

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own professional advice from your stockbroker, bank manager, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares in Wilmington plc, please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the person who arranged the sale or transfer so they can send these documents to the purchaser or transferee.

# Wilmington plc

(registered in England and Wales with registered no 3015847)

## Notice of 2019 Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of the Company at 10 Whitechapel High Street, London, E1 8QS on 5 November 2019 at 10.00 am is set out on pages 6 to 11 of this document. A form of proxy for use at the Meeting is also enclosed with this document. Shareholders are requested to complete and return forms of proxy to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA (or by email to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com)) as soon as possible and, in any event, so as to be received no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Meeting, whether or not they propose to attend the Meeting.

# Wilmington plc

(registered in England and Wales with registered no 3015847)

## Directors

Martin Morgan (Non-Executive Chairman)  
Mark Milner (Chief Executive Officer)  
Richard Amos (Chief Financial Officer)  
Derek Carter (Non-Executive Director)  
Nathalie Schwarz (Non-Executive Director)  
Paul Dollman (Non-Executive Director)

## Registered office

10 Whitechapel High Street  
London  
E1 8QS  
3 October 2019

## Definitions

The following definitions apply throughout this document (other than the notice of the Annual General Meeting set out on pages 6 to 11 of this document) unless the context requires otherwise:

"Act": the Companies Act 2006;

"Annual General Meeting" or "Meeting": the annual general meeting of the Company convened for 5 November 2019, notice of which is set out on pages 6 to 11 of this document;

"Annual Report" the annual report and financial statements of the Company for the year ended 30 June 2019 accompanying this document;

"Company" or "Wilmington": Wilmington plc;

"Directors" or "Board": the directors of the Company for the time being; and

"Ordinary Shares": ordinary shares of £0.05 each in the capital of the Company.

*To holders of Ordinary Shares*

Dear Shareholder,

## 2019 Annual General Meeting

I am writing to give you notice of this year's Annual General Meeting and details of the resolutions to be proposed at the Meeting.

The notice convening this year's Annual General Meeting for 5 November 2019 at 10.00 am at the offices of the Company at 10 Whitechapel High Street, London, E1 8QS is to be found on pages 6 to 11 of this document and sets out the resolutions to be proposed at the Meeting.

Explanatory notes in respect of the resolutions in the notice convening the Meeting are set out below.

Shareholders should read the contents of this document in conjunction with the Annual Report.

Resolutions 1 to 11 comprise the ordinary business of the Meeting and resolutions 12 to 15 comprise the special business of the Meeting. Resolutions 1 to 12 will each be proposed as an ordinary resolution. This means that, for each of those resolutions to be passed, more than half the votes cast must be in favour of the resolution. Resolutions 13 to 15 will each be proposed as a special resolution. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Resolution 1 – Annual Report and Financial Statements

The Directors are required to lay the Company's audited financial statements and the Directors' and auditors' reports before shareholders each year at the annual general meeting. The audited financial statements and the Directors' and auditor's reports for the year ended 30 June 2019 are included in the Annual Report.

### Resolution 2 – Approval of Directors' Remuneration Report (other than the part containing the Directors' remuneration policy)

The Directors are required to prepare an annual report (the "Directors' Remuneration Report") detailing the remuneration and benefits paid, and share awards and incentives granted, to the Directors during the financial year and a statement from the chairman of the Company's remuneration committee and to seek shareholder approval in respect of the Directors' Remuneration Report (other than the Directors' remuneration policy) every year. The Directors' Remuneration Report for the year ended 30 June 2019 is set out on pages 50 to 63 of the Annual Report. The Directors' remuneration policy was approved by shareholders at the Company's annual general meeting held in November 2017 and is therefore not required to be put to the shareholders for approval until the Company's annual general meeting to be held in 2020. The resolution to approve the Directors' Remuneration Report (other than the part of the Report containing the Directors' remuneration policy) is an advisory vote only and the Directors' entitlements to remuneration are not conditional upon it.

### Resolution 3 – Declaration of final dividend

If shareholders approve the recommended final dividend proposed by the resolution, the dividend will be paid on 15 November 2019 to all holders of Ordinary Shares who were on the register of members on 18 October 2019.

