a multi-channel, international, wholesale and franchised operation. Karen has also served as Chief Operating Officer at B&M, on the ASDA Stores Executive Board as Director for Property, Multi-Channel and Format Development, in addition to working for BP Oil's retail divisions.

Karen currently serves as Non-Executive Chair in privately backed businesses Custom Materials Limited and Fun Brands Group. In addition, she is a Non-Executive Director and Chair of ESG of St Austell Brewery. Karen is a member of the ESG Committee and the Employee Forum, and the Independent Director who has oversight of workforce engagement.

Committees: Audit, Nomination, Remuneration, ESG



Nick Kelsall

Non-Executive Director

To be appointed: 20 May 2026

Skills and experience: Nick is an experienced former Chief Executive Officer and public-company director with a wealth of industry experience and a distinguished record in business leadership, strategic transformation, growth and stewardship. With three decades at Norcro plc he progressed from Chief Financial Officer to Chief Executive Officer transforming the business into a market leading Group through restructuring, operational improvement and targeted M&A. He strengthened the balance sheet, broadened its brand portfolio and enhanced long-term resilience in cyclical markets. Market capitalisation grew four-fold to c.£300m under his leadership. An accomplished Board member and a Fellow Chartered Accountant (ICAEW), Nick brings deep experience in risk management, capital allocation and M&A execution. Extensive experience of engaging with investors, regulators and diverse stakeholder groups and is known for his analytical and measured approach to complex strategic decisions.

Committees: Audit (Chair), Nomination, Remuneration



Wilf Walsh

Non-Executive Director

To be appointed: 20 May 2026

Skills and experience: Wilf served as Chief Executive Officer and Executive Director of Carpetright from 2014 to 2021 and then as Chair of parent company, Nestware Holdings Limited until his retirement in 2022. He currently serves as Chair of the Racecourse Association, Chair of Cricket Scotland and Chair Elect of Exeter City Football Club. In addition, he is a Board member of the British Horseracing Authority and the Horserace Betting Levy Board.

Committees: Audit, Nomination, Remuneration

SHAREHOLDER STATEMENT

STATEMENT TO THE SHAREHOLDERS OF HEADLAM GROUP PLC WITH RESPECT TO THE MATTERS TO BE DEALT WITH AT THE FORTHCOMING GENERAL MEETING

Supporting statement regarding proposals by First Seagull AS for the General Meeting of Headlam Group plc

Rationale for Board Changes

Since being appointed, this Board has presided over the destruction of close to £400m or 95% of Headlam's market value. Over the same period, the four directors collectively earned £1,400,000 in fees, while owning only £30,000 of Headlam shares today.

This Board approved and oversaw a strategy developed by external consultants and executed by leadership with limited flooring experience, that: (a) destroyed Headlam's dominant market position by competing against core customers; (b) aggressively expanded its cost-base and exhausted capital; (c) structured incentives rewarding blind execution; (d) failed to take timely action to address underperformance; and (e) created a culture that suppresses dissent.

The result is a deeply dissatisfied customer base, deteriorating operational performance, frustrated and concerned suppliers, and a culture facilitating mediocrity.

While we welcome Rob Barclay's appointment and the recently announced Director changes, the Board continues to lack the leadership, discipline, and turnaround experience the situation requires. Wasteful spending and failed engagement with key customers and suppliers in recent months underscore this. Meanwhile, the Board continues to frame commercial blunders as strategic progress, as the window for a successful turnaround narrows.

Constructive shareholder dialogue has been met with resistance, serving only to insulate the Board from criticism and genuine change. A full reset is required to give Headlam a chance to rebuild long-term relationships with customers, suppliers and employees.

1. Removal of Stephen Bird

Bird has served on the Board since 2021 and as Chair since 2025. His track-record at Videndum, where he presided over significant value destruction, is well documented. His tenure at Headlam has followed a similar pattern.

Rather than welcoming shareholder engagement during a crisis, Bird has treated it as a threat to be managed, consistent with his culture of suppressing criticism. Proposals have been met with delays, opaque processes and a refusal to acknowledge shortcomings. Meanwhile, capital has been wasted on expensive external advisors and a suspended ERP project. Bird also decided to accept a £500,000 base compensation, an amount that cannot be justified for stepping in to address a mess he underwrote. At a time when Headlam's financial capacity is severely limited, these resources should have gone toward rebuilding the organisation and restoring key relationships upon which Headlam's business depends.

Headlam now needs a Chair that has the discipline and experience to lead a turnaround. One self-assured enough to welcome industry experience and alternative perspectives to the table, and open to engaging constructively with employees, customers and suppliers. These are not optional qualities in a turnaround; they are preconditions. Bird has demonstrated none of them.

