

---

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Breedon Group plc (the 'Company'), 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 person who now holds the shares.



(incorporated and registered in Jersey No. 98465)

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES TO SHAREHOLDERS**

Notice of the Annual General Meeting of the Company which will take place at Pinnacle House, Breedon Quarry, Breedon on the Hill, DE73 8AP on Tuesday 20 April 2021 at 2.00pm, is set out on pages 5 and 6 of this document.

In order to tackle the ongoing COVID-19 pandemic, the UK Government have put in place regulations restricting the movement of people. These regulations include the prevention of public gatherings, unless essential for work purposes, and non-essential travel. As a result, and in order that shareholders can comply with the measures currently in place, the Annual General Meeting this year is required to be a closed meeting, which shareholders are not permitted to attend.

Shareholders are strongly encouraged to ensure that their votes are counted and to appoint the Chairman of the Annual General Meeting as their proxy. All proxy appointments must be received by the Company's registrar, Link Group, no later than 2.00pm on Sunday 18 April 2021. Further instructions relating to proxy appointments are set out on pages 7 and 8 of this document.

---



## Breedon Group plc

(incorporated and registered in Jersey No. 98465)

22 March 2021

### Registered office:

28 Esplanade  
St Helier  
Jersey  
JE2 3QA

Dear Shareholder

### NOTICE OF ANNUAL GENERAL MEETING

I am pleased to be writing to you with details of the Annual General Meeting of the Company ('AGM') which will take place at Pinnacle House, Breedon Quarry, Breedon on the Hill, DE73 8AP on Tuesday 20 April 2021 at 2.00pm as a closed meeting.

In light of the ongoing COVID-19 pandemic, the arrangements and format of the AGM have been altered this year to comply with the UK Government's current guidance and to protect the health and well-being of shareholders and other attendees, whilst satisfying the legal requirements to hold an annual general meeting. As such and subject to a change in the UK Government's current guidance and the Company considering it appropriate to open up the AGM for attendance, the AGM will be restricted to a small number of attendees necessary to conduct the meeting effectively and ensure that a quorum of two shareholders is present in accordance with the Articles of Association to allow the business contained in the 2021 Notice of AGM to be conducted. On this basis, shareholders and other potential attendees will not be permitted to attend the AGM and will be refused entry. Shareholders are therefore requested to vote on the resolutions in advance of the AGM by appointing a proxy and are strongly encouraged to appoint the Chairman of the AGM as their proxy as set out below. Appointing the Chairman of the AGM as your proxy is the only way to ensure your vote is exercised at the AGM, as in the current circumstances, other proxies will not be granted access to the AGM.

The purpose of the AGM is to seek shareholders' approval of the resolutions. Resolutions 1 to 13 will be proposed as Ordinary Resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 will be proposed as Special Resolutions. For each of these resolutions to be passed, at least two thirds of the votes cast must be in favour of the resolution. This Notice of AGM can also be found on the Company's website at [www.breedongroup.com/investors/agm](http://www.breedongroup.com/investors/agm). The voting results on the resolutions put to the AGM shall be announced to the market and uploaded onto the Company's AGM webpage following the closure of the meeting. Explanatory notes to each of the resolutions to be proposed at the AGM are set out below.

The Board of Directors (the 'Board') remain committed to allowing shareholders the opportunity to engage with the Board and to facilitate the answering of any questions that shareholders have, or would normally raise during the course of the AGM. A designated questions and answers facility has been created, which can be accessed through our AGM webpage [www.breedongroup.com/investors/agm](http://www.breedongroup.com/investors/agm). Questions must be submitted by 9.00am on Tuesday 20 April 2021 and the Board will answer your questions as soon as practical with answers by return of email or posted on the AGM webpage.

The Company will continue to monitor the restrictions put in place in response to COVID-19 and, if circumstances change resulting in the lifting of measures preventing the movement and gathering of people in large numbers ahead of the AGM, it will consider if it is appropriate to open up the AGM for attendance by shareholders. If this is the case, an update will be given on the Company's AGM webpage at [www.breedongroup.com/investors/agm](http://www.breedongroup.com/investors/agm) and by way of announcement to the London Stock Exchange.

### RESOLUTION 1: ANNUAL REPORT AND ACCOUNTS

The Directors of the Company are required to lay the report and accounts of the Company before the shareholders each year at the AGM. The Company's 2020 Annual Report (the 'Annual Report') includes the audited Financial Statements, the Auditor's Report, the Directors' Report, and the Directors' Remuneration Report.

