



Hampden & Co plc (the "Company")

Registered Number SC386922

MINUTES of the ANNUAL GENERAL MEETING of the Company held at 9 Charlotte Square Edinburgh EH2 4DR on 8 June 2021 at 09:00 a.m.

Company Officers present:

Mr. Graeme Hartop (Chief Executive Officer) Chairman of the Meeting

Mr. Richard Lyon (Company Secretary)

1. Introduction

- 1.1. It was noted that Mr. Hartop was chairman of the meeting.
- 1.2. Mr. Lyon announced the presence of a quorum and declared that the meeting had been duly convened and that it was therefore competent to proceed to business.
- 1.3. The Notice of Meeting (the "Notice of Meeting") sent to shareholders on 14 May 2021 was taken as read.

2. Resolution 1

- 2.1. The Chairman proposed Resolution 1 as set out in the Notice of Meeting.
- 2.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-
"To receive the Company's accounts for the financial period ended 31 December 2020 and the associated reports of the Directors and the auditors."
- 2.3. Mr. Lyon announced that the results of the proxy vote on Resolution 1 were as follows:-
37,337,718 in favour;
45,000 against.

3. Resolution 2

- 3.1. The Chairman proposed Resolution 2 as set out in the Notice of Meeting.
- 3.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-

“To re-appoint Deloitte LLP as the Company's auditors 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.”

3.3. Mr. Lyon announced that the results of the proxy vote on Resolution 2 were as follows:-

37,382,718 in favour;

None against.

4. Resolution 3

4.1. The Chairman proposed Resolution 3 as set out in the Notice of Meeting.

4.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-

“To authorise the Board of Directors of the Company to determine the remuneration of the Company's auditors.”

4.3. Mr. Lyon announced that the results of the proxy vote on Resolution 3 were as follows:-

37,382,718 in favour;

None against.

5. Resolution 4

5.1. The Chairman proposed Resolution 4 as set out in the Notice of Meeting.

5.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-

“THAT the Remuneration Committee of the Company's Board be and is hereby authorised to alter, at its discretion, the terms of any Tranche 2 options granted or available for grant under the Hampden & Co plc Share Option Plan, principally by amending the exercise price for those options, and the Remuneration Committee be and is hereby authorised to do all such acts and things necessary or desirable to give effect to this resolution.”

5.3. Mr. Lyon announced that the results of the proxy vote on Resolution 4 were as follows:-

37,120,943 in favour;

261,775 against.

6. Resolution 5

6.1. The Chairman proposed Resolution 5 as set out in the Notice of Meeting.

6.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-

“THAT the Company be authorised to apply a ratio between the fixed and variable components of total remuneration of 'Remuneration Code Staff' that exceeds 1:1, provided the ratio does not exceed 1:2.”

6.3. Mr. Lyon announced that the results of the proxy vote on Resolution 5 were as follows:-

37,183,859 in favour;

198,859 against.

7. Conclusion

7.1. There being no further business, the Chairman closed the Meeting at 09:10.