## **2019 Annual General Meeting continued**

### **Resolutions 4 to 9 – Reappointment of Directors**

Under the Company's articles of association, at every annual general meeting Directors who were in office at each of the two preceding annual general meetings of the Company and did not retire at either of those meetings, and Directors appointed by the Board since the last annual general meeting, are required to retire from office and, if they wish, offer themselves for reappointment. As with previous years, the Board has resolved to follow the provisions of the UK Corporate Governance Code that require all Directors to be subject to annual reappointment. Therefore, Martin Morgan, Mark Milner (who was appointed as a Director since the last annual general meeting), Richard Amos, Derek Carter, Nathalie Schwarz and Paul Dollman will retire, and are offering themselves for reappointment as Directors, at the Meeting in accordance with the provisions of the UK Corporate Governance Code and (in the case of Mark Milner) also in accordance with the Company's articles of association.

Biographical details (including their membership of the principal committees of the Board) of the Directors who are being proposed for reappointment at the Meeting are set out on pages 40 to 41 of the Annual Report, and information about their service contracts and letters of appointment is set out on page 58 of the Annual Report.

Following completion of the Company's annual evaluation of the Directors (a summary of which is on page 45 of the Annual Report) it is the view of the Board that each of the Directors continues to perform effectively, makes a positive contribution and demonstrates commitment to the role, and therefore it is appropriate for the Directors to continue to serve as Directors. In addition, the Directors believe that the Board has an appropriate balance of knowledge and skills and that the Non-Executive Directors being proposed for reappointment at the Meeting are independent in character and judgment.

The Board accordingly supports and recommends the reappointment of each of the Directors.

### **Resolutions 10 and 11 – Reappointment and remuneration of auditors**

In accordance with the Act, the auditors of a company must be reappointed at each general meeting at which accounts are laid. On the recommendation of the audit committee of the Board, the Board proposes the reappointment of Grant Thornton UK LLP as the Company's auditors. Resolution 10 proposes the reappointment of the Company's auditors, Grant Thornton UK LLP, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 11 follows best practice in corporate governance by separately seeking authority for the Directors to determine the auditors' remuneration.

### **Resolution 12 – Renewal of authority to allot relevant securities**

The resolution seeks shareholder approval to grant the Directors a general authority to allot Ordinary Shares, or grant rights to subscribe for or convert securities into Ordinary Shares, in accordance with section 551 of the Act. The resolution, if passed, will authorise the Directors to allot, or grant rights to subscribe for or convert securities into, Ordinary Shares:

- (a) up to a maximum nominal amount of £1,458,216 which amounts to 29,164,320 Ordinary Shares and represents approximately one-third of the issued ordinary share capital of the Company as at 18 September 2019 (being the latest practicable date before publication of this document) (excluding treasury shares); and
- (b) in line with guidelines issued by the Investment Association, in connection with a rights issue only, up to a maximum nominal amount of £2,916,433 which amounts to 58,328,660 Ordinary Shares and represents approximately two-thirds of the issued ordinary share capital of the Company as at 18 September 2019 (excluding treasury shares) as reduced by the aggregate nominal amounts of any allotments or grants made pursuant to the authority granted by paragraph (a) of the resolution.

The authority granted by this resolution, which replaces that which was granted at last year's annual general meeting, will expire at the conclusion of the annual general meeting of the Company to be held in 2020 or the date being 15 months after the date of the passing of this resolution, whichever is the earlier. The Directors intend to seek renewal of this authority at future annual general meetings.

Other than fulfilling the Company's obligations pursuant to the exercise of options granted under the Company's employee share option schemes and awards granted under the Company's performance share plans, the Directors have no present intention to exercise this authority.

As at close of business on 18 September 2019, the Company held 46,584 Ordinary Shares in treasury which represent approximately 0.05 per cent. of the Company's issued ordinary share capital (excluding treasury shares) at that date.

### **Resolution 13 – Disapplication of pre-emption rights**

The resolution seeks shareholder approval to authorise the Directors to allot Ordinary Shares and other equity securities for cash, or to sell treasury shares for cash, without first offering them to existing shareholders in proportion to their existing holdings as required by section 561 of the Act. The resolution, if passed, will authorise the Directors, at their discretion, to allot equity securities otherwise than pro rata to existing shareholders:

- (a) in connection with a rights issue or other pre-emptive offer which is made not strictly in accordance with section 561 of the Act; or
- (b) otherwise having a nominal value of up to £218,732 which amounts to 4,374,640 Ordinary Shares and represents approximately 5 per cent. of the issued ordinary share capital of the Company as at 18 September 2019 (excluding treasury shares).

The authority, if granted, will extend to the sale of any shares in the Company held as treasury shares in the circumstances described above.

## **2019 Annual General Meeting continued**

### **Resolution 13 – Disapplication of pre-emption rights continued**

The authority granted by this resolution, which replaces that which was granted at last year's annual general meeting, will expire at the conclusion of the annual general meeting of the Company to be held in 2020 or the date being 15 months after the date of the passing of this resolution, whichever is the earlier. The Directors intend to seek renewal of this authority at future annual general meetings.