### RESOLUTIONS 2 AND 3: REAPPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

The Company is required to appoint an auditor at each general meeting at which accounts are laid to serve until the next such meeting. KPMG LLP has indicated its willingness to continue in office and the Board proposes by Resolution 2 that KPMG LLP be reappointed as auditor of the Company. Resolution 3 authorises the Directors to negotiate and agree the remuneration of the auditor.

#### **RESOLUTION 4: APPROVAL OF DIRECTORS' REMUNERATION REPORT**

The Directors' Remuneration Report, which may be found on pages 76 to 86 of the Annual Report, gives details of the remuneration paid to the Directors for the year ended 31 December 2020. The Company's auditor has audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on pages 94 to 101 of the Annual Report. Shareholders are invited to approve the Directors' Remuneration Report by voting on Resolution 4. This vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the Resolution is not passed.

#### **RESOLUTION 5: RENEWAL OF THE BREEDON GROUP PERFORMANCE SHARE PLAN**

The Board seeks authority from shareholders to amend and to continue to operate the Breedon Group Performance Share Plan ('the Plan') for a period of ten years from the date of the 2021 AGM. This is a revised and updated version of the existing plan subject to amendments relating to:

- Remuneration Committee discretion to adjust formulaic vesting outcomes
- Ability to apply post-vesting holding periods to awards
- Updated leaver provisions to reflect recent investor guidance and current market practice
- Added malus and clawback powers

The Plan has been operated by the Company for the benefit of selected employees for many years and was originally approved by shareholders on 23 May 2011. A summary of the principal terms of the updated Plan is set out at Appendix 1 to this notice on pages 9 to 11 and a full copy of the proposed Plan can be found on our AGM webpage [www.breedongroup.com/investors/agm](http://www.breedongroup.com/investors/agm).

#### **RESOLUTIONS 6 TO 12: REAPPOINTMENT OF DIRECTORS**

The Company's Articles of Association require each Director to submit themselves for reappointment by shareholders at the first AGM after his or her appointment. James Brotherton and Helen Miles both join the Board on 1 April 2021 and will have been appointed to the Board since the last AGM and will therefore stand for reappointment by shareholders. Pat Ward has given notice of his intention to retire from the Board on 31 March 2021 and will therefore not stand for reappointment at the AGM. In line with best corporate governance practice, all of the remaining Directors will also offer themselves for reappointment at the AGM irrespective of their date of appointment and length of service on the Board. Separate resolutions will be proposed for each of these reappointments.

The Directors believe that the Board offers an appropriate balance of knowledge and skills and that the Non-executive Directors are independent in character and judgement. As Chairman, I confirm that the Non-executive Directors continue to demonstrate effective performance and commitment to the role and have sufficient time to meet their responsibilities.

Biographies of Directors seeking re-election are on page 63 of the Annual Report, with the exception of James Brotherton and Helen Miles which can be found on the Group's website at [www.breedongroup.com/investors/agm](http://www.breedongroup.com/investors/agm).

**Resolution 6** to reappoint James Brotherton, Chief Financial Officer. James is a chartered accountant and has held previous roles of Chief Financial Officer and Director of Corporate Development. James has significant construction sector and corporate experience in the areas of finance, strategy, operational efficiency, mergers and acquisitions and business integration, which will make him a valued contributor to the Board.

**Resolution 7** to reappoint Helen Miles, Non-executive Director. Helen is an experienced finance professional and has a breadth of commercial experience having worked within regulated businesses and sectors. She is Capital and Commercial Services Director for a listed company and has held other executive positions including Chief Financial Officer. Helen brings to the Board key areas of growth strategy, sustainable and customer focussed business experience, and transformation which will complement the Board's skills set.

**Resolution 8** to reappoint Amit Bhatia, Non-executive Chairman. Amit has over 15 year's corporate finance and private equity experience. He was previously Executive Chairman of Hope Construction Materials and the knowledge from this role, together with his experience of Chairmanship of other organisations, allows him to use his expertise and entrepreneurial approach to drive the Group and the Board forward.

**Resolution 9** to reappoint Carol Hui, Non-executive Director. Carol is currently holding an executive director position as Chief of Staff and General Counsel external to Breedon. She brings to the Board her extensive corporate, commercial and sustainability knowledge together with her experience as a Board Chairman of a listed global company and chair of an audit and risk committee. Carol provides a valuable contribution to the Board's skill set and her role as Designated Non-executive Director for sustainability ensures this is at the forefront of the Board's decision-making.

