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If you have sold or transferred all of your ordinary shares in Lookers plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

Lookers plc

(incorporated in England and Wales under company number 111876)

Notice of the 2019 Annual General Meeting

Notice of the 2019 Annual General Meeting of Lookers plc, to be held at Lookers House, 3 Etchells Road, West Timperley, Altrincham, Cheshire, WA14 5XS on Friday 31 May 2019 at 11.00 a.m., is set out on pages 3 and 4 of this document. Your attention is drawn to the letter from the Chairman on page 2 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 5 and 6. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 11.00 a.m. on Wednesday 29 May 2019.

To the holders of ordinary shares in Lookers plc (the **Company**)

8th April 2019

Dear Shareholder

2018 Annual Report and 2019 Annual General Meeting

I am pleased to inform you that the Company's 2018 annual report and accounts and the notice of the 2019 annual general meeting have now been published.

This year's annual general meeting will be held at 11.00 a.m. on Friday 31 May 2019 at Lookers House, 3 Etchells Road, West Timperley, Altrincham, Cheshire, WA14 5XS (the AGM).

The formal notice of AGM is set out on pages 3 and 4 of this document and contains the proposed resolutions. Explanatory notes to the business to be considered are set out in the Appendix to this document on pages 7 to 9.

Action to be taken

Whether or not you propose to attend the AGM, I would encourage you to vote on each of the resolutions set out in the notice of AGM by appointing a proxy to act on your behalf. Appointing a proxy will not prevent you from attending the AGM and voting in person. You can appoint a proxy by:

- logging onto www.signalshares.com and submitting a proxy appointment online by following the instructions. If you have not previously done so, you will need to register. To do this, you will need your Investor Code detailed on your share certificate (or otherwise available from the Company's registrar, Link Asset Services); or
- submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service.

If you would prefer to use a paper proxy form to appoint your proxy, you may request one from the Company's registrar by calling the shareholder helpline. Details of the helpline and further information on how to appoint a proxy to vote on your behalf are set out in the notes to the notice of AGM.

Your proxy appointment must be received by the Company's registrar no later than 11.00 a.m. on Wednesday 29 May 2019 to be valid.

Recommendation

The Company's board considers that each of the resolutions set out in the notice of AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of them as the directors intend to do in respect of their own beneficial shareholdings (save in respect of those resolutions in which they are interested).

Yours faithfully,

Phil White

Chairman

Lookers House
3 Etchells Road, West Timperley
Altrincham, WA14 5XS

T: 0161 291 0043
www.lookersplc.com

Registered Office:
Lookers House, 3 Etchells Road,
West Timperley, Altrincham, WA14 5XS
Registered in England No. 111876
Member of the RMI.
VAT Registration No. GB 405 9783 29.

Notice of Annual General Meeting

Notice is given that the one hundred and ninth Annual General Meeting of the Company will be held at Lookers House, 3 Etchells Road, West Timperley, Altrincham, Cheshire, WA14 5XS on Friday 31 May 2019 at 11.00 a.m. to transact the business set out below. Resolutions 1 to 14 below will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions.

1. To receive the audited financial statements and the auditors' and directors' reports for the year ended 31 December 2018.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2018.
3. To declare a final dividend of 2.60 per ordinary share.
4. To re-elect Andy Bruce as a director.
5. To re-elect Robin Gregson as a director.
6. To re-elect Nigel McMinn as a director.
7. To re-elect Tony Bramall as a director.
8. To re-elect Phil White as a director.
9. To re-elect Richard Walker as a director.
10. To re-elect Sally Cabrini as a director.
11. To re-elect Stuart Counsell as a director.
12. To re-appoint Deloitte LLP as auditors.
13. To authorise the audit and risk committee of the board of directors to determine the auditors' remuneration.
14. 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 to convert any security into such shares (Allotment Rights), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £12,839,568 of which one-half may be allotted or made the subject of Allotment Rights in any circumstances and the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the Financial Conduct Authority's listing rules) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
 - (b) this authority shall expire at the close of business on 30 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
 - (d) all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.
15. That, subject to the passing of resolution 14 in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 14 in the notice

of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
 - (b) the allotment of equity securities (other than pursuant to paragraph 15(a) above) with an aggregate nominal value of £972,695, and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 14 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.
16. That, subject to the passing of resolution 14 in the notice of this meeting and in addition to the power contained in resolution 15 set out in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 14 in the notice of this meeting or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is: (a) limited to the allotment of equity securities up to an aggregate nominal value of £972,695; and
 - (b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting, and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 14 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.
17. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of its ordinary shares in its capital, provided that:
 - (a) the maximum aggregate number of such shares that may be acquired under this authority is 38,907,782;
 - (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
 - (c) the maximum price (exclusive of expenses) which may be paid for such a share is the maximum price permitted under the Financial Conduct Authority's listing rules or, in the case of a tender offer (as referred to in those rules), five per cent above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the terms of the tender offer are announced
 - (d) this authority shall expire at the close of business on 30 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting; and
 - (e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.
18. That any general meeting of the Company that is not an annual general meeting may be called by not less than 14 clear days' notice.

