

HUNTSWORTH

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the purchaser or transferee.

**HUNTSWORTH plc
(the Company)**

NOTICE OF ANNUAL GENERAL MEETING 2016

Registered Office:
3 London Wall Buildings
London Wall
London EC2M 5SY
Registered in England No. 1729478

Letter from the Chairman of Huntsworth plc

To all shareholders and, for information only, optionholders

14 April 2016

Dear shareholder,

Annual General Meeting

This year's Annual General Meeting (the **Meeting**) will be held at the offices of Citigate Dewe Rogerson Limited, 3rd Floor, 3 London Wall Buildings, London Wall, London, EC2M 5SY on Thursday 26 May 2016 at 9.30 am. The Notice of Meeting is set out in Part I of this document. The explanatory notes to the business of the Meeting are set out in Part II of this document.

Voting at the Annual General Meeting

This year voting on all resolutions at the Meeting will, once again, be by way of a poll rather than a show of hands. The Board of the Company (the **Board**) believes that this is a more transparent and equitable method of voting, as shareholder votes are counted according to the number of shares held, ensuring an exact and definitive result. Furthermore, we wish to encourage as many shareholders as possible to take advantage of the ability to cast their votes on resolutions before the Meeting by the use of the electronic proxy appointment service offered by the Registrars, Computershare Investor Services PLC, at www.investorcentre.co.uk/eproxy. All such votes must be received by 9.30 a.m. on 24 May 2016.

The poll results will be notified to the UK Listing Authority and published on the Company's website as soon as possible after the conclusion of the Meeting.

Reappointment of Directors

As required by the Company's existing Articles of Association, Neil Jones, Pat Billingham and Terence M. Graunke are retiring and seeking reappointment as Directors.

Final dividend

Shareholders are being asked to approve a final dividend of 1.25 pence per ordinary share for the year ended 31 December 2015. If you approve the recommended final dividend, this will be paid on 7 July 2016 to all ordinary shareholders who will be on the register of members at the close of business on 27 May 2016.

Changes to Executive Directors/senior management remuneration arrangements

Our current Remuneration Policy was approved by a majority of shareholders at the 2014 Annual General Meeting and does not require re-approval until the 2017 Annual General Meeting. However, following a review of the Group's Executive Directors and senior management remuneration arrangements, shareholders are being asked to approve a new Remuneration Policy. The key changes contained in the new Remuneration Policy are set out in the explanatory notes to the business of the Meeting in Part II of this document.

Further, the Board is recommending that a new long-term incentive plan (The Huntsworth Long Term Incentive Plan 2016), be introduced to replace the Company's performance share plan and executive share option scheme which were established in 2006 and are now at the end of their 10 year term. The Board is also recommending that a new deferred share bonus plan (The Huntsworth 2016 Deferred Share Bonus Plan) be introduced. This will enable the Remuneration Committee to have discretion to defer a proportion of annual bonus payments into shares. The Remuneration Committee's intention for the 2016 bonus year is that 50% of any bonus payable above 100% of salary will be deferred for a period of two years. A summary of the two new proposed plans is set out in Part III of this document and copies of the full rules of the plans may be inspected at the Company's registered office at any time during normal business hours on weekdays up to and including the day of the Annual General Meeting and at the venue for the meeting from half an hour before the time fixed for the meeting until the conclusion of the meeting.

The Board is of the view that these proposals demonstrate Huntsworth's ongoing commitment to strengthening the alignment between executive management and shareholder interests, ensuring that the remuneration arrangements are appropriate for a Group of our size and complexity, whilst ensuring that we adopt the highest standards of corporate governance.

Annual re-election of Directors – to amend the Articles of Association

Whilst the Company is not required to comply with the 2014 UK Corporate Governance Code (the **Code**) provision that all Directors be subject to annual re-election, the Board has nevertheless decided to adopt this provision of the Code. We are seeking to adopt a new set of Articles of Association to make all Directors subject to annual re-election. A summary of the principal changes proposed is set out in the explanatory notes to the business of the meeting in Part II of this document.

Action to be taken

You are requested (whether or not you intend to be present at the Meeting) to complete and submit a proxy appointment form in accordance with the notes to the Notice of Meeting set out in notes 3 and 4 on pages 15 and 16 of this document. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes by no later than 9.30 a.m. on 24 May 2016. The return of a completed proxy appointment form will not prevent you from attending the Meeting and voting in person if you so wish and if you are entitled to do so.

Shareholders who do not already participate in the scrip dividend scheme can find details of the scheme in the enclosed scrip dividend scheme circular or on our website www.huntsworth.com, or alternatively you can write to the Company Secretary of Huntsworth plc at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY for details. If you wish to participate in the scrip dividend scheme in time for the 2015 final dividend, please complete the scrip dividend mandate form in accordance with the instructions printed thereon and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ as soon as possible and, in any event, no later than 5.00 p.m. on 16 June 2016. The mandate will be subject to the terms and conditions of the scrip dividend scheme.