**Resolution 10** to reappoint Moni Mannings, Non-executive Director. Moni is a solicitor with significant and valuable board experience gained in both executive and non-executive positions on various listed companies and a major charity. Moni also has a wealth of experience with regards to equality, diversity and inclusion and brings a diverse perspective to the Board. She has held board positions of senior independent director and remuneration chair, meaning she is ideally placed to be Chair of the Remuneration Committee for Breedon as well as the Designated Non-executive Director for workforce engagement.

---

**Resolution 11** to reappoint Clive Watson, Non-executive Director. Clive has considerable finance and industrial business experience gained through his executive roles in a variety of organisations and industries which is supported by his membership of both the ICAEW and the Chartered Institute of Tax. Clive has held numerous senior executive and board positions at other companies including prior and current positions as both chair of the audit committee and senior independent director. Clive's extensive knowledge of finance and audit supports his role as Chair of the Audit Committee as well as that of Senior Independent Director at the Company.

**Resolution 12** to reappoint Rob Wood, Chief Executive Officer. Rob is a Chartered Accountant with over 15 years' experience in the international building materials industry. Rob's financial and mergers and acquisitions experience provides the Board with a solid awareness and expertise to support the Board with a strong assessment of market opportunities and financial awareness. Rob has worked closely with Pat Ward over the last five years and together with his six years on the Board he has valuable operational experience and fully understands the challenges and opportunities for Breedon.

### **RESOLUTION 13: DIRECTORS' AUTHORITY TO ALLOT SHARES**

The Directors currently have an authority to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to lapse at the conclusion of the AGM. The Board is seeking by this ordinary resolution to renew the Directors' authority to allot or grant rights to subscribe for or convert any securities into shares up to 562,000,000 ordinary shares, being approximately one third of the issued ordinary share capital of the Company as at 22 March 2021. As at the date of this letter, no shares are held by the Company in treasury.

Other than as required pursuant to company share schemes, the Directors have no present intention of exercising the authority under this resolution. Nevertheless the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

### **RESOLUTION 14: DIRECTORS' GENERAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS**

This is a special resolution which, if approved, will give the Directors the authority to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company.

This authority would be limited to a maximum of 84,379,171 ordinary shares representing five per cent of the issued ordinary share capital of the Company as at 22 March 2021. The Directors are making this recommendation to allow the Company flexibility to allot securities and consider that it would be in the best interests of the Company to do so. The amount to be paid to the Company in respect of the equity securities to be allotted will be as determined by the Directors at the time of any such allotment.

In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that they do not intend to issue shares for cash representing more than 7.5 per cent of the Company's issued ordinary share capital in any rolling three year period (save in accordance with Resolution 15 below) without prior consultation with shareholders.

### **RESOLUTION 15: DIRECTORS' AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS IN CONNECTION WITH AN ACQUISITION OR SPECIFIED CAPITAL INVESTMENT**

This is a special resolution by which shareholders are being asked to grant the Directors further authority, in addition to the general disapplication of pre-emption rights referred to in relation to Resolution 14 above, to allot up to 84,379,171 ordinary shares, being five per cent of the issued share capital of the Company as at 22 March 2021, without first offering such shares to existing shareholders but only for the purpose of funding one or more acquisitions or specified capital investments as contemplated by the Pre-Emption Group's Statement of Principles published by the Pre-Emption Group in March 2015.

The Directors are making this recommendation to allow the Company flexibility to allot securities and consider that it would be in the best interests of the Company to do so. The amount to be paid to the Company in respect of the equity securities to be allotted will be as determined by the Directors at the time of any such allotment.

## **RESOLUTION 16: AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

This is a special resolution which seeks the approval of shareholders to renew the existing authority for the Company to purchase its own shares. While the Directors have no current intention of using the authority being sought, they consider it prudent for the Company to have the flexibility to do so if they consider that it would be in the best interests of the Company and could be expected to result in an increase in earnings per share of the Company. Under the terms of the resolution the Company will be generally authorised to make market purchases of up to 168,758,342 ordinary shares, being ten per cent of the issued share capital of the Company as at 22 March 2021. The maximum and minimum price payable per share will be as set out in the resolution itself. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base. As at 22 March 2021, the total number of options to subscribe for ordinary shares in the Company amounted to 27,006,467. This represented 1.6 per cent of the Company's issued ordinary share capital on that date. If this authority to purchase shares is exercised in full, the options would represent 1.8 per cent of the issued ordinary share capital as at 22 March 2021.

If granted, and unless previously renewed, varied or revoked, each of the authorities described above in respect of Resolutions 13, 14, 15 and 16, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2022 or at 6.00pm on 19 July 2022 if earlier.

