

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 2019

Registered Office:

8th Floor, Holborn Gate
26 Southampton Buildings
London, WC2A 1AN

Registered in England No. 1729478

Letter from the Chairman of Huntsworth plc

To all shareholders

1 April 2019

Dear Shareholder,

This year's Annual General Meeting (the **Meeting**) will be held at the offices of Huntsworth plc, 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN on Thursday 9 May 2019 at 12 noon. 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.

This is my first year as Chairman of Huntsworth plc. I am delighted to have taken over the Chairmanship in what I believe will be a very positive phase of the Company's development. I would like to take this opportunity to thank my predecessor, Derek Mapp, for his excellent leadership during his tenure.

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 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 Company's Registrars, Computershare Investor Services PLC, at www.investorcentre.co.uk/eproxy. All such votes must be received by 12 noon on 7 May 2019.

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

Directors' Remuneration Policy

Our current Remuneration Policy was approved by a majority of shareholders at the 2016 AGM, and therefore we are required to seek shareholder approval for a new remuneration policy at the Meeting under the usual three-year cycle. Before constructing the new 2019 Directors' Remuneration Policy, which is intended to apply for up to three years, an extensive consultation process with the Company's largest shareholders (representing circa 74% of equity) and investor bodies was undertaken. 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.

Reappointment of Directors

The Company's directors (**Directors**) are subject to annual re-election. Accordingly, all the Company's Directors will be retiring and will seek re-election at the Meeting. In addition, as I have been appointed since the last Annual General Meeting, I will seek election at the Meeting.

I confirm that each of the Directors seeking reappointment continues to be effective and demonstrates commitment to the role. Furthermore, the Board as a whole has an effective balance of knowledge and skills, combined with diverse business experience, demonstrating that each Director continues to be an invaluable member of the Board.

Final dividend

Shareholders are being asked to approve a final dividend of 1.6 pence per ordinary share for the year ended 31 December 2018. If you approve the recommended final dividend, this will be paid on 4 July 2019 to all ordinary shareholders who were on the register of members at the close of business on 24 May 2019.

Reappointment of PricewaterhouseCoopers LLP (PwC) as the Company's auditor

PwC have served as the Company's external auditor since December 2016. Shareholders approved PwC's reappointment at the 2018 AGM.

Having reviewed the cost effectiveness, independence, objectivity and expertise of the external auditors, the Audit Committee has recommended to the Board that PwC be proposed for reappointment as the external auditors for 2019. PwC have expressed their willingness to continue as auditor to the Company and, accordingly, shareholders are being asked to approve their reappointment.

Increase of the maximum aggregate fees payable to non-executive directors

The Articles of Association of the Company set the maximum aggregate fees payable to non-executive directors at £500,000 or such higher amount as may be decided by ordinary resolution of shareholders. The Board proposes that this is increased to £700,000 to enable the Company some additional headroom in relation to any further appointments of non-executive directors, and/or to allow for any future fee increases.

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 on pages 10 to 12. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes by no later than 12 noon on 7 May 2019. 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 at 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN for details. If you wish to participate in the scrip dividend scheme in time for the 2018 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 13 June 2019. 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 this Notice of Meeting is in the best interests of Huntsworth plc and its 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

David Lowden

Chairman

PART I: NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of Huntsworth plc will be held at the offices of Huntsworth plc, 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN on 9 May 2019 at 12 noon, for the transaction of the following business:

Resolutions 1 to 15 (inclusive) and resolution 20 will be proposed as ordinary resolutions and resolutions 16 to 19 (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 2018 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 2018.

Resolution 3

To approve the new Directors' Remuneration Policy (Remuneration Policy), contained in the Report of the Directors on Remuneration, which is intended to apply for up to three years.

Resolution 4

To appoint David Lowden as a Director.

Resolution 5

To reappoint Paul Taaffe as a Director.

Resolution 6

To reappoint Neil Jones as a Director.

Resolution 7

To reappoint Andy Boland as a Director.