Recommendation

The Board is of the opinion that each resolution set out in the Notice of Meeting is in the best interests of Huntsworth plc and shareholders as a whole and, accordingly, unanimously recommends shareholders to vote in favour of these resolutions, as the Directors intend to do in respect of their own shareholdings.

Yours faithfully

Derek Mapp
Chairman

PART I: NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting of Huntsworth plc will be held at the offices of Citigate Dewe Rogerson Limited, 3 London Wall Buildings, London Wall, London, EC2M 5SY on Thursday 26 May 2016 at 9.30 a.m., for the transaction of the following business.

Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 17 (inclusive) will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Resolution 1

To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2015 together with the Reports of the Directors and auditor.

Resolution 2

To approve the Report of the Directors on Remuneration, other than the part containing the Directors' Remuneration Policy, for the financial year ended 31 December 2015.

Resolution 3

To approve the new Directors' Remuneration Policy (**Remuneration Policy**) contained in the Report of the Directors on Remuneration for the financial year ended 31 December 2015.

Resolution 4

To approve The Huntsworth Long Term Incentive Plan 2016 and to authorise the Directors to do all acts and things necessary to establish and carry it into effect.

Resolution 5

To approve The Huntsworth 2016 Deferred Share Bonus Plan and to authorise the Directors to do all acts and things necessary to establish and carry it into effect.

Resolution 6

To reappoint Neil Jones as a Director.

Resolution 7

To reappoint Pat Billingham as a Director.

Resolution 8

To reappoint Terence M. Graunke as a Director.

Resolution 9

To reappoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which financial statements are laid before the Company.

Resolution 10

To authorise the Directors to determine the remuneration of the auditor.

Resolution 11

To declare a final dividend of 1.25 pence per ordinary share.

Resolution 12

THAT in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period from the date of this resolution until the earlier of 25 August 2017 and the conclusion of the Company's next Annual General Meeting are authorised:

- (a) to make donations to political parties or independent election candidates;
- (b) to make donations to political organisations other than political parties, and
- (c) to incur political expenditure,

up to an aggregate total amount of £75,000, with the amount authorised for each of the heads (a) to (c) being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than Sterling shall be converted into Sterling at such rate as the Board may decide is appropriate.

Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on 'Control of political donations and expenditure'.

Resolution 13

THAT the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £1,094,374 (such amount to be reduced by the aggregate nominal amount of equity securities that may be allotted under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £2,188,747 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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, provided that (unless previously revoked, varied or renewed) such authorities shall expire on 25 August 2017 or, if earlier, at the conclusion of the Company's next Annual General Meeting but, in each case, so that the Company may make an offer or agreement before these authorities expire which would, or might, require shares to be allotted or rights to be granted after the authorities have expired and the Directors may allot shares and grant rights in pursuance of such an offer or agreement as if the authorities conferred hereby had not expired. All authorities vested in the Directors on the date of the notice of this Meeting to allot shares or to grant rights that remain unexercised at the commencement of this Meeting are revoked.

Resolution 14

THAT the Directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on the Directors by resolution 13 (subject to the passing and coming into effect of that resolution) and/or where the allotment is treated as an allotment of equity securities under section 560(2) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 13, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

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

- (b) in the case of the authority granted under paragraph (a) of resolution 13 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(2) of the Companies Act 2006, to the allotment of equity securities or transfer of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £328,312 representing 10% of the issued ordinary share capital (excluding treasury shares),

and this power shall expire on 25 August 2017 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may make an offer or agreement before this authority has expired which would, or might, require equity securities to be allotted after this authority has expired and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 15

THAT the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1 pence each in its capital upon and subject to the following conditions:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 32,831,206;
- (b) the minimum price, exclusive of expenses, which may be paid for an ordinary share is 1 pence;
- (c) the maximum price, exclusive of expenses, at which ordinary shares may be purchased shall be the higher of:
 - (i) 5% above the average of the closing middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the date of purchase; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; and
- (d) the authority hereby conferred shall expire on 25 August 2017 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may before such expiry enter into a contract to purchase ordinary shares under which such purchase would or might be executed wholly or partly after the expiration of such authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution 16

THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company.

Resolution 17

THAT with effect from the end of this Meeting the Articles of Association produced to the meeting and, for the purposes of identification, signed by the Chairman, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

On behalf of the Board

Martin Morrow

Company Secretary
14 April 2016

Registered Office:
3 London Wall Buildings
London Wall
London EC2M 5SY

PART II: EXPLANATORY NOTES TO THE BUSINESS OF THE ANNUAL GENERAL MEETING

Additional information is set out below in relation to the resolutions proposed in the Notice of Meeting in Part I of this document.

References to pages of the Annual Report and Accounts are to the relevant pages in the 2015 Annual Report and Accounts. The Notice and this commentary should therefore be read in conjunction with the Annual Report and Accounts.

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. An ordinary resolution will be passed if it is passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote on the resolution. Resolutions 14 to 17 (inclusive) are proposed as special resolutions. A special resolution will be passed if it is passed by members representing not less than 75% of the total voting rights of members who (being entitled to do so) vote on the resolution.