## **ANNUAL REPORT AND ACCOUNTS**

Those shareholders who have elected to receive paper copies of shareholder information will have received a copy of the Annual Report with this letter. For those shareholders who have (or are deemed to have) elected to receive shareholder information electronically via the Company's website, the Annual Report and Accounts for 2020 is available for viewing and downloading online from the Company's website at [www.breedongroup.com/investors/annual-interim-reports](http://www.breedongroup.com/investors/annual-interim-reports). The majority of our shareholders now receive shareholder information electronically and I would encourage shareholders who have elected to receive information from the Company in hard copy to consider opting to receive publications, including the Annual Report and Accounts, in electronic form.

## **ACTION TO BE TAKEN**

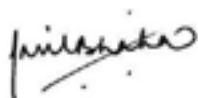
To ensure that your votes are counted at the AGM, we strongly encourage you to appoint the Chairman of the AGM as your proxy as other proxies may not be granted access to the AGM. Shareholders can do this electronically by logging on to [www.signalshares.com](http://www.signalshares.com). Electronic proxy appointments must be received by the Company's registrar no later than 2.00pm on Sunday 18 April 2021 (or not less than 48 hours before the time fixed for any adjourned meeting).

As in 2020, you will not receive a hard copy form of proxy for the 2021 AGM in the post automatically. You may request a hard copy form of proxy directly from the Company's registrar, Link Group. Details of how to request, and complete, a hard copy form of proxy are set out in notes 5, 6, 7 and 8 on page 7 of this document. All proxy instructions must be received by the Company's registrar by no later than 2.00pm on Sunday 18 April 2021.

## **RECOMMENDATION**

The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them in respect of their own shareholdings and unanimously recommends that you do so as well.

Yours faithfully



**Amit Bhatia**

Chairman

## **BREEDON GROUP PLC (THE 'COMPANY')**

### **Notice of Annual General Meeting**

Notice is hereby given pursuant to the Articles of Association of Breedon Group plc that the Annual General Meeting of the Company will take place at Pinnacle House, Breedon Quarry, Breedon on the Hill, DE73 8AP at 2.00pm on Tuesday 20 April 2021, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 13 will be proposed as Ordinary Resolutions and Resolutions 14 to 16 will be proposed as Special Resolutions:

### **ORDINARY BUSINESS**

#### **Ordinary Resolutions**

1. THAT the Financial Statements of the Company for the year ended 31 December 2020, together with the reports of the Directors and Auditor thereon be received and adopted.
2. THAT KPMG LLP, who have indicated their willingness to act, be and are hereby reappointed as the Auditor of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which Financial Statements are laid before the Company.
3. THAT the Directors of the Company be and are hereby authorised to determine the fee payable to the Auditor in respect of the year ending 31 December 2021.
4. THAT the Directors' Remuneration Report set out on pages 76 to 86 of the Annual Report for the year ended 31 December 2020 be approved.
5. THAT the proposed amendments to the rules of the Breedon Group Performance Share Plan (the 'Plan'), as shown in the copy of the Plan rules which is produced in draft to this meeting, (and for the purposes of identification, initialled by the Chairman) and the terms of which are summarised in Appendix 1 to this Notice of Meeting, be and are hereby approved and the Directors be authorised to:
  - (a) do all acts and things which they may consider necessary, desirable and/or expedient for the purposes of amending the Plan; and
  - (b) establish further plans based on the Plan but modified to take account of local tax, exchange control and/or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the individual and overall limits on the number of value of shares that may be subject to awards granted under the Plan.
6. THAT James Brotherton be reappointed as a Director of the Company.
7. THAT Helen Miles be reappointed as a Director of the Company.
8. THAT Amit Bhatia be reappointed as a Director of the Company.
9. THAT Carol Hui be reappointed as a Director of the Company.
10. THAT Moni Mannings be reappointed as a Director of the Company.
11. THAT Clive Watson be reappointed as a Director of the Company.
12. THAT Rob Wood be reappointed as a Director of the Company.

### **SPECIAL BUSINESS**

#### **Ordinary Resolution**

13. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 6.2 of the Company's Articles of Association (the 'Articles') to exercise all the powers of the Company to allot relevant securities (as defined in Article 6.2 of the Articles) in the Company, including, but not limited to, ordinary shares in the Company, and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company up to a maximum of 562,000,000 ordinary shares.