The resolution is in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the "Statement of Principles"), and the template resolutions published by the Pre-Emption Group in May 2016.

The Directors confirm that they will have due regard to the Statement of Principles, including in particular the requirement for advance shareholder consultation before making any issues of Ordinary Shares for cash on a non pre-emptive basis that exceeds 7.5 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) in any rolling three-year period.

Other than fulfilling the Company's obligations pursuant to the exercise of options granted under the Company's employee share option schemes and awards granted under the Company's performance share plans, the Directors have no present intention to exercise the authority granted by this resolution.

### **Resolution 14 – Authority to purchase own shares**

The resolution seeks shareholder approval to authorise the Company to make market purchases of its Ordinary Shares. The proposed authority will be limited to a maximum of 8,749,298 Ordinary Shares representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 18 September 2019 (excluding treasury shares) and will expire at the conclusion of the annual general meeting of the Company to be held in 2020 or the date being 15 months after the date of the passing of this resolution, whichever is the earlier.

The maximum price, exclusive of expenses, that may be paid for an Ordinary Share will be an amount which is not more than the higher of (i) 105 per cent. of the average of the middle market prices for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase, and (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, and the minimum price that may be paid for an Ordinary Share will be its nominal value.

Options and awards over an aggregate of 2,442,624 Ordinary Shares were outstanding as at 18 September 2019 representing approximately 2.78 per cent. of the Company's issued share capital on that date (excluding treasury shares) and which would represent approximately 3.10 per cent. of the Company's issued share capital (excluding treasury shares) if the proposed authority being sought at the Annual General Meeting to buy back 8,749,298 Ordinary Shares was exercised in full.

The resolution will also permit the Company to hold any Ordinary Shares purchased by it in treasury instead of cancelling them. Ordinary Shares held in treasury can subsequently be cancelled, sold for cash or used to satisfy share options and awards granted under employee share option schemes and performance share plans and would therefore provide the Company with additional flexibility in the management of its capital base. As at 18 September 2019, the Company held 46,584 Ordinary Shares in treasury representing approximately 0.05 per cent. of the Company's issued share capital (excluding treasury shares). The Directors would consider holding as treasury shares any shares which the Company purchases pursuant to the authority proposed to be granted by this resolution. In relation to any repurchased shares held in treasury however, unless such shares are subsequently cancelled, earnings per share will only be increased on a temporary basis until such time as the shares are subsequently sold out of treasury.

The resolution complies with the current guidelines issued by the investor protection committees and the Directors will have regard to any guidelines issued by the investor protection committees which may be published at the time of any such purchase, holding or resale of treasury shares.

### **Resolution 15 – Notice of General Meetings**

The resolution seeks shareholder approval to renew the authority granted at last year's annual general meeting to enable the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice.

This resolution is required under section 307A of the Act. Under that section, a traded company which wishes to be able to call general meetings (other than an annual general meeting) on 14 clear days' notice must obtain shareholders' approval.

The approval, if granted, will be valid up to the next annual general meeting of the Company when it is intended a similar resolution will be proposed. The Company will also need to meet requirements for voting by electronic means under section 307A of the Act before it can call a general meeting on 14 clear days' notice. The Directors do not intend to use the shorter notice period other than in certain limited circumstances such as for time-sensitive matters, where to do so would be to the benefit of the Company's shareholders as a whole.

**Action to be taken**

You will find an accompanying form of proxy for use at the Meeting. Whether or not you intend to be present at the Meeting, you are requested to complete and return the form of proxy to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA (or by email to proxyvotes@equiniti.com), in accordance with the instructions thereon as soon as possible and, in any event, so as to be received no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Meeting.

Completion and return of the form of proxy will not however prevent you from attending the Meeting and voting in person if you should wish to do so.

**Recommendation**

The Directors unanimously recommend you to vote in favour of all of the resolutions to be proposed at the Meeting, as they intend to do in respect of their own beneficial shareholdings, and consider that they are in the best interests of the Company and the shareholders as a whole and are most likely to promote the success of the Company for the benefit of the shareholders as a whole.