Registered office

Lookers House
3 Etchells Road,
West Timperley
Altrincham,
WA14 5XS

By order of the board

G. MacGeekie
Company Secretary
8 April 2019

NOTES:

1. The right of a member of the Company to vote at the AGM will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by the close of business on Wednesday 29 May 2019 in order to be entitled to attend and vote at the AGM as a member in respect of those shares.
2. A member who is entitled to attend and vote at the AGM is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the AGM.
3. A member wishing to attend and vote at the AGM in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the AGM in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the AGM written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.
4. Any member wishing to vote at the AGM without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Appointing a proxy will not prevent a member from attending and voting in person at the AGM should he so wish. A member can appoint a proxy by:
 - logging onto www.signalshares.com and submitting a proxy appointment online by following the instructions. A member who has not previously done so will first need to register (using the Investor Code detailed on the member's share certificate or otherwise available from the Company's registrar, Link Asset Services); or
 - submitting (if the member is a CREST member) a proxy appointment electronically by using the CREST voting service (in accordance with the notes below).

A member who would prefer a paper proxy form may request one from the Company's registrar by calling the helpline number below. A paper proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a copy certified by a notary or in some other way approved by the board) to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

All proxy appointments must be received by no later than 11.00 a.m. on Wednesday 29 May 2019 to be valid.

The Company's registrar, Link Asset Services, can be contacted on its helpline number by calling 0871 664 0300 (calls cost 12p per minute plus the relevant phone company's access charge). The number to call from overseas is +44 (0)371 664 300 and calls will be charged at the applicable international rate.

5. Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (nominated person) may have a right under an agreement between him and that member to be appointed, or to have someone else appointed, as a proxy for the AGM. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 2 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
6. As at 8th April 2019 (the latest practicable date prior to the printing of this document)
 - (i) the Company's issued share capital consisted of 389,077,822 ordinary shares, carrying one vote each, and
 - (ii) the total voting rights in the Company were 389,077,822.
7. Each member attending the AGM has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Information relating to the AGM which the Company is required by the Companies Act 2006 to publish on a website in advance of the AGM may be viewed at www.lookersplc.com. A member may not use any electronic address provided by the Company in this document or in any accompanying document or on any website for communicating with the Company for any purpose in relation to the AGM other than as expressly stated in or on it.
8. It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the AGM relating to the audit of the Company's latest audited accounts. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its

auditors by the time it makes the statement available on the website. The business which may be dealt with at the AGM includes any such statement.

9. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Link Asset Services (ID RA10), as the Company’s “issuer’s agent”, by 11.00 a.m. on Wednesday 29 May 2019. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

APPENDIX

Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the audited financial statements and reports

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. In accordance with best practice, the Company proposes, as an ordinary resolution, a resolution on its audited financial statements and reports for the financial year ended 31 December 2018 (the 2018 Annual Report)..

Resolution 2 – Approval of the directors' remuneration report

In accordance with the Companies Act 2006, shareholders are invited to approve the directors' remuneration report for the financial year ended 31 December 2018.

The directors' remuneration report is set out on pages 53 to 68 of the 2018 Annual Report. For the purposes of this resolution, the directors' remuneration report does not include the directors' remuneration policy, a summary of which is set out on pages 57 to 58 of the 2018 Annual Report. The vote on this resolution is advisory only and the directors' entitlement to remuneration is not conditional on its being passed.

The Companies Act 2006 requires the directors' remuneration policy to be put to shareholders for approval annually unless the approved policy remains unchanged, in which case it need only be put to shareholders for approval at least every three years. The Company is not proposing any changes to the directors' remuneration policy approved at the annual general meeting in 2017.

Resolution 3 – Declaration of a final dividend

The directors are recommending a final dividend for the financial year ended 31 December 2018 of 2.60 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 5 June 2019 to shareholders on the register of members as at the close of business on 26 April 2019.

Resolutions 4 to 11 – Election and re-election of directors

Resolutions 4 to 11 relate to the re-election of the Company's directors.

The Company's articles of association require any director who has not been elected or re-elected by the Company's shareholders at either of the two preceding annual general meetings to be proposed for re-election by the shareholders at the next annual general meeting. Notwithstanding the provisions of the Company's articles of association, the board of directors has determined that each of the directors shall retire from office at the AGM in line with best practice recommendations of the UK Corporate Governance Code. Each of the directors intends to stand for re-election by the shareholders.

The Chairman confirms that, following formal performance evaluation, each of the directors continues to be an effective member of the board, to make a positive contribution and to demonstrate commitment to his or her role. The board believes that the considerable and wide-ranging experience of the directors will continue to be invaluable to the Company. The biographies of each of the directors can be found on pages 40 to 41 of the 2018 Annual Report.