The authority conferred on the Directors under this Resolution shall take effect after the passing of this Resolution and expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, at 6.00pm on 19 July 2022, save that the Company may before such expiry make an offer or agreement which would or might require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



## SPECIAL BUSINESS CONTINUED

### Special Resolutions

14. THAT, subject to the passing of Resolution 13, the Directors be and they are hereby authorised pursuant to Article 6.7 of the Articles to allot equity securities (within the meaning of Article 6.6 of the Articles) for cash or otherwise pursuant to the authority conferred by Resolution 13 above, as if Article 6.3 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities consisting of, or the right to subscribe for, or convert any security into, shares in the Company, up to a maximum of 84,379,171 ordinary shares in the Company.

The authority conferred on the Directors under this Resolution 14 shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, at 6.00pm on 19 July 2022, (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make offers or enter into agreements which would, or might, require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

15. THAT, subject to the passing of Resolution 13, the Directors be and they are hereby authorised pursuant to Article 6.7 of the Articles, in addition to any authority granted under Resolution 14 above, to allot equity securities (within the meaning of Article 6.6 of the Articles) for cash or otherwise pursuant to the authority conferred by Resolution 13 above, as if Article 6.3 did not apply to such allotment, provided that this authority shall be:

- (a) limited to the allotment of equity securities consisting of, or the right to subscribe for, or convert any security into, shares in the Company up to a maximum of 84,379,171 ordinary shares; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board 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 in March 2015.

The authority conferred on the Directors under this Resolution 15 shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, 6.00pm on 19 July 2022, (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make offers, or enter into agreements, which would, or might, require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

16. THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases of ordinary shares in the capital of the Company pursuant to Article 57 of the Companies (Jersey) Law 1991 as amended (the 'Law') and on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 168,758,342 (being ten per cent of the issued ordinary share capital of the Company as at 22 March 2021);
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1.0 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of: (i) an amount equal to 105 per cent of the average middle market quotation of an ordinary share taken from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which any ordinary share is contracted to be purchased by the Company; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;
- (d) the Directors of the Company can, prior to each such purchase, make the solvency statement required by the Law and fulfil all other requirements of the Law in relation to purchases of a company's own shares;
- (e) this authority will expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed or, if earlier, at 6.00pm on 19 July 2022;
- (f) this authority shall only be capable of variation, revocation or renewal by Special Resolution of the Company; and
- (g) the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed and completed wholly or partly after its expiration and may make a purchase of ordinary shares in pursuance of any such contract or contracts after its expiration.

By order of the Board

**Breedon Group plc**

22 March 2021

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (THE 'MEETING'):

The following notes explain your general rights as a shareholder and your right to attend and vote at the Meeting or to appoint someone else to vote on your behalf.

As the Meeting is proposed to be a closed meeting (to comply with UK regulations restricting the movement of people to tackle the ongoing COVID-19 global pandemic), the notes below must be read in the context of the accompanying Chairman's letter. Members are not permitted to attend. In such circumstances, members are strongly advised to appoint the Chairman of the Meeting as their proxy rather than a named person who will not be permitted to attend the Meeting.

1. Under Jersey law a special resolution requires a two thirds rather than three quarters majority of those voting at the Meeting in person or by proxy to vote in favour of the resolution.
2. Every member who is present in person shall on a show of hands have one vote and every member present in person or by proxy shall on a poll have one vote for each share of which he or she is the holder.
3. A member entitled to attend and vote at the Meeting convened by this Notice is also entitled to appoint one or more proxies to exercise all and any of their rights to attend and vote on their behalf at the Meeting. Where a member appoints more than one proxy in relation to the Meeting, each proxy must be 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 in person. However, given the current restrictions on attendance, shareholders are encouraged to submit a proxy vote in advance of the Meeting and are also strongly advised to appoint the Chairman of the Meeting as their proxy rather than a named person who will not be permitted to attend the Meeting.
4. A member may appoint a proxy online by visiting [www.signalshares.com](http://www.signalshares.com). To be valid, your proxy appointment and instructions must be received by no later than 2.00pm on Sunday 18 April 2021.
5. You may request a hard copy form of proxy directly from the Company's registrar, Link Group, on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am-5.30pm, Monday to Friday excluding public holidays in England and Wales.
6. To be effective the completed and signed hard copy form of proxy must be received by post or (during normal business hours) by hand at the offices of PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 4 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the hard copy form of proxy. In the case of a shareholder which is a corporation, the form of proxy must be executed under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf.
7. To appoint more than one proxy using a hard copy form of proxy you may photocopy the form of proxy.
8. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all forms should be returned together in the same envelope.
9. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than 2.00pm on Sunday 18 April 2021. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.
11. In light of the Meeting being a closed meeting, a designated questions and answers facility has been created, which can be accessed through our AGM webpage [www.breedongroup.com/investors/agm](http://www.breedongroup.com/investors/agm). Questions must be submitted by 9.00am on Tuesday 20 April 2021 and the Board will answer your questions as soon as practical, with answers by return of email or posted on the AGM webpage.