Resolution 1 – Receipt of Company’s Annual Report and Accounts for the year ended 31 December 2015

Under the provisions of the Companies Act 2006 (the **2006 Act**), the Directors are required to lay before the shareholders at a general meeting of the Company copies of the report of the Directors, the independent auditor’s report and the audited financial statements in respect of each financial year. Should any shareholder be concerned about the contents of the reports or financial statements or about any corporate governance issue, the Directors welcome any comments or questions during this item of the agenda either at the Meeting or in advance (see note 7 on page 16 of this document).

Resolution 2 – Approve the Report of the Directors on Remuneration

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together the **Report of the Directors on Remuneration**). The Company is required to seek shareholders’ approval in respect of the contents of this report on an annual basis. The vote is an advisory one.

You can find the Report of the Directors on Remuneration on pages 44 to 67 of the Annual Report and Accounts.

Resolution 3 – Approve the Remuneration Policy

The current Remuneration Policy was approved by a majority of shareholders at the 2014 Annual General Meeting and does not require re-approval until the 2017 Annual General Meeting. However, following a recent review of the Group’s remuneration structure, shareholders are being asked to approve a new Remuneration Policy as set out in the Report of the Directors on Remuneration. The vote is a binding one.

Below is a summary of the key changes to the Remuneration Policy:

- (a) **Annual bonus deferral** - An element of the annual bonus for Executive Directors will be deferred into shares. The Remuneration Committee’s intention for the 2016 bonus year is that 50% of any bonus payable above 100% of salary will be deferred for a period of two years. The Huntsworth 2016 Deferred Share Bonus Plan, which members are being asked to approve in Resolution 5, is in order to facilitate such deferred share awards.
- (b) **Malus and clawback** - All incentive awards from 2016 onwards granted to Executive Directors, including annual bonuses, awards under The Huntsworth Long Term Incentive Plan 2016 and The Huntsworth 2016 Deferred Share Bonus Plan, will be subject to both malus and clawback arrangements, in line with the 2014 UK Corporate Governance Code.
- (c) **Shareholding guidelines** - Executive Directors will be required to hold Huntsworth shares worth 100% of their salary. Half of their vested share awards, after any applicable taxes, must be held in shares until this target is reached. Non-Executive Directors will not be required to hold Huntsworth shares, but will be encouraged to do so.
- (d) **Share Plans** – The replacement of the existing Huntsworth Performance Share Plan and Executive Share Option Scheme 2006 which are each at the end of their 10 year terms with The Huntsworth Long Term Incentive Plan 2016 and The Huntsworth 2016 Deferred Share Bonus Plan.

The Remuneration Policy, if approved, will take effect from the date of approval by shareholders and will apply until replaced by a new or amended policy, no later than the Company’s Annual General Meeting in 2019. Once the policy is effective, the Company will not be able to make remuneration payments to a current or future Director, or loss of office payments to a current or past Director, unless the payment is consistent with the approved policy or has been otherwise approved by shareholders.

If the Remuneration Policy is not approved by the shareholders for any reason, the Company will, if and to the extent permitted to do so under the 2006 Act, continue to make payments to Directors in accordance with its existing contractual arrangements and will seek shareholder approval for a revised policy as soon as practicable. You can find the Remuneration Policy on pages 54 to 67 of the Annual Report and Accounts.

Resolutions 4 and 5 - The Huntsworth Long Term Incentive Plan 2016 and The Huntsworth 2016 Deferred Share Bonus Plan

A summary of the two new proposed share plans is set out in Part III of this document and copies of the full rules of the plans may be inspected at the Company’s registered office at any time during normal business hours on weekdays up to and including the day of the Annual General Meeting and at the venue for the meeting from half an hour before the time fixed for the meeting until the conclusion of the meeting.

Resolutions 6 to 8 - Details of Directors seeking reappointment

The Company's existing Articles of Association require any Director who has been appointed by the Board since the last Annual General Meeting shall retire at the next Annual General Meeting following his or her appointment. Such Director is eligible to stand for reappointment at that meeting. Pat Billingham, appointed on 1 December 2015, and Neil Jones, appointed on 1 February 2016, will retire at the Meeting, and will stand for reappointment.

The Company's existing Articles of Association also require any Director who held office at the time of the two preceding Annual General Meetings and who did not retire at either of them to retire from office. Such Director may also offer himself for reappointment. This year, Terence M. Graunke, who was last reappointed by the members in 2013, will retire at the Annual General Meeting and will seek reappointment by the members.

Biographical details for each Director are on pages 34 to 35 of the Annual Report and Accounts.

The Chairman confirms that each of the Directors seeking reappointment continues to be effective and demonstrates commitment to the role.

Resolutions 9 and 10 – Reappointment and remuneration of the auditor

At each meeting at which accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. Ernst & Young LLP have expressed their willingness to continue as auditor to the Company. Resolution 10 gives the Directors the discretion to determine the auditor's remuneration, which will then be disclosed in the next accounts of the Company.

