

James Halstead plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ONE HUNDREDTH and FIFTH ANNUAL GENERAL MEETING of the company will be held at its registered office, Beechfield, Hollinhurst Road, Redcliffe, Manchester M26 1JN, on 12 November 2020 at 9.00am.

The company's priority in the current climate is the health and safety of shareholders and colleagues and in light of the recent UK government's updated restrictions on public gatherings, the board has reluctantly decided that shareholders will not be invited to attend this meeting. The AGM will therefore be conducted as a closed meeting with the minimum number of members in attendance as is required to form a quorate meeting.

Shareholders are strongly encouraged to vote ahead of the AGM by completing and returning their form of proxy and to appoint the chairman of the meeting as their proxy to ensure that their vote will be counted.

In the spirit of transparency and engagement, should shareholders wish to ask any questions in relation to the resolutions set out in the Notice of AGM, which they may otherwise have asked at the AGM had they been in attendance, they are encouraged to contact the company prior to the AGM by email to secretary@jameshalstead.plc.uk. Please label your email with "AGM Question" to enable swift identification. We will endeavour to respond to all questions received. Answers to common questions asked will be published in a Q&A document on the company's website at www.jameshalstead.com.

Ordinary business

- 1 To receive and adopt the report of the directors and the statement of accounts for the year ended 30 June 2020 together with the report of the auditors.
- 2 To declare a final dividend on the ordinary shares in the capital of the company for the year ended 30 June 2020.
- 3 To re-elect Mr. M J Halstead who is retiring by rotation under the articles of association as a director.
- 4 To re-elect Mr. R P Whiting who is retiring by rotation under the articles of association as a director.
- 5 To re-appoint BDO LLP as auditors of the company and authorise the directors to fix their remuneration for the ensuing year.

Special business

To consider and, if thought fit, pass the following resolutions of which resolutions 6, 7 and 10 shall be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions:

- 6 That, subject to the passing of the ordinary and special resolutions numbered 7 and 8 below, the directors be and they are hereby authorised, pursuant to article 35.14 of the company's articles of association:
 - (i) to exercise the power contained in article 35.14 so that, to the extent determined by the directors, the holders of ordinary shares be permitted to elect to receive new ordinary shares of 5.0p each in the capital of the company, credited as fully paid, instead of all or part of any interim or final dividends which shall be declared before the conclusion of the next annual general meeting of the company after the passing of this resolution; and
 - (ii) to capitalise the appropriate amount of new ordinary shares falling to be allotted pursuant to any elections made as aforesaid out of profits, or sums standing to the credit of any share premium account or capital reserves of the company, to apply such sums in paying up such new ordinary shares and to allot such new ordinary shares to the members of the company making such elections in accordance with their respective entitlements.
- 7 That in substitution for all existing and unexercised authorities and powers, the directors of the company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the "Act") to exercise all or any of the powers of the company to allot shares of the company or to grant rights to subscribe for, or to convert any security into, shares of the company (such shares and rights being together referred to as "Relevant Securities") up to an aggregate nominal value of £3,469,018 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the company) PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the company (if earlier) save that the directors of the company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

continued

8 That subject to the passing of the ordinary resolution numbered 7 above the directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 subsection (1) of the said Act) for cash pursuant to the authority conferred by resolution numbered 6 above as if Section 561 of the said Act did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practical) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of 5% of the ordinary share capital of the company in issue at the date of the passing of this resolution;

and shall expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the company (if earlier) 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 such an offer or agreement as if the power conferred hereby had not expired.

9 That the company is hereby generally and unconditionally authorised for the purposes of section 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the said Act) of fully paid ordinary shares of 5 pence each in the capital of the company ("ordinary shares") provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10% of the ordinary shares in issue at the date of passing of this resolution;
- (ii) the maximum price (exclusive of any expenses) which may be paid for an ordinary share shall not be more than 5% above the average of the middle market quotations for an ordinary share as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the day on which the ordinary share is purchased;
- (iii) the minimum price which may be paid for each ordinary share is 5 pence (exclusive of any expenses);
- (iv) unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the company or twelve months from the date, if earlier, of passing this resolution;
- (v) the company may make a contract or contracts to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and the company may make a purchase of its ordinary shares in pursuance of such contract as if the authority hereby conferred had not expired; and
- (vi) the directors may elect to hold shares purchased under this authority in the form of treasury shares (subject to a maximum of 10% of the issued ordinary share capital of the company at any one time).

10 That the amendments to the rules of the James Halstead PLC Share Option Plan (the "Rules") of which Part A is intended to meet the requirements for a tax-advantaged company share option plan (CSOP) in Schedule 4 of the Income Tax (Earnings and Pensions) Act 2003. The directors and the company secretary are authorised to do all things necessary in order to adopt the amendments to the Rules and carry into effect the changes to the Rules, including notifying any existing option holders of the amendments to the Rules, as appropriate. A summarised schedule of the amendments can be found on the company's website at www.jameshalstead.com.

By order of the board
D W Drillingcourt
Secretary

16 October 2020

Beechfield
Hollinhurst Road
Radcliffe
Manchester
M26 1JN

Notes

- 1 Preference shareholders are advised that they are not entitled to attend or vote at the annual general meeting.
- 2 Please do not travel to the AGM as any person who seeks to attend in person will be refused entry. All shareholders are therefore strongly urged to register their votes in advance by appointing the chairman of the AGM as their proxy and advise them of the voting instructions. We do not recommend you appoint any other person as your proxy as they will be unable to attend the AGM and your votes will not be counted.
- 3 You can vote either:
 - i. By logging on to www.signalshares.com and following the instructions. If you experience difficulties in logging in or require assistance, please contact Link Asset Services (previously called Capita), directly on 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).
 - ii. You may request a hard copy of the form of proxy directly from the registrars, Link Asset Services using the telephone number above (same call terms and conditions apply)
 - iii. In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 9.00am on 10 November 2020.

- 4 If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged
- 5 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). 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 by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 9.00am on 10 November 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 7 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 8 As at 30 September 2020 (being the latest practicable business day prior to the publication of this Notice), the company's ordinary issued share capital consisted of 208,141,108 ordinary shares, carrying one vote each. Therefore, the total voting rights in the company as at 30 September 2020 were 208,141,108.
- 9 You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the company for any purposes other than those expressly stated.
- 10 A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the company's website at www.jameshalstead.com.
- 11 The documents listed below will be available for inspection at an agreed time at the registered office of the company during the usual business hours on any weekday except bank holidays. Please e-mail secretary@jameshalstead.plc.uk (Label your e-mail "AGM documents") to book an appointment to view the following documents:
 - i. The register of interests of the directors in the share capital of the company: and
 - ii. Copy of the service contract of Mr. G R Oliver.
- 12 The final dividend, if approved, will be paid on 11 December 2020 to shareholders on the register as at 20 November 2020.