Resolutions 12 and 13 – Reappointment and remuneration of the auditors

The Company is required to appoint or re-appoint auditors at each annual general meeting at which its audited financial statements and reports are presented to shareholders. The audit and risk committee has recommended to the board, and the board now proposes to shareholders, the re-appointment of Deloitte LLP as auditors (to hold office until the next such meeting). The audit and risk committee has confirmed to the board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor.

Resolution 13 authorises the audit and risk committee of board to determine the auditors' remuneration.

Resolution 14 - Authority to allot shares

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the conclusion of the AGM and the board would like to renew it to provide the directors with flexibility to allot new shares and to grant rights up until the Company's next annual general meeting within the limits prescribed by the Investment Association.

The Investment Association's guidelines on directors' allotment authority state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of the existing issued share capital, provided that any amount in excess of one-third of the existing issued share capital is applied to fully pre-emptive rights issues only. Accordingly, if passed, this resolution will authorise the directors to allot (or to grant rights over) new shares in the Company:

- (i) under a rights issue up to an aggregate nominal amount of 12,839,568 (representing approximately 66 per cent. of the Company's issued ordinary share capital); and
- (ii) under an open offer or in other situations up to an aggregate nominal amount of £6,419,784 (representing approximately 33 per cent. of the Company's issued ordinary share capital). For the avoidance of doubt, this resolution will, if passed, authorise the directors to allot (or to grant rights over) new shares up to a maximum aggregate nominal amount of £12,839,568 (representing approximately 66 per cent. of the Company's issued ordinary share capital).

In each case, the reference to the Company's issued ordinary share capital is to the issued ordinary share capital as at 8th April 2019 (being the latest practicable date prior to publication of this document). The Company did not hold any shares in treasury as at that date.

The directors do not have any present intention to exercise this authority, however the board considers it prudent to maintain the flexibility that it provides to enable the directors to respond to any appropriate opportunities that may arise. If passed, this authority will expire on the earlier of the close of business on 30 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting.

Resolutions 15 and 16 – Disapplication of pre-emption rights

Resolutions 15 and 16 are special resolutions which, if passed by shareholders, will enable the board to allot ordinary shares, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

The proposed resolutions essentially replicate the powers which were granted at last year's annual general meeting (and which will expire at the AGM). Such powers reflect the Statement of Principles published by The Pre-Emption Group in March 2015, which provides that a company may seek power to issue, on a non-pre-emptive basis for cash, shares in any one year representing:

- (i) no more than five per cent. of the company's issued ordinary share capital; and
- (ii) no more than an additional five per cent. of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

The 2015 Statement of Principles defines a "specified capital investment" as "one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return." Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term "specified capital investment".

Resolution 15 is to be proposed as a special resolution. If this resolution is passed by shareholders, it will permit the board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £972,695. This amount represents approximately five per cent. of the Company's issued ordinary share capital as at 8th April 2019 (being the latest practicable date prior to publication of this document). This customary resolution will permit the board to allot ordinary shares for cash, up to the specified level, in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 16 is also to be proposed as a special resolution. If this resolution is passed by shareholders, it will afford the board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £972,695. This amount also represents approximately five per cent. of the Company's issued ordinary share capital as at 8th April 2019. The board shall use any power conferred by Resolution 16 only in connection with an acquisition or a specified capital investment which is announced contemporaneously with

the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The board confirms its intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three year period. Those provisions provide that a company should not issue shares for cash (other than to satisfy share scheme requirements) representing more than 7.5% of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

Resolution 17 - Purchase of own shares

This special resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares up until the Company's next annual general meeting or, if earlier, the close of business on 30 June 2020, subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is 38,907,782, representing approximately ten per cent. of the Company's issued ordinary share capital as at 8th April 2019 (being the latest date prior to publication of this document).

The minimum price which could be paid for a share would be its nominal value and the maximum price would be that permitted by the Financial Conduct Authority's Listing Rules or, in case of a tender offer, five per cent. above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the terms of the tender offer are announced. In each case, the minimum and maximum prices exclude expenses. Shares would only be purchased if the directors believed that to do so would result in an improvement in earnings per share and would be in the best interests of shareholders generally. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at that time.

The Company has now completed the discretionary programme it announced in March 2018 to purchase ordinary shares of 5 pence each in the Company for an aggregate purchase of up to £10 million during the period from 7 March 2018 to 31 December 2018. The Board announced on 13 March 2019 that it would keep under review the possibility of a further buy back programme depending on trading conditions and economic circumstances.

As at 8th April 2019, there were options or rights outstanding to subscribe for 17,964,569 new ordinary shares in the Company. This represents 4.41 per cent. of the Company's issued ordinary share capital at that date and would represent 4.41 per cent. of the Company's issued ordinary share capital if the authority had been exercised in full at that date.

Resolution 18 – Notice of general meetings

Resolution 18 is a special resolution to allow the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice.

The Company currently has the power to call a general meeting (other than an annual general meeting) on at least 14 days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 days' notice. This resolution seeks such approval. The approval will be effective until the Company's next annual general meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.