Resolution 11 – Dividend

This resolution proposes the declaration of the final dividend recommended by the Directors. The Directors are proposing a final dividend of 1.25 pence per ordinary share for the year ended 31 December 2015. If approved, the dividend will be paid on 7 July 2016 to shareholders on the register at the close of business on 27 May 2016.

Resolution 12 – Political donations and expenditure

This resolution renews a similar authority given at last year's Annual General Meeting which is due to lapse at this year's Meeting. The resolution seeks approval from shareholders to enable the Company to make donations or to incur expenditure which it would otherwise be prohibited from making or incurring under the relevant provisions of the 2006 Act. The Company's policy is not to make donations to political parties and there is no intention to change that policy. However, the 2006 Act defines political expenditure, political donations and political organisations very broadly such that normal business activities which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may be included. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and communicating with the Government and political parties at local, national and European level may fall under the terms of the 2006 Act.

Accordingly, the Company, in common with many other companies, proposes to seek authority to incur a level of political donations to political parties, independent election candidates and political organisations as well as political expenditure, to cover these kinds of activities on a precautionary basis, in order to avoid possible inadvertent contravention of the 2006 Act. The authority does not purport to authorise any particular donation or expenditure but is expressed in general terms, as required by the 2006 Act. Furthermore, as permitted under the 2006 Act, the authority has been extended to cover any political donations made or political expenditure incurred by any subsidiaries of the Company. Therefore, as a precautionary measure, you will be asked to give the Company and each of its subsidiaries authority to make political donations to political parties or independent election candidates, to make political donations to political organisations (other than political parties) and to incur political expenditure. These authorities are limited to a maximum aggregate amount of £75,000.

If given, this authority will expire at the conclusion of the Company's next Annual General Meeting or on 25 August 2017 (whichever is earlier). It is the Directors' intention to renew this authority each year.

Resolution 13 – Authority to allot shares

This resolution renews the Directors' authority to allot share capital. Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares up to an aggregate nominal value of £1,094,374 (representing 109,437,353 ordinary shares of 1 pence each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 April 2016, the latest practicable date prior to the publication of the Notice of Meeting.

In line with the Investment Management Association's Share Capital Management Guidelines, paragraph (b) of this resolution would give the Directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £2,188,747 (representing 218,874,706 ordinary shares of 1 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 April 2016, the latest practicable date prior to publication of the Notice of Meeting.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 25 August 2017 and the conclusion of the Annual General Meeting of the Company held in 2017. Other than to satisfy existing contractual obligations regarding earn-outs, the Directors have no present intention to exercise either of the authorities sought under this resolution. However, if they do exercise the authorities, the Directors intend to follow recommendations concerning their use.

As at 14 April 2016, 1,686,681 ordinary shares of 1 pence each are held by the Company in treasury. This amount represents approximately 0.51% of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 April 2016, the latest practicable date prior to the publication of the Notice of Meeting.

Resolution 14 – Disapplication of pre-emption rights

Under the 2006 Act shareholders have 'rights of pre-emption' in relation to the issue of new shares: that is to say, the shares must be offered first to the existing shareholders in proportion to their holdings. Under Section 571 of the 2006 Act the Directors require the authority of the shareholders if they wish to disapply these rights. On 12 March 2015, the Pre-Emption Group issued a revised Statement of Principles (the **Statement of Principles**), which stated that, in addition to the standard annual disapplication of pre-emption rights up to a maximum equal to 5% of issued ordinary share capital, the Pre-Emption Group is now supportive of extending the general disapplication authority for certain purposes.

This special resolution renews the Directors' authority to issue new ordinary shares for cash, without following the statutory pre-emption procedures. Otherwise than in connection with a rights issue, open offer or other pre-emptive offer, or pursuant to a scrip dividend alternative (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements), the authority contained in this resolution will be limited to 32,831,206 new ordinary shares having an aggregate nominal amount of £328,312 which at 14 April 2016 (being the latest practicable date prior to the publication of this Notice of Meeting) was approximately 10% of the Company's issued ordinary share capital (excluding treasury shares). This threshold is in line with the Statement of Principles.

The Company confirms that the additional authority (equal to 5% of the issued ordinary share capital of the Company, excluding treasury shares) will only be used to fund one or more acquisitions or specified capital investments, as referred to in the Statement of Principles, which are announced contemporaneously with the allotment or which take place in the preceding six-month period and are disclosed in the announcement of the allotment.

The Company will have regard to the Statement of Principles in relation to any exercise of this authority. These guidelines provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

Renewal of this authority is sought at the Annual General Meeting each year and this authority will expire at the earlier of 25 August 2017 and the Annual General Meeting of the Company held in 2017.

Resolution 15 – Purchase of own shares by the Company

This special resolution renews the Company's ability to purchase its own shares. This authority is sought as the Directors believe there may be times when it would be desirable to reduce the issued share capital of the Company by making purchases in the market.

Purchases of the Company's own shares will only be made if to do so would result in an increase in earnings per share and be in the best interests of the shareholders generally. The Directors will also carefully consider the extent of the Company's borrowings and its general financial position. The Company may either retain shares purchased under this authority as treasury shares with a possible view to reissue such shares at a future date, or cancel them.