Yours faithfully,

**Martin Morgan**  
Chairman

# Wilmington plc

(registered in England and Wales with registered no 3015847)

## Notice of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of the Company (the "Meeting") will be held at the offices of the Company at 10 Whitechapel High Street, London E1 8QS on 5 November 2019 at 10.00 am for the purpose of considering and, if thought fit, passing the following resolutions (which will be proposed, in the case of resolutions 1 to 12 (inclusive), as ordinary resolutions and, in the case of resolutions 13 to 15 (inclusive), as special resolutions):

### Ordinary Resolutions

1. To receive the audited financial statements of the Company for the financial year ended 30 June 2019 together with the directors' report and the auditors' report set out therein.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial year ended 30 June 2019 (as set out on pages 50 to 63 of the accompanying 2019 Annual Report and Financial Statements).
3. To declare a final dividend of 5.0 pence per ordinary share for the financial year ended 30 June 2019 as recommended by the Directors, to be paid on 15 November 2019 to all holders of ordinary shares whose names appear on the register of members of the Company on 18 October 2019.
4. To reappoint as a Director Martin Morgan who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
5. To reappoint as a Director Mark Milner who offers himself for reappointment in accordance with the provisions of the UK Corporate Governance Code and in accordance with the Company's Articles of Association.
6. To reappoint as a Director Richard Amos who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
7. To reappoint as a Director Derek Carter who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
8. To reappoint as a Director Nathalie Schwarz who offers herself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
9. To reappoint as a Director Paul Dollman who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
10. To reappoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Directors to determine the remuneration of the auditors of the Company.
12. That the Directors be and are generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused, but without prejudice to any allotment of relevant securities already made or agreed to be made pursuant to such authority) in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined below):
  - (a) up to an aggregate nominal amount of £1,458,216; and
  - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,916,433 (such amount to be reduced by the aggregate nominal amounts of any relevant securities (as defined below) allotted pursuant to the authority in sub-paragraph (a) above) in connection with an offer by way of a rights issue:
    - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier), save that the Company may before such expiry make offers or agreements which would or might require relevant securities (as so defined) to be allotted after such authority expires and the Directors may allot relevant securities (as so defined) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution, "relevant securities" means:

- shares in the Company other than shares allotted pursuant to:
  - (i) an employee share scheme (as defined by section 1166 of the Act);
  - (ii) a right to subscribe for shares in the Company where the grant of the right itself constitutes a relevant security; or
  - (iii) a right to convert securities into shares in the Company where the grant of the right itself constitutes a relevant security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of relevant securities in this resolution include the grant of such rights.

## Notice of Annual General Meeting continued

### Special Resolutions

13. That, subject to the passing of resolution 12 above, the Directors be and are generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused, but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authority) in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities and/or the sale of treasury shares in connection with an offer of equity securities (but, in the case of the authority granted under sub-paragraph (b) of resolution 12 above, by way of a rights issue only):

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities and/or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) to any person up to an aggregate nominal amount of £218,732,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier), save that the Company may before such expiry make offers or agreements which would or might require equity securities (as so defined) to be allotted (and/or treasury shares to be sold) after such authority expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

14. That the Company be and is generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.05 each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may from time to time determine, provided that:

(a) the maximum aggregate number of ordinary shares authorised to be purchased is 8,749,298 ordinary shares (representing approximately 10 per cent. of the issued share capital of the Company as at 18 September 2019);

(b) the maximum price (excluding expenses) which may be paid for each ordinary share is not more than the higher of: (i) 105 per cent. of the average of the middle market prices for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

(c) the minimum price (excluding expenses) which may be paid for each ordinary share is £0.05;

(d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier); and

(e) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of such a contract, as if such authority had not expired.

15. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board

**Richard Amos**  
Company Secretary  
3 October 2019

**Registered office**  
10 Whitechapel High Street  
London  
E1 8QS

## Notice of Annual General Meeting continued

### Notes:

#### Website address

1. Information regarding the Meeting, including the information required by section 311A of the Act, is available from [www.wilmingtonplc.com](http://www.wilmingtonplc.com).

#### Entitlement to attend and vote

2. Only those members registered on the Company's register of members:
  - at 6.30 pm on 1 November 2019; or
  - if this Meeting is adjourned, at 6.30 pm on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

#### Appointment of proxies

3. Members entitled to attend, speak and vote at the Meeting (in accordance with note 2 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy, please use the Form of Proxy enclosed with this document or follow the instructions at note 8 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding (the first-named being the most senior). The completion and return of the Form of Proxy or the appointment of a proxy through CREST will not stop you attending and voting in person at the Meeting should you wish to do so. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of the Form of Proxy (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and returned in the same envelope.
4. You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting or" on the Form of Proxy and insert the full name of your appointee.
5. You can instruct your proxy how to vote on each resolution by ticking the "For" and "Against" boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution please tick the box which is marked "Vote Withheld". It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the Meeting. A company should execute the Form of Proxy under its common seal or otherwise by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.
6. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes subject of those proxies are cast and voting rights in respect of those discretionary proxies, when added to the interest in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company, who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