Resolution 8

To reappoint Nicky Dulieu as a Director.

Resolution 9

To reappoint Pat Billingham as a Director.

Resolution 10

To reappoint Elizabeth McKee Anderson as a Director.

Resolution 11

To reappoint PricewaterhouseCoopers 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 12

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

Resolution 13

In respect to the year ended 31 December 2018, to declare a final dividend of 1.6 pence per ordinary share for payment on 4 July 2019 to shareholders on the register at the close of business on 24 May 2019.

Resolution 14

THAT in accordance with sections 366 and 377 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 the close of business on 8 August 2020 and the conclusion of the Company's next Annual General Meeting are authorised:

- (a) to make donations to political parties and/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 15

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 £1,165,190 (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 £2,330,380 (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 end at the conclusion of the Company's next Annual General Meeting (or, if earlier, at the close of business on 8 August 2020) but, in each case, so that the Company may during this period make offers or enter into agreements which would, or might, require shares to be allotted or rights to be granted after the authorities have ended 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 ended.

Resolution 16

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 15 (subject to the passing and coming into effect of that resolution) and/or to sell ordinary shares held by the Company as treasury shares for cash, 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 and the sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, 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 15 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £174,778 representing approximately 5% of the issued ordinary share capital,

and this power shall apply until the conclusion of the next Annual General Meeting of the Company (or, if earlier, the close of business on 8 August 2020) save that the Company may make offers or enter into agreements before this authority has ended which would, or might, require equity securities to be allotted (and treasury shares to be sold) after this power ends and the Directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the power conferred hereby had not ended.

Resolution 17

THAT the Directors are empowered (in addition to any power granted under resolution 16) 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 under paragraph (a) of resolution 15 (subject to the passing and coming into effect of that resolution) and/or to sell ordinary shares held by the Company as treasury shares for cash, free of the restriction in section 561(1) of the Companies Act 2006, provided that this power shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £174,778 representing approximately 5% of the issued ordinary share capital, and
- (b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Board of Directors determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015,

and this power shall apply until the conclusion of the next Annual General Meeting of the Company (or, if earlier, the close of business on 8 August 2020), save that the Company may make offers or enter into agreements before this authority has ended which would, or might, require equity securities to be allotted (and treasury shares to be sold) after this power ends and the Directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the power conferred hereby had not ended.

Resolution 18

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 34,955,707;
- (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 purchase bid on the London Stock Exchange Official List at the time the purchase is carried out; and
- (d) the authority hereby conferred shall apply until the conclusion of the next Annual General Meeting of the Company (or, if earlier, the close of business on 8 August 2020), save that the Company may during this period enter into a contract to purchase ordinary shares under which such purchase would or might be executed wholly or partly after such authority ends, and may make a purchase of ordinary shares in pursuance of any such contract as if the authority had not ended.

Resolution 19

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 20

To approve an increase in the aggregate fees that may be paid to non-executive directors, as set out in the Company's Articles of Association, from £500,000 to £700,000 per annum.

On behalf of the Board

Martin Morrow

Company Secretary
1 April 2019

Registered office:
8th Floor,
Holborn Gate,
26 Southampton Buildings,
London, WC2A 1AN

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 2018 Annual Report and Accounts. The Notice and this commentary should therefore be read in conjunction with the 2018 Annual Report and Accounts.

Resolutions 1 to 15 (inclusive) and resolution 20 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 16 to 19 (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

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 12 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 containing 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 47 to 59 of the Annual Report and Accounts.

Resolution 3 – Approve the Remuneration Policy

The current Remuneration Policy, applicable for a period of up to three years, was approved by a majority of shareholders at the 2016 Annual General Meeting, and therefore we are required to seek approval for a new Remuneration Policy at the 2019 Meeting. 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.

