

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.



17th April 2024

Dear shareholder,

Annual General Meeting of Hampden & Co plc

We are pleased to enclose the following documents in relation to the Annual General Meeting of Hampden & Co plc (**Company**) to be held at 14:00 pm on **Tuesday 14th May 2024** at the Company's offices at 9 Charlotte Square, Edinburgh EH2 4DR:

- Notice of Annual General Meeting;
- Explanatory Note;
- Proxy Form;
- Payment Instruction Form for Dividends; and
- Consent for Marketing and Email Communications Form.

You are also welcome to join the AGM via Zoom, but please note that voting will not be available through this method. If you are interested in attending electronically, please inform us at investors@hampdenandco.com and we will promptly provide you with the Teams link for access.

Business to be considered at the AGM

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

9 Charlotte Square
Edinburgh, EH2 4DR
0131 226 7300
hampdenandco.com

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Ordinary Resolutions

Resolution 1	To receive the Company's Accounts for the financial period ended 31 December 2023 and the associated reports of the Directors and the auditors.
Resolution 2	To declare a final dividend of 1.6 pence per share for the financial period ended 31 December 2023 to be paid on 13th June 2024 to the shareholders on the Company's register of members at 5:00 pm on 15th April 2024 .
Resolution 3	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 Annual General Meeting at which accounts are laid before the Company.
Resolution 4	To authorise the Board of Directors of the Company to determine the remuneration of the Company's auditors.
Resolution 5	To re-appoint GRAEME THOMAS HARTOP as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 6	To re-appoint SIMON EDWARD CALLUM MILLER as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 7	To re-appoint FINLAY FERGUSON WILLIAMSON as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 8	To re-appoint DAVID CHARLES HUNTLEY as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 9	To re-appoint CAROLINE HELEN TAYLOR as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 10	To re-appoint RUPERT ANGUS MACPHERSON as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 11	To re-appoint JONATHAN CHARLES NORMAN PEAKE as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.

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Special Resolutions

Resolution 12	To extend the authorities to allot shares.
Resolution 13	To dis-apply pre-emption rights.

A copy of the Company's Accounts for the financial period ended 31 December 2023 is available online at www.hampdenandco.com/investors. A paper copy can be provided on application by email at investors@hampdenandco.com or by post to our registered address.

Further information regarding the resolutions to be proposed at the AGM is provided in the Explanatory Note enclosed with this letter. This information is also available online at www.hampdenandco.com/investors.

Recommendation in respect of the AGM

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 AGM

Holders of ordinary shares will find enclosed a Proxy Form for use in connection with the AGM. Please complete the Proxy Form in accordance with the instructions printed on it and return it to us either in the enclosed reply paid envelope, or by submitting an electronic copy via email to investors@hampdenandco.com by 5:00 pm on **10th May 2024**.

Shareholders who wish to attend the AGM are requested to confirm their intention to attend either by emailing investors@hampdenandco.com or by calling 0131 226 7300. Shareholders should note that the business of the AGM will be limited to the formal resolutions set out in the Notice of AGM enclosed with this letter.

Matched Bargain Arrangement

The Company intends to facilitate another Matched Bargain Arrangement in summer 2024. This entails matching those who have expressed an interest in buying or selling their shares in the Company and facilitating resulting transactions.

If you are interested in receiving further information or participating in the arrangement, please contact investors@hampdenandco.com by 5:00 pm on **7th June 2024**. We will contact those who have expressed an interest following the AGM. Please note that there is no guarantee that any or

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all of those who express an interest will be able to buy or sell shares and that we will allocate buyers to sellers on a 'first come, first served' basis.

Contacting you about enhanced deposit rates for shareholders

In recognition of your support as a shareholder, we would like to be able to contact you from time to time with information about our products and services, including enhanced rates on deposit accounts. If you would like to hear more about these offers, please complete and return the enclosed form titled 'Consent for Marketing and Email Communications'.

General Matters

In line with our commitment to reach net zero by 2030, we have sent these documents via email to shareholders who have already consented to this. If you are receiving these documents by post and are happy to receive future communications by email, please complete the enclosed Authorisation for Email Communications Form and return it to us at investors@hampdenandco.com.

In 2024, we will introduce new software to modernise our processes and enhance our service to shareholders. This software will allow you to activate your own portal and use it to access information relating to your shareholding. We will continue to internally manage the share register and to be available via email or telephone to answer any questions you might have. The third-party service provider will only process your personal data in accordance with our Shareholder Privacy Statement, which provides further information about how we use personal data is available online at www.hampdenandco.com/investors and will be required to keep such information secure and confidential. We will notify you when this service becomes available. If you have any questions in the meantime, please contact us at investors@hampdenandco.com.

Yours sincerely



Gordon Syme
Company Secretary

9 Charlotte Square, Edinburgh EH2 4DR
Telephone 0131 226 7300
www.hampdenandco.com