#### Appointment of proxy using hard copy form

7. The Form of Proxy and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed must be received by Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA (or by email at [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com)) by 10.00 am on 1 November 2019 in respect of the Meeting. Any Forms of Proxy received before such time will be deemed to have been received at such time. In the case of an adjournment, the Form of Proxy must be received by Equiniti Limited no later than 48 hours (excluding any part of a day that is not a working day) before the rescheduled meeting. On completing the Form of Proxy, sign it and return it to Equiniti Limited in the envelope provided. As postage has been pre-paid, no stamp is required.



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

### **Notes continued**

#### **Appointment of proxies through CREST**

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at [www.euroclear.com](http://www.euroclear.com). 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual, which can be viewed at [www.euroclear.com](http://www.euroclear.com). 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 Company's agent (ID: RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of Meeting. 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 Applications Host) from which the Company'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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged at 10.00 am on 1 November 2019 in respect of the Meeting. Any such messages received before such time will be deemed to have been received at such time.

#### **Termination or amendment of proxy appointments**

9. In order to revoke or amend a proxy instruction you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke or amend your proxy appointment to Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA (or by email to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com)) by no later than 10.00 am on 1 November 2019. In the case of a member which is a company, the revocation or amendment notice must be executed under its common seal or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation or amendment notice. If you attempt to revoke or amend your proxy appointment but the revocation is received after the time specified in note 7 above then your original proxy will remain valid. If you submit more than one valid proxy appointment in respect of the same ordinary shares, the appointment received last before the latest time for receipt of proxies will take precedence.

#### **Nominated persons**

10. If you are a person who has been nominated under section 146 of the Act to enjoy information rights:

- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (the "Relevant Member") to be appointed or to have someone else appointed as a proxy for the Meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the notes to the Form of Proxy.

## Notice of Annual General Meeting continued

### Notes continued

#### Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### Questions at the Meeting

12. Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the Meeting unless:
- answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

#### Issued shares and total voting rights

13. As of 18 September 2019, being the latest practicable date before publication of the notice of the Meeting, the Company's issued share capital consisted of 87,492,983 ordinary shares of £0.05 each (excluding treasury shares) each carrying the right to one vote. Therefore, the total number of voting rights in the Company as of 18 September 2019 was 87,492,983.

#### Communication

14. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- calling Equiniti Limited's shareholder helpline (lines are open from 8.30 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales):
    - (a) from the UK: 0371 384 2855; or
    - (b) from overseas: +44 (0) 121 415 7047 (calls from outside the UK are charged at applicable international rates); or
  - in writing to Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.

You may not use any electronic address provided either in this notice of meeting or in any related documents (including the Form of Proxy for this Meeting) to communicate with the Company for any purposes other than those expressly stated.

#### Website publication of audit concerns

15. Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by a member or members meeting the qualification criteria set out in note 16 below, the Company must publish on its website a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the Meeting.

The request:

- may be in hard copy form or in electronic form;
- either set out the statement in full, or if supporting a statement sent by another member, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it; and
- be received by the Company at least one week before the Meeting.

Such request must be in accordance with one of the following ways:

- a hard copy request which is signed by a member(s), states such member(s) full name(s) and address and is sent to Wilmington plc, marked for the attention of Richard Amos, 10 Whitechapel High Street, London, E1 8QS;
- a request which is signed by a member(s), states such member(s) full name(s) and address(es) and is sent by facsimile to +44 (0) 20 7422 6822 marked for the attention of Richard Amos, the Company Secretary; or
- a request which states such member(s) full name(s) and address(es), and is sent by email to [companysecretary@wilmingtonplc.com](mailto:companysecretary@wilmingtonplc.com). Please state "AGM" in the subject line of the email.

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

### **Notes** continued

#### **Members' qualification criteria**

16. In order to be able to exercise the members' right to require the Company to publish audit concerns, the relevant request must be made by:

- a member or members having a right to vote at the Meeting and holding at least 5 per cent. of total voting rights of the Company; or
- at least 100 members having a right to vote at the Meeting and holding, on average at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see note 13 above and the website referred to in note 1 above.

#### **Documents on display**

17. Copies of:

- the service agreements of the Executive Directors;
- the letters of appointment of the Non-Executive Directors.

#### **Voting at Meeting**

18. Voting on all resolutions to be proposed at the Meeting will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as members' votes are counted according to the number of shares registered in their names.

**Wilmington plc**

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