---

## **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (THE 'MEETING'): CONTINUED**

12. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. 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 (under CREST participant ID RA10) authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 by 2.00pm on Sunday 18 April 2021. 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.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or 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 connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. In the case of joint holders, 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 any other joint holders and for this purpose seniority will be determined by the order in which the names are recorded in the Register of Members.
16. The Directors of the Company will interpret any ambiguous proxy appointments. The Chairman of the Meeting will, in his capacity as proxy, interpret any voting instructions he receives. Their respective determinations shall be final.
17. The Company, pursuant to Article 40 of the Companies Uncertificated Securities (Jersey) Order 1999, specifies that only those members registered in the Register of Members of the Company as at 6.00pm on Friday 16 April 2021 or, in the event that the Meeting is adjourned, in the Company's Register of Members 48 hours before the time of any adjourned meeting(s), shall be entitled to attend or vote at the Meeting or any adjournment thereof in respect of the number of shares registered in their name at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting or any adjournment thereof.
18. As at 22 March 2021 the Company's issued share capital consisted of 1,687,583,421 ordinary shares, carrying one vote each and, therefore, the total number of voting rights in the Company as at 22 March 2021 was 1,687,583,421.

---

## APPENDIX 1

### SUMMARY OF THE PRINCIPAL TERMS OF THE BREEDON GROUP PERFORMANCE SHARE PLAN (THE 'PLAN')

#### Operation

The Remuneration Committee of the Board (the 'Committee') will supervise the operation of the Plan.

#### Eligibility

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee.

#### Grant of awards

The Committee may grant awards to acquire ordinary shares in the Company ('Shares') within six weeks following: (i) the date on which the Plan is most recently approved by shareholders; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii). The Committee may also grant awards at any other time when the Committee considers there are sufficiently exceptional circumstances which justify the granting of awards.

An award may not be granted more than ten years after the date of the AGM.

The Committee may grant an award in the form of:

- i. a nil-cost option, or an option with an exercise price, where a participant can decide when to exercise his/her award over Shares during a limited period of time after it has vested; or
- ii. a conditional award, where a participant will receive free Shares on the vesting of his/her award.

The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

#### Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 250 per cent of his annual base salary in that financial year.

#### Overall limits

Awards granted under the Plan may be satisfied with new issue Shares, treasury Shares or the transfer of existing Shares.

The Company may not grant an Award under the Plan if it would cause the number of Shares issued (or that are capable of being issued) in any ten calendar year period together with Shares to be issued under any other employee share plan adopted by the Company to exceed such number of Shares as represents ten per cent of the ordinary share capital of the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investor guidelines cease to require them to be so counted.

#### Performance conditions

The vesting of awards granted to executive directors will normally be subject to performance conditions set by the Committee.

In determining the extent to which the performance conditions are met, the Committee may adjust the level of vesting otherwise indicated by the performance conditions to such amount (including to zero) as it considers in its absolute discretion to be appropriate having regard to such factors as it considers relevant, including the performance of the Company, any individual or business.

The Committee may amend any performance condition applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance condition, provided the Committee considers (acting fairly and reasonably) the altered performance condition is not materially less difficult to satisfy than the unaltered performance condition would have been but for the event in question.

#### Vesting of awards

Awards normally vest three years after grant (although the Committee may set shorter or longer vesting periods prior to grant) to the extent that any applicable performance condition (see above) has been satisfied and provided the participant is still employed in the Company's group.

Awards granted as options are then normally exercisable up until the tenth anniversary of grant unless they lapse earlier.

---

### **Holding period**

The terms of the Plan allow for the application of a holding period during which a participant will ordinarily be required to retain their net of tax number of vested Shares (if any) delivered under the Plan (or the full number of the vested Shares whilst held under an unexercised option, where relevant) for a specified period from the date an award vests.

### **Leaving employment**

As a general rule, an unvested award will lapse upon a participant ceasing to hold employment or be a director within the Company's group.

However, if a participant ceases to be an employee or a director within the Company's group because of his death, ill-health, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his award will normally vest on the date when it would have vested if he had not ceased such employment or office, subject to:

- i. the extent to which any performance condition has been satisfied at that time; and
- ii. a pro rata reduction to the number of Shares determined under (i) above based on the period of time between its grant and the date of cessation of employment relative to the period of time between its grant and the date it would normally vest (unless determined otherwise by the Committee).