This proposed authority is limited to the purchase of a maximum of 32,831,206 shares, representing 10% of the Company's issued share capital (excluding treasury shares) as at 14 April 2016, being the latest practicable date prior to the publication of this Notice of Meeting. The minimum price which may be paid for an ordinary share under this authority is 1 pence and the maximum price is no more than the higher of:

- (i) 5% above the average of the middle market quotations (as derived from the London Stock Exchange Daily Official List) for the five business days preceding the day on which the shares are to be purchased, and
- (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange Official List at the time the purchase is carried out.

Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company. This authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 25 August 2017. It is the present intention of the Directors to seek a similar authority annually.

The total number of options to subscribe for equity shares that are outstanding as at 14 April 2016, being the latest practicable date prior to the publication of the Notice of Meeting, is 13,154,500. This represents 4.01% of the issued share capital (excluding treasury shares) at 14 April 2016 and 4.45% if the full authority to buy back shares is used. As at 14 April 2016 a total of 3,841,344 shares were held in the Company's Employee Benefit Trust which may be used to satisfy employee share options.

Resolution 16 – Notice of General Meetings

This special resolution renews an authority given at last year's Annual General Meeting and is required by section 307A of the 2006 Act.

The Company currently has power under its Articles of Association to call general meetings (other than an Annual General Meeting) on 14 clear days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on 14 days' notice. Resolution 16 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. 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.

Resolution 17 – Articles of Association

It is proposed to adopt new Articles of Association (the **New Articles**) to make all Directors subject to annual re-election.

The existing Articles of Association were adopted by the Company on 13 May 2010. They provide that Directors are subject to re-election every three years.

Whilst the Company is not required to comply with the 2014 UK Corporate Governance Code (the **Code**) provision that all Directors be subject to annual re-election, the Board has nevertheless decided to adopt this provision of the Code. Hence, the New Articles update the existing Articles of Association to reflect the Code in providing that all Directors be subject to annual re-election by shareholders. The New Articles provide that at each Annual General Meeting every Director shall retire from office and each Director wishing to serve again shall submit himself or herself for re-election. The New Articles also contain: (i) necessary related changes giving greater flexibility so that the Company can continue to operate in circumstances where the Board is left inquorate by insufficient numbers of Directors being elected or re-elected in one of the Company's subsequent Annual General Meetings; and (ii) minor consequential drafting changes.

The New Articles will be available for inspection as set out on note 9 on pages 16 and 17 of this document and will take effect from the conclusion of the Annual General Meeting.

Issued share capital

All references to the Company's 'issued share capital' in the Explanatory Notes above are to the Company's issued share capital as at 14 April 2016, which was 329,998,740 ordinary shares of 1 pence each, of which 1,686,681 ordinary shares of 1 pence each were held as treasury shares. As at 14 April 2016, the total number of voting rights in the Company was 328,312,059.

PART III: SUMMARY OF THE TWO NEW PROPOSED SHARE PLANS

A. Summary of the main provisions of The Huntsworth Long Term Incentive Plan 2016 (the Plan)

1. Administration of the Plan

The Plan will be administered by the Remuneration Committee of the Board or any person appointed by it. All of the members of the Remuneration Committee are non-executive Directors and are not eligible to participate in the Plan.

2. Eligibility

Participants in the Plan will be selected by the Remuneration Committee. Participants will be limited to employees and Executive Directors of the Company and its subsidiaries (the **Group**).

3. Awards

Awards may normally take one of two forms:

- (i) a conditional award, which is a deferred right to receive ordinary shares (**Shares**) in the Company; or
- (ii) an option to acquire Shares for no cost.

Awards may be satisfied by the issue of new Shares, the transfer of Shares held in treasury or the purchase of Shares in the market.

In such circumstances as the Remuneration Committee considers appropriate, including where the grant of an award might cause exchange control or securities laws difficulties, participants may instead be granted a right to be paid a cash sum equal to the value of a specified number of Shares. The terms of such awards may mirror the terms of conditional awards or options. Such awards may, nevertheless, at the discretion of the Remuneration Committee, be settled wholly or partly in Shares.

Awards will be personal to the participant and may not be transferred. No payment will be required for the grant of an award.

Malus and clawback provisions apply to awards. In addition the Remuneration Committee may determine that awards will be granted with a right to be adjusted to reflect dividends paid during the period between the date of grant and the date the award vests.

4. Timing

Awards may be granted in the six weeks following the date on which the Plan is approved by shareholders. Thereafter, awards may be granted in the six weeks following the announcement of the Company's results for any period, when or shortly after an individual is recruited or promoted and at other times if the Remuneration Committee considers that exceptional circumstances exist.

5. Individual limit

Except in relation to the first grant of an award to an individual on his recruitment there is a limit on the market value (measured at closing on the dealing day immediately before the date of grant) of Shares over which awards may be granted to an individual in respect of any financial year of the Company of 200% of the annual rate of the individual's basic pay.