2. Removal of Jemima Bird

Bird has served as NED since 2022 and chairs the Remuneration Committee. Under her oversight, compensation has been misaligned with shareholder value, incentivising a failed strategy and approving Stephen Bird's excessive compensation. While we recognise she has made efforts to step up in recent months, those efforts have been misdirected and expensive. Headlam would be better served by a director with turnaround and flooring experience at this critical juncture.

3. Removal of Karen Hubbard

Hubbard has served as NED since 2022 during a period of significant underperformance. Most recent executive role was CEO of Card Factory from 2016 until her abrupt departure in 2020, during which the share price fell 85% and the board had to undertake a substantial strategic reset. She brings no flooring or distribution experience. Going forward, every board seat must contribute and justify its cost.

4. Proposed Appointment: Andrea Davis

Davis has spent a decade at Investcorp Group as Managing Director of European Private Equity and Head of Strategy, overseeing operational improvements of UK companies. She has chaired and served on boards of businesses solving succession planning, supply chain restructurings, margin recovery and channel transformations.

She combines executive operating experience with PE-grade discipline on governance, cost control and value creation. Her composed and strong leadership style is exactly what Headlam needs to restore confidence among customers, suppliers and investors.

5. Proposed Appointment: Stian Husvaeg

Husvaeg is the Managing Director of First Seagull, which specialises in investments in special situations and turnarounds. Previously, Husvaeg was a Partner at Cardo, with a focus on operational improvements and turnarounds. He holds an MBA from London Business School.

Most importantly, Husvaeg represents one of Headlam's largest shareholders, committing, bringing some ownership alignment that is entirely absent on the Board today.

6. Support the appointment of Nick Kelsall and Wilf Walsh

We call on the Board to appoint Nick Kelsall and Wilf Walsh as announced. If the Board fails to do so, we will propose their appointments at the General Meeting.

Both bring extensive and relevant experience for Headlam's transformation.

7. The urgency

Together, these appointments will materially strengthen Headlam's Board. Equally important, they will reset the internal culture and external relationships that have deteriorated under this current Board.

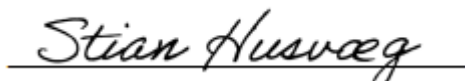
As part of that reset, we will help secure liquidity to resolve stock availability and fund reinvestment in the business. These funds will be available ahead of Headlam's expanded and accelerated sale-and-leaseback programme. Rob Barclay and his team will be able to execute the turnaround without constraint and deliver for customers and suppliers sooner rather than later.

Headlam has an important role to play in the UK flooring market, supported by a dedicated and capable team of flooring professionals. Unlocking that potential and restoring Headlam's reputation requires meaningful cultural and operational transformation. That begins at the top.

We strongly urge shareholders to vote in favour.

To discuss further, please contact us at investors@first-seagull.com

Sincerely,



Stian Husvaeg

Managing Director

First Seagull

THIS DOES NOT REPRESENT THE VIEWS OF YOUR BOARD

NOTICE OF GENERAL MEETING

Headlam Group plc

(incorporated and registered in the United Kingdom with company number 00460129)

NOTICE IS HEREBY GIVEN that a general meeting of Headlam Group plc (the “**Company**” or “**Headlam**”) will be held at 11 a.m. on 2 June 2026 at Gorse Lane, Coleshill, Birmingham, B46 1JU for the purpose of considering the ordinary resolutions below (the “**Resolutions**”).

The Resolutions have been requisitioned pursuant to section 303 of the Companies Act 2006 by First Seagull AS (“**First Seagull**”).

You will be asked to consider and, if thought fit, to pass the Resolutions which will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS:

- (a) THAT Stephen Bird be removed as Chair and Non-Executive Director of the Company with immediate effect.
- (b) THAT Jemima Bird be removed as Non-Executive Director of the Company with immediate effect.
- (c) THAT Karen Hubbard be removed as Non-Executive Director of the Company with immediate effect.
- (d) THAT Andrea Davis be appointed Non-Executive Director of the Company taking the role as Chair with immediate effect
- (e) THAT Stian Husvaeg be appointed Non-Executive Director of the Company with immediate effect.

Dated: 13 May 2026

Registered office:

Gorse Lane
Coleshill
Birmingham
B46 1JU
United Kingdom

NOTES TO THE NOTICE OF GENERAL MEETING

Appointment of proxy

1. Appointing a proxy will not prevent a shareholder from attending the meeting and voting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register of Members.
2. A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. 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 shareholder. If a shareholder does not specify how they want the proxy to vote on any particular resolution, the proxy may vote or abstain as they see fit. A proxy may also vote or abstain at their discretion on any other resolution or other matter which is put before the General Meeting.

Return date for proxies

3. To be effective, the return of an electronic proxy appointment must be received by the Company's Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11 a.m. on 29 May 2026 (UK time) (or, in the event of any adjournment, so as to arrive no later than 48 hours, excluding non-working days, before the time appointed for the adjourned meeting).