If a participant ceases to be an employee or director in the Company's group for one of the 'good leaver' reasons specified above, the Committee may, allow unvested awards to vest at the time of cessation of employment and the Committee may determine the extent to which any performance condition has been satisfied in such circumstances on such reasonable basis as it decides and subject to time pro-rating, as outlined above.

If an award vests as a result of one of the 'good leaver' reasons specified above, awards structured as options will normally be exercisable for a period of twelve months from the date of vesting.

Where an individual holding a vested award ceases to be an employee or director in the Company's group, the individual will normally be able to exercise that vested award within twelve months of the date of such cessation, unless the reason for such cessation is the individual's misconduct in which case the award will lapse.

Where a participant ceases to be an employee or director in the Company's group and his award (including the resulting vested Shares) is subject to a holding period, the holding period will continue to apply to the award and/or vested Shares (except where the Committee determines otherwise).

### **Corporate events**

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards may vest early subject to: (i) the extent that any performance condition has been satisfied at that time; and (ii) a pro rata reduction to the number of Shares determined under (i) above based on the period of time between its grant and the date of the event relative to the period of time between its grant and the date it would normally vest (unless determined otherwise by the Committee), although the Committee can decide not to time pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards may be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on substantially the same basis as described above in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on substantially the same basis as described above in the case of a takeover.

### **Malus and clawback**

The Committee retains a power to reduce the potential vesting of unvested awards (including to zero) (often referred to as 'malus') or to recoup the value of previously vested awards from an individual up to two years from the normal vesting date if it considers it appropriate to do so (often referred to as 'clawback').

The Committee may choose to exercise this power in the following circumstances:

- a material misstatement of the Company's financial results;
- a miscalculation or an assessment of any performance conditions that was based on an error;
- gross misconduct on behalf of an individual;
- the Company becomes insolvent or otherwise suffers a corporate failure;
- significant reputational damage and potential financial strength of the Company.

The Committee may achieve clawback in a number of ways, including by way of a reduction in the vesting, or size of, any other award or bonus (including future awards or bonus) and/or a requirement by the individual to make a cash payment.

---

## **SUMMARY OF THE PRINCIPAL TERMS OF THE BREEDON GROUP PERFORMANCE SHARE PLAN (THE 'PLAN')**

### **CONTINUED**

#### **Dividend equivalents**

The Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the delivery of vested Shares in satisfaction of their award of an amount the gross amount of which is based on the amount of any dividends that would have been paid on the vested Shares delivered between the time when the award was granted and the time that the award vests. The amount paid to the participant may assume the reinvestment of dividends. The Committee may decide to exclude the value of all or part of a special dividend or any other dividend from the amount of the payment.

#### **Participants' rights**

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares.

#### **Rights attaching to Shares**

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

#### **Variation of capital**

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award.

#### **Alterations to the Plan**

The Committee may, at any time, alter the Plan or the terms of an award provided that the prior approval of shareholders is obtained for any alterations that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash provided under the Plan or the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

The shareholder resolution to approve the Plan will also allow the Board to establish further plans and/or schedules to the Plan for other overseas territories, any such plan and/or schedule to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the individual and overall limits on the number or value of Shares that may be subject to awards granted under the Plan.

---

## REGISTRAR

All administrative enquiries relating to shareholdings, such as lost certificates, change of address, change of ownership or dividend payments and requests to receive corporate documents by email should, in the first instance, be directed to the Company's registrar and clearly state the shareholder's registered address and, if available, the full shareholder reference number:

By post: Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL

By telephone: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 371 664 0300. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

By email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)

Online: [www.linkgroup.eu](http://www.linkgroup.eu)

Registering on the Company's registrar's share portal enables you to view your shareholding, including an indicative share price and valuation, check your holding balance and transactions, change your address or bank details and view dividend payments. To register for Signal Shares just visit [www.signalshares.com](http://www.signalshares.com). All you need is your investor code, which can be found on your share certificate.

## GROUP WEBSITE AND ELECTRONIC COMMUNICATIONS

The 2020 Annual Report and other information about the Company are available on its website at [www.breedongroup.com/investors](http://www.breedongroup.com/investors). The Company operates a service whereby you can register to receive notice by email of all announcements released by the Company. The Company's share price (15 minutes delay) is displayed on the Company's website at [www.breedongroup.com/investors](http://www.breedongroup.com/investors).