6. Plan limits

The Plan will be subject to the limit that on any date, the aggregate nominal amount of Shares that may be allocated under the Plan may not, when added to the nominal amount of Shares allocated in the previous 10 years under all employee share plans of the Group, exceed 10% of the then equity share capital of the Company.

For these purposes, Shares will be treated as allocated when rights to acquire or obtain them are granted and otherwise when they are issued or transferred. Rights which lapse, by reason of non-exercise or otherwise, cease to count. No account will be taken of (a) Shares which are acquired by purchase in the market (rather than by subscription or from treasury) and (b) Shares which an employee purchases at market value using his own funds.

7. Performance targets

Each award granted to a Director of the Company must (except for replacement options on recruitment), and awards granted to other employees may, be subject to one or more performance targets which will determine whether and to what extent the participant will receive Shares. Performance targets must for company directors and will normally for other participants, be measured over a period of not less than three years. The performance targets will be measured on one occasion only; there will be no re-testing.

The Remuneration Committee may change a performance target from time to time if events happen as a result of which the Remuneration Committee considers it fair and reasonable to make the change or to take account of changes in the law or to obtain or keep favourable tax, exchange control or regulatory treatment for participants or any member of the Group. Any change to an existing performance target must not have the effect, in the opinion of the Remuneration Committee, of making the target materially easier or materially more difficult to achieve.

The Remuneration Committee may set different performance targets from year to year and for different awards.

8. Vesting of awards

Awards will normally only vest in accordance with any performance targets at the end of the performance period or, otherwise, three years after the date of grant.

Each award may, to the extent that it vests, be adjusted by the Remuneration Committee to reflect the dividends paid on the vested Shares during the period starting with the date of grant and ending with the date on which the award vests. The adjustment will be made, as the Remuneration Committee may decide, either by applying that amount in purchasing additional Shares or by assuming that the dividends (and the associated tax credits) had been reinvested in purchasing additional Shares.

In the case of conditional awards, the Shares will be released automatically upon vesting. In the case of options, the award will become exercisable on vesting and may be exercised during such period as the Remuneration Committee may have specified at the time of grant.

9. Leaving the Huntsworth Group

If a participant ceases to be employed within the Group for any reason other than one justifying summary dismissal, he will be entitled to retain any awards which have vested.

If a participant ceases to be employed within the Group, his unvested awards will lapse unless he leaves for a permitted reason. A permitted reason is death; injury; ill-health; disability; redundancy; the sale of the company or business in which the participant works; and such other reason as the Remuneration Committee may decide.

Where a participant leaves for a permitted reason, his award will be reduced on a time-apportioned basis by reference to the proportion of the performance period or the period since the date of grant (as the Remuneration Committee may decide) during which the participant was in employment unless the Remuneration Committee decides to make a smaller reduction (including no reduction at all) having regard to such factors as it considers relevant.

The award will then vest (if at all) according to any performance targets measured over the normal performance period unless the Remuneration Committee decides to measure the targets over a shorter period to the date of cessation. In the case of death, any performance targets will be waived.

Options that have already vested, or which vest following termination of employment, may be exercised within the 12 months following termination or, if later, vesting.

For these purposes, the Remuneration Committee may decide to treat as a member of the Group any company of which the Group beneficially owns at least 20% of the equity share capital.

10. Change of control etc

Special rules apply in the event of a change of control, including a change of control resulting from a restructuring, a scheme of arrangement pursuant to Part 26 of the 2006 Act or a takeover or a voluntary winding up of the Company.

Awards will vest (if at all) by measuring any performance targets up to the date of the relevant event (or such other convenient date as the Remuneration Committee may select) and then reducing them on a time-apportioned basis by reference to the proportion of the performance period or the period since grant prior to the date of the relevant event. The Remuneration Committee may, however, decide that the award will vest to a greater extent having regard to the underlying financial performance of the Company and such factors as it considers relevant.

In the event of a change of control, participants may surrender their awards in return for substitute awards over Shares in the acquiring company or another company. If, immediately following the change of control, more than 75% of the shareholders of the acquiring company are the same as the shareholders of the Company before the change of control and the participants are offered or granted substitute awards, the Remuneration Committee may decide that unvested awards will not vest.

11. Listing

The Company will apply for any new Shares issued under the Plan to be admitted to the Official List and for permission to trade in those Shares. Shares issued under the Plan will rank equally in all respects with existing Shares except for any rights attaching to the Shares by reference to a record date prior to the date of allotment.

12. Variation of Capital

In the event of any variation in the share capital of the Company or in such other circumstances as the Remuneration Committee considers appropriate, awards may be adjusted in such manner as the Remuneration Committee considers appropriate.

13. Benefits non-pensionable

Benefits under the Plan will not form part of a participant's remuneration for pension purposes.

14. Amendments

The Remuneration Committee may amend the Plan, or the terms of awards, to take account of changes to any applicable legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group including, if appropriate, setting up separate sub-plans.