Electronic proxy appointments

4. Shareholders may, if they so wish, register the appointment of a proxy or proxies electronically by any of the following methods:

- A. By voting online via the Company's Registrar, MUFG Corporate Markets' Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/> or via www.proxymity.io (if you are an institutional investor) (see below). Electronic proxy appointments will be invalid unless it is lodged at the address specified on MUFG Corporate Markets' websites detailed above.
- B. If you are a member of CREST, by using the CREST electronic appointment service.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment(s) thereof) by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com.

CREST personal members or other CREST sponsored members (and those CREST members who have appointed a service provider(s)) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 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 11 a.m. on 29 May 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service provider(s)) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system provider(s)) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- C. Proximity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11 a.m. on 29 May 2026 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 Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



If you need help with voting online or require a hard copy Form of Proxy, please contact MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300 or from overseas on +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

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

Attendance and voting

5. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Register of Members of the Company at 11 a.m. on 29 May 2026 (UK time) (or, in the event of any adjournment, at 11 a.m. UK time on the date which is two business days prior to the adjourned meeting). In each case, changes to the Register of Members after such time will be disregarded.
6. Voting at the meeting will be conducted by way of a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. On arrival at the meeting all those entitled to vote will be required to register and collect a voting card. Shareholders will be given instructions on how to fill in the voting card at the meeting.
7. Persons who are not shareholders of the Company or their duly appointed representatives will not be admitted to the meeting unless prior arrangements have been made with the Company.
8. Please could you confirm in advance if you intend to attend the GM in person by emailing HeadlamGroup@headlam.com. Any shareholder with special needs wishing to attend the meeting should contact Company Secretariat so that appropriate arrangements can be made (telephone: 01675 433000).

Right to ask questions

9. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting 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 the good order of the meeting that the question be answered.
10. Shareholders who have general queries about the meeting should use the following means of communication (no other communication will be accepted): emailing at shareholderenquiries@cm.mpms.mufg.com or calling the shareholder helpline on telephone number 0371 664 0300 or from overseas on telephone number +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Shareholders may not use any electronic address provided either in this Notice of Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated in those documents.

Security

11. Security measures will be in place to ensure your safety at the meeting. All those present at the meeting are asked to facilitate the orderly conduct of the meeting and the Company reserves the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave. All hand baggage may be subject to examination prior to entry to the meeting. Mobile phones may not be used in the meeting and cameras, video recorders, laptop computers and similar equipment may not be taken into the meeting. Anyone attempting to take photos, or to record or film proceedings, may be asked to leave.

Indirect investors

12. Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting.

13. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights.
14. The statement of the rights of shareholders in relation to the appointment of proxies in explanatory note 12 above does not apply to Nominated Persons. The rights described in explanatory note 12 can only be exercised by shareholders of the Company.

Corporate representatives

15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

Website

16. A copy of this Notice of Meeting, and other information required by section 311A of the 2006 Act, can be found at www.headlam.com

Voting Results

17. The results of the voting at the meeting will be announced through a regulatory information service and will appear on our website at www.headlam.com as soon as reasonably practicable.

Issued Share Capital and Total Voting Rights

18. As at 8 May 2026 (being the latest practicable date prior to the publication of this Notice of Meeting), the Company's issued share capital (including treasury shares) consists of 85,639,209 ordinary shares.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

Board	means the board of directors of the Company;
Company or Headlam	means Headlam Group plc, registered in the United Kingdom with company number 00460129 with its registered office at Gorse Lane, Coleshill, Birmingham, B46 1JU;
CREST	means the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades in listed securities in the UK, of which Euroclear UK & International is the operator (as defined in the CREST Regulations);
CREST Manual	means the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms);
CREST Regulations	means the Uncertificated Securities Regulations 2001 (SI 2001/3755);
Directors	means the directors of the Company and Director shall mean any one of them;
First Seagull Resolutions	means the resolutions proposed by First Seagull AS in its Notification of the Requisition of the General Meeting and set out in the Notice on pages 13-17 of this document;
General Meeting	means the general meeting of the Company to be held at 11 a.m. on 2 June 2026 at the Company's head office at Gorse Lane, Coleshill, Birmingham, B46 1JU notice of which is set out at pages 13-17 of this document;
IFRS	means the International Financial Reporting Standards;
NED	means Non-Executive Director;
Notice	means the notice of the General Meeting set out at pages 13-17 of this document;
Notification of the Requisition of General Meeting	means the notice of the requisition of the General Meeting served on the Company by First Seagull AS and dated 24 April 2026;
Register of Members	means the statutory register of members of the Company;
Registrar	means MUFG Corporate Markets (UK) Limited;
Shareholders	means a holder of ordinary shares in the capital of the Company;
UK	means the United Kingdom of Great Britain and Northern Ireland; and

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension of it.

All references to time in this document (including the Notice of the Requisition General Meeting) are to London time.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