Shareholder documents are, following shareholder approval, primarily made available via the Company's website at [www.breedongroup.com/investors](http://www.breedongroup.com/investors), unless a shareholder has requested to continue to receive hard copies of such documents. If a shareholder has registered their up-to-date email address, an email will be sent to that address when such documents are available on the website. If shareholders have not provided an up-to-date email address and have not elected to receive documents in hard copy, a letter will be posted to their address that is recorded on the Register of Members notifying them that the documents are available on the website. Shareholders can continue to receive hard copies of shareholder documents by contacting the Company's registrar.

If you have not already registered your current email address, you can do so at [www.signalshares.com](http://www.signalshares.com). Investors who hold their shares via an intermediary should contact the intermediary regarding the receipt of shareholder documents from the Company.

The Group has a wide range of information that is available on its website at [www.breedongroup.com/investors](http://www.breedongroup.com/investors) including:

- financial information – annual reports and half year results, financial news and events;
- share price information;
- shareholder services information; and
- press releases – both current and historical.

## MULTIPLE ACCOUNTS

Shareholders who receive more than one copy of communications from the Company may have more than one account in their name on the Company's Register of Members. Any shareholder wishing to amalgamate such holdings should write to the Company's registrar giving details of the accounts concerned and instructions on how they should be amalgamated.

---

## UNSOLICITED MAIL, INVESTMENT ADVICE AND FRAUD

The Company is obliged by law to make its share register publicly available and, as a consequence, some shareholders may receive unsolicited mail. In addition, many companies have become aware that their shareholders have received unsolicited phone calls or correspondence, typically from overseas 'brokers', concerning investment matters.

These callers can be very persistent and extremely persuasive and their activities have resulted in considerable losses for some investors. It is not just the novice investor that has been deceived in this way; many victims have been successfully investing for several years.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. Please keep in mind that firms authorised by the FCA are unlikely to contact you out of the blue with an offer to buy or sell shares.

If you receive any unsolicited mail or investment advice:

- Make sure you get the correct name of the person and organisation.
- Check the Financial Services Register at [www.fca.org.uk](http://www.fca.org.uk).
- Use the details on the Financial Services Register to contact the firm.
- Call the FCA Consumer Helpline on 0800 111 6768 if there are no contact details on the Register or you are told they are out of date.
- Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
- Use the firm's contact details listed on the Register if you want to call them back.
- Search the list of unauthorised firms and individuals to avoid doing business with at [www.fca.org.uk/scams](http://www.fca.org.uk/scams).
- Report a share scam by telling the FCA using the share fraud reporting form in the Consumers section of the FCA website.
- If the unsolicited phone calls persist, hang up.
- If you wish to limit the number of unsolicited calls you receive, contact the Telephone Preference Service (TPS) at [www.tpsonline.org.uk](http://www.tpsonline.org.uk) and follow the link, or from your mobile phone register your mobile number, free of charge, by texting 'TPS' together with your email address to 85095.
- If you wish to limit the amount of unsolicited mail you receive, contact the Mailing Preference Service on 020 7291 3310 or visit the website at [www.mpsonline.org.uk](http://www.mpsonline.org.uk).

If you deal with an unauthorised firm, you will not be eligible to receive payment under the Financial Services Compensation Scheme. If you have already paid money to share fraudsters you should contact Action Fraud on 0300 123 2040.

## SHARE DEALING SERVICES

You can buy shares through any authorised stockbroker or bank that offers a share dealing service in the UK, or in your country of residence if outside the UK.

A simple and competitively priced service to buy and sell shares is provided by Link Group. There is no need to pre-register and there are no complicated application forms to fill in, and by visiting [www.linksharedeal.com](http://www.linksharedeal.com) you can also access a wealth of stock market news and information free of charge.

For further information on this service, or to buy and sell shares, visit [www.linksharedeal.com](http://www.linksharedeal.com) or call 0371 664 0445.

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.00am – 4.30pm, Monday to Friday excluding public holidays in England and Wales.

This is not a recommendation to buy and sell shares and this service may not be suitable for all shareholders. The price of shares can go down as well as up and you are not guaranteed to get back the amount you originally invested.

Terms, conditions and risks apply. Link Group is a trading name of Link Market Services Trustees Limited which is authorised and regulated by the Financial Conduct Authority. This service is only available to private shareholders resident in the United Kingdom, the Channel Islands or the Isle of Man.

Link Group is a trading name of Link Market Services Limited and Link Market Services Trustees Limited.

Share registration and associated services are provided by Link Market Services Limited (registered in England and Wales, No. 2605568). Regulated services are provided by Link Market Services Trustees Limited (registered in England and Wales No. 2729260), which is authorised and regulated by the Financial Conduct Authority.

The registered office of each of these companies is Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL.