Except as described above or for amendments designed to ease the administration of the Plan or to correct clerical errors, (i) no amendment which is to the advantage of existing or future participants may be made, without the prior approval of the Company in general meeting, to those provisions dealing with eligibility, individual or Plan limits, the terms of awards, the adjustment of awards or the power of amendment and (ii) no change may adversely affect any of the subsisting rights of a participant except either with his written consent or with the consent of the majority of participants affected by the change.

15. Duration

No awards should be granted after 26 May 2026.

B. Summary of the main provisions of The Huntsworth 2016 Deferred Share Bonus Plan (the Bonus Plan)

1. Administration of the Bonus Plan

The Bonus Plan is administered by the Remuneration Committee of the Board or any person appointed by it. All of the members of the Remuneration Committee are non-executive Directors and are not eligible to participate in the Bonus Plan.

2. Eligibility

The participants are selected by the Remuneration Committee (and may include Executive Directors) and must be employees of the Company or one of its subsidiaries. A part (as determined by the Remuneration Committee) of the bonus to which they may be entitled under the Company's annual bonus scheme will be awarded as a deferred right under the Bonus Plan.

3. Awards

The award will be a contingent right to receive fully paid Shares in the Company or a nil cost option to receive such Shares. Awards will be personal to the participant and may not be transferred. No payment will be required for the grant of an award.

Malus and clawback provisions apply to awards. In addition the Remuneration Committee may determine that awards will be granted with a right to be adjusted to reflect dividends paid on the vested Shares during the period between the date of grant and the date the award vests.

4. Timing

Awards will usually be granted in the six weeks following the announcement of the results of the Company for any financial year.

5. Bonus Plan limitations

The number of Shares comprised in the awards will be determined by the Remuneration Committee but may not exceed such number of Shares as have an aggregate market value at the date of the award of no more than 100% of the gross value of the bonus that would otherwise have been payable. This will enable the Remuneration Committee to have discretion to defer a proportion of annual bonus payments into Shares. The Remuneration Committee's intention for the 2016 bonus year is that 50% of any bonus payable above 100% of salary will be deferred for a period of two years. The Remuneration Committee may determine that the award may also include a number of Shares with a market value equal to the dividends which would have been received on the Shares comprised in the award if they had been owned by the participant before vesting.

On any date the aggregate nominal amount of Shares that may be allocated under the Bonus Plan may not, when added to the nominal amount of Shares allocated in the previous 10 years under all employee share schemes of the Company exceed 10% of the issued equity share capital of the Company.

6 Vesting of award

In normal circumstances, awards will be transferred to the participant on the vesting date. The vesting date is such date as the Remuneration Committee may determine, being not earlier than 12 months after the award date. However, if there is a restricted period, then the vesting date would be the first dealing day after the end of the relevant restricted period.

7. Leaving the Huntsworth Group

If the participant's employment terminates by reason of death, ill-health, disability, injury, redundancy, by reason of the company by which he is employed ceasing to be a member of the Huntsworth Group, that the undertaking, or part of the undertaking, in which he works is transferred to a person who is not a member of the Huntsworth Group or any other reason at the discretion of the Remuneration Committee (all being a **Permitted Reason**) then, all of his Shares subject to the award will be transferred to him on the vesting date or in case of death or such other cases as the Remuneration Committee may determine, as soon as practicable after the date of cessation.

If the participant ceases to be employed within the Huntsworth Group prior to the vesting date, due to summary dismissal or for any other reason, then his award will lapse immediately upon his dismissal.

8. Change of control etc

When a relevant change of control takes place, the Shares subject to the award will be transferred to the participant immediately on the occurrence of the change of control.

If a demerger, reconstruction, reorganisation or amalgamation occurs, and participants are offered compensation in the form of new equivalent Shares over awards in another company, then if the Remuneration Committee so decides the Shares subject to the awards will not be released and such awards shall lapse 28 days after the date on which the invitation to exchange the old awards for the new award is made, or if earlier the date on which such invitation is accepted.

9. Listing

The Company will apply for any new Shares issued under the Bonus Plan to be admitted to the Official List and for permission to trade in those Shares. Shares issued under the Bonus Plan will rank equally in all respects with existing Shares except for any rights attaching to the Shares by reference to a record date prior to the date of allotment.

10. Variation of capital

In the event of any variation in the share capital of the Company (including a capitalisation or rights issue or any sub-division, consolidation or reduction in the share capital of the Company) or in such other circumstances as the Remuneration Committee determines appropriate, the Remuneration Committee may make such adjustment as it considers appropriate to the number of Shares under the award provided that such adjustment is notified to each participant as soon as reasonably practicable after its decision.

11. Benefits non-pensionable

Awards under the Bonus Plan are not pensionable.

12. Amendments

The Remuneration Committee may change the Bonus Plan in any way but the approval of the Company's shareholders in general meeting is required before any change can be made to the advantage of participants to the provisions of the Bonus Plan dealing with eligibility, individual or plan limits, the term of awards, the adjustment of awards and the provisions for amendment. In addition, no change may adversely affect any of the subsisting rights of a participant except either with his written consent or with the consent of the majority of participants affected by the change. The Remuneration Committee may change the Bonus Plan to take account of any amendment to any relevant law, and may make any change to the Bonus Plan to get or maintain a favourable tax exchange control or regulatory treatment for participants or any member of the Huntsworth Group or make minor amendments to the Bonus Plan to benefit its administration (without consent of the participants).