The key changes to the Remuneration Policy are summarised as follows:

- (a) **Executive Directors’ salaries** - any base salary increases for the Executive Directors will ordinarily be no greater than the average increase (in percentage terms) awarded to the wider workforce.
- (b) **Reduction in annual incentive opportunity levels** – a decrease in the maximum award from 150% to up to 120% of salary.
- (c) **Enhanced deferral requirements** – at least 30% of any annual incentive payable will typically be deferred for a period of two years under The Huntsworth 2016 Deferred Share Bonus Plan (**2016 DSBP**).
- (d) **Increase in long-term incentive opportunity** – increasing the normal annual award level under The Huntsworth Long Term Incentive Plan 2016 (**2016 LTIP**) from 100% to up to 150% of salary (no change to exceptional maximum of 200% of salary).
- (e) **Formalisation of the long-term incentive holding period** – A two year holding period will apply to awards made under the 2016 LTIP after the end of the relevant performance period, other than as regards shares disposed of to satisfy tax liabilities arising in connection with vesting or exercise.
- (f) **Reduction in pension provision** – whilst the current Executive Directors do not receive a pension benefit, pension contributions and/or cash equivalents for Executive Directors will be at a level which is no greater (in percentage terms) than average contributions for the wider workforce.
- (g) **Increased shareholding guidelines** – Executive Directors are expected to hold shares (including vested share awards where applicable) equivalent in value to a minimum of two times their salary. Executive Directors will be required to retain 50% of all after-tax vested share awards until their shareholding requirement is met. Awards made under the 2016 DSBP, and 2016 LTIP which are exercisable but unexercised, count towards the shareholding on a net of assumed tax basis.
- (h) **Introduction of a post-employment shareholding policy** – For one-year post-cessation of employment, Executive Directors will typically be required to hold interests in shares with a value (at cessation) equal to 100% of salary or, if less, all of the shares they have an interest in at cessation. Shares subject to 2016 DSBP awards, and shares subject to 2016 LTIP awards which are exercisable but unexercised, count towards the shareholding on a net of assumed tax basis.
- (i) **New performance measures** – performance for awards under the 2016 LTIP will typically be based on financial measures (which may include but are not limited to earnings per share, Cash Conversion and Return on Invested Capital).

The Remuneration Policy, if approved, will be effective from the close of the Meeting, although in practice is intended to apply from 1 January 2019, and will apply until replaced by a new or amended policy, no later than the Company’s Annual General Meeting in 2022. 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 60 to 71 of the Annual Report and Accounts.

Resolutions 4 to 10 – Details of Directors seeking reappointment

In accordance with the provisions of The UK Corporate Governance Code, effective from 1 January 2019, and the Company's Articles of Association, 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. David Lowden will stand for election by shareholders as this is the first Annual General Meeting since his appointment.

Details of each Director are set out on pages 34 and 35 of the Company's 2018 Annual Report and Accounts.

Resolutions 11 and 12 – 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. Having reviewed the cost effectiveness, independence, objectivity and expertise of the external auditors, the Audit Committee has recommended to the Board that PwC be proposed for reappointment as the external auditors for 2019. PwC have expressed their willingness to continue as auditor of the Company.

Resolution 12 gives the Directors the discretion to determine the auditor's remuneration, which will then be disclosed in the next accounts of the Company.

Resolution 13 – Dividend

The Directors are proposing a final dividend of 1.6 pence per ordinary share for the year ended 31 December 2018. If approved, the dividend will be paid on 4 July 2019 to shareholders on the register at the close of business on 24 May 2019.

Resolution 14 – 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, shareholders are 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 8 August 2020 (whichever is earlier). It is the Directors' intention to renew this authority each year.

Resolution 15 – 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 £1,165,190 (representing 116,519,000 ordinary shares of 1 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 1 April 2019, the latest practicable date prior to the publication of the Notice of Meeting. As at that date, the Company holds nil ordinary shares in treasury.

In line with the Investment 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 £2,330,380 (representing 233,038,000 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 of the Company as at 1 April 2019, 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 8 August 2020 and the conclusion of the Annual General Meeting of the Company held in 2020. 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.

