

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



4 May 2022

to: Shareholders of Hampden & Co plc

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

The annual general meeting of Hampden & Co plc (the "**Company**") will be held at 2 p.m. on Friday 27 May 2022 at the Company's offices at 9 Charlotte Square, Edinburgh EH2 4DR (the "**AGM**").

The formal notice of the AGM is enclosed with this letter.

Following the success of the shareholder meetings held in previous years, we have also decided to hold separate shareholder meetings in both Edinburgh and London again this year, to update you on the progress of your Company in a more informal setting. Details of these meetings are provided below.

The Annual General Meeting will be a more formal meeting, which will only consider the proposed resolutions.

### **Business to be considered at the Annual General Meeting**

The AGM will be held to conduct the required formal business set out in the Notice of AGM and the following resolutions will be proposed.

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9 Charlotte Square  
Edinburgh, EH2 4DR  
0131 226 7300  
[hampdenandco.com](http://hampdenandco.com)

## Ordinary Resolutions

<b>Resolution 1</b>	To receive the Accounts
<b>Resolutions 2 and 3</b>	To re-appoint Deloitte LLP as auditors of the Company and to authorise the Board to determine the remuneration of the auditors
<b>Resolution 4</b>	To approve the updated Remuneration Policy

## Special Resolution

<b>Resolution 5</b>	To extend the period of current authorities to allot shares free from statutory pre-emption rights
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A copy of the accounts of the Company for the financial period ended 31 December 2021 (the "**Accounts**") is available online at [www.hampdenandco.com/investors](http://www.hampdenandco.com/investors). If you are unable to access the Accounts online, a paper copy can be supplied on application to me either by email at [investors@hampdenandco.com](mailto:investors@hampdenandco.com) or by post to our above address.

Further information about all the resolutions to be proposed at the Annual General Meeting is provided in the explanatory note enclosed with this letter. This information is also available online at [www.hampdenandco.com/investors](http://www.hampdenandco.com/investors).

## Recommendation in respect of the Annual General Meeting

Your Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and they unanimously recommend that all shareholders vote in favour of the resolutions.

## Action to be taken in respect of the Annual General Meeting

Holders of ordinary shares will find enclosed a Proxy Form for use in connection with the AGM. You are requested to complete and return the Proxy Form in accordance with the instructions printed on it and to return the Proxy Form either in the enclosed reply paid envelope, or a scanned copy of a completed Proxy Form may be submitted electronically by email to [investors@hampdenandco.com](mailto:investors@hampdenandco.com), so as to be received by the Company as soon as possible and, in any event, not later than 11 a.m. on 26 May 2022.

**If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.**

Shareholders who wish to attend the AGM are requested to confirm their intention to attend either by emailing [investors@hampdenandco.com](mailto:investors@hampdenandco.com) or by calling 0131 226 7300. However, shareholders should note that the business of the AGM will be limited to the formal resolutions set out in the Notice of AGM. Progress updates for shareholders and open discussion will be facilitated in a more informal forum through the Additional Meetings for Shareholders as detailed below.

#### **Additional Meetings for Shareholders**

In addition to this year's AGM, and to allow you to hear directly about the progress of your Company and to ask questions, the Chair of the Board of Directors, Mr Simon Miller, and the Chief Executive Officer, Mr Graeme Hartop, will host two meetings for shareholders ahead of the AGM as follows:

##### **Edinburgh Shareholder Meeting**

**Date:** 24 May 2022

**Time:** 2 p.m. – 3 p.m.

**Location:** Hampden & Co plc, 9 Charlotte Square, Edinburgh

##### **London Shareholder Meeting**


**Date:** 25 May 2022

**Time:** 11.30 a.m. – 12.30 p.m.

**Location:** Hampden Agencies Ltd, 40 Gracechurch St, London EC3V 0BT

Shareholders who wish to join either of these meetings are requested to confirm their intention to attend either by emailing [investors@hampdenandco.com](mailto:investors@hampdenandco.com) or by calling 0131 226 7300.

Yours sincerely



R F H Lyon, MCIBS  
Company Secretary