13. Duration

No awards should be granted after 26 May 2026.

PART IV: NOTES TO THE NOTICE OF THE MEETING

1. Uncertificated securities

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders registered in the Company's register of members at the close of business on 24 May 2016 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to the shareholder register after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting. If the Meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 48 hours (taking no account of any part of a day which is not a working day) before the time fixed for the adjourned meeting shall be entitled to attend and vote at that meeting.

2. Joint shareholders

In the case of joint shareholders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members (the first named being the most senior).

3. Proxies

3.1 A member of the Company is entitled to appoint one or more proxies to attend the Meeting, and to speak and vote on his behalf, 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 member of the Company.

3.2 To appoint a proxy you may:

- (a) use the Proxy Form enclosed with this Notice of Meeting (for the attention of members only) which should be returned by hand or by post direct to:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZY

so as to be received no later than 9.30 a.m. on 24 May 2016; or

- (b) as an alternative to completing the hard copy Proxy Form, register the appointment of your proxy vote electronically using the internet by going to www.investorcentre.co.uk/eproxy and following the instructions provided. The proxy appointment must be received by the Company's Registrar, Computershare Investor Services PLC, at the address referred to on the website by 9.30 a.m. on 24 May 2016. Please note that any electronic communication sent to our Registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted. The Company will try to inform the shareholder in question of a rejected communication and will try to ensure that its outgoing electronic communications are, as far as reasonably practicable, virus free; or
 - (c) if you hold your shares in uncertificated form, you should utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed 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.
- 3.3 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 specifications, and must contain the information required for such instruction, 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 3RA50) by 9.30 a.m. on 24 May 2016. For this purpose, the time of receipt will be taken to be 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.
- 3.4 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, 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.
- 3.5 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.

- 3.6 If you do not have a Proxy Form and believe that you should have one, or if you require additional Proxy Forms, please contact Computershare Investor Services PLC on 0370 707 1048 if calling from within the UK or on +44 (0)370 707 1048 if calling from outside the UK.
- 3.7 In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer, representative or attorney, whose capacity should be stated. A power of attorney or any other authority under which the Proxy Form is signed (or a copy of such authority certified notarially) must be included with the Proxy Form.
- 3.8 The return of a completed Proxy Form, other instruction, instrument or any CREST Proxy Instruction will not prevent a member attending the Meeting and voting in person if he/she wishes to do so.
- 3.9 If you submit more than one valid proxy appointment in relation to the same share or shares, the appointment received last before the latest time for the receipt of proxies shall take precedence.

4. Multiple proxies

A member 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. To do this, that member must complete a separate Proxy Form for each proxy. Members can copy the original Proxy Form, or additional Proxy Forms can be obtained from our Registrar, Computershare Investor Services PLC on 0370 707 1048 if calling from within the UK or on +44 (0)370 707 1048 if calling from outside the UK. A member appointing more than one proxy must indicate the number of shares for which each proxy is being authorised to act on his behalf.

5. Nominated Persons

Any person to whom this notice 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 him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in Notes 3 and 4, above, do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

6. Voting

- 6.1 Voting on all resolutions at the Meeting will be by way of a poll.
- 6.2 A vote withheld is not a vote in law, which means that the vote will not be counted in the proportion of votes 'for' and 'against' the resolution. Where a proxy has been appointed by a member, if such member does not give any instructions in relation to a resolution, that member should note that their proxy will have authority to vote on that resolution as he/she thinks fit. A proxy will also have the authority to vote or to withhold a vote on any other business (including amendments to resolutions) which properly comes before the Meeting as he/she thinks fit.

7. Questions

Any member attending the Meeting has the right to ask questions or may, alternatively, submit their question in advance by letter addressed to the Company Secretary at the registered office. 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.

8. Audit concerns

Under section 527 of the 2006 Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
- (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any such statement.

9. Documents for inspection

A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at www.huntsworth.com. A shareholder may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the Meeting other than expressly stated in it.

The following documents will be available for inspection at the registered office of the Company, 3 London Wall Buildings, London Wall, London EC2M 5SY, during normal business hours (Saturdays, Sundays and Bank Holidays excepted) from the date of this Notice until the date of the Meeting, and on that day will be available for inspection at the place of the meeting from 9.00 a.m. to the conclusion of the Meeting:

- (a) a copy of the rules of The Huntsworth Long Term Incentive Plan 2016 and The Huntsworth 2016 Deferred Share Bonus Plan;
- (b) a copy of the existing Articles of Association;
- (c) a copy of the New Articles (together with a copy of the New Articles marked up to show the changes from the existing Articles of Association); and
- (d) copies of the contracts of service of the Executive Directors of the Company and of the letters of appointment of the non-executive Directors of the Company.

10. Corporate Representatives

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.