Resolutions 16 and 17 – 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. The Pre-Emption Group has produced good practice template resolutions with the expectation that companies would use these for meetings from 1 August 2016. The Company has used these template resolutions as the basis for Resolutions 16 and 17.

Resolution 16 renews the Directors' power to issue new ordinary shares for cash (or sell any ordinary shares which the Company holds in treasury), without following the statutory pre-emption procedures. The power contained in this resolution will be limited to 17,477,800 new ordinary shares having an aggregate nominal amount of £174,778 which at 1 April 2019 (being the latest practicable date prior to the publication of this Notice of Meeting) was approximately 5% of the Company's issued ordinary share capital.

Resolution 17 grants the Directors power (in addition to the power set out in resolution 16) to issue additional new ordinary shares for cash (or sell any ordinary shares which the Company holds in treasury), without following the statutory pre-emption procedures. The Company confirms that the additional power (equal to approximately 5% of the issued ordinary share capital of the Company) will only be used to fund one or more transactions which the Board determines to be 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 power contained in this resolution will be limited to 17,477,800 new ordinary shares having an aggregate nominal amount of £174,778 which at 1 April 2019 (being the latest practicable date prior to the publication of this Notice of Meeting) was approximately 5% of the Company's issued ordinary share capital.

The Company will have regard to the Statement of Principles in relation to any exercise of these powers. These guidelines provide that usage in excess of 7.5% of issued ordinary share capital of the Company in any three-year rolling period should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

The powers under resolutions 16 and 17 will expire at the earlier of 8 August 2020 and the Annual General Meeting of the Company to be held in 2020.

Resolution 18 – 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 34,955,707 shares, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at 1 April 2019, 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 independent purchase 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 8 August 2020. 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 1 April 2019, being the latest practicable date prior to the publication of the Notice of Meeting, is 14,363,549. This represents approximately 4.11% of the issued share capital at 1 April 2019 and 4.57% if the full authority to buy back shares is used. As at 1 April 2019 a total of 613,714 shares were held in the Company's Employee Benefit Trust which may be used to satisfy employee share options.

Resolution 19 – 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 19 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 20 – Increase of the maximum aggregate fees payable to non-executive directors

The resolution seeks shareholder approval to increase the aggregate fees that may be paid to non-executive directors per year, as set out in the Company's Articles of Association.

Article 85 of the Company's Articles of Association currently provides that the aggregate of all fees paid to non-executive directors shall not exceed £500,000 per annum or such higher amount as may from time to time be decided by ordinary resolution of the Company. Given that shareholder approval is being sought for a new Directors' Remuneration Policy at this Meeting, it is considered that this is an appropriate time to increase the current aggregate amount from £500,000 to £700,000 to allow the Company some additional headroom in relation to any further appointments of non-executive directors as part of the Board's succession planning, and/or to allow for any future fee increases. The current aggregate amount was last increased in 2009. Fees for the year ending 31 December 2019 are forecast to be £393,000.

Issued share capital

All references to the Company's 'issued share capital' in the Explanatory Notes above are to the Company's issued ordinary share capital as at 1 April 2019, which was 349,557,070 ordinary shares of 1 pence each. As at 1 April 2019, the total number of voting rights in the Company was 349,557,070.

PART III: 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 7 May 2019 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 but must attend the Meeting to represent you.

3.2 To appoint a proxy you may:

- (a) use the Proxy Form enclosed with this Notice of Meeting 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 12 noon on 7 May 2019; 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 12 noon on 7 May 2019. 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 12 noon on 7 May 2019. 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/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 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 those 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, 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, during normal business hours (Saturdays, Sundays and Bank Holidays excepted) from the date of this Notice until (and including) the date of the Meeting, and on that day will be available for inspection at the place of the meeting from 11.30 a.m. to the conclusion of the Meeting:

- (a) a copy of the Articles of Association; and
- (b) 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.