

HAMPDEN & CO PLC
(Registered in Scotland with number SC386922)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hampden & Co plc (the "**Company**") will be held at 09:00 a.m. on 8 June 2021 at 9 Charlotte Square, Edinburgh EH2 4DR for the purposes of considering and, if thought fit, passing the resolutions set out below.

ORDINARY RESOLUTIONS

1. 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. 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. To authorise the Board of Directors of the Company to determine the remuneration of the Company's auditors.
4. 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. 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.

By Order of the Board

Richard Lyon
Company Secretary

Dated: 14 May 2021

Registered Office

9 Charlotte Square
Edinburgh
EH2 4DR

NOTES

Appointment of proxies

1. Only holders of ordinary shares are entitled to speak and vote at the Annual General Meeting. Any holder of ordinary shares entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company. Holders of ordinary shares should have received a proxy form with this notice of meeting. Holders of ordinary shares can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. In response to the Coronavirus (Covid-19) pandemic, the UK and Scottish Governments have introduced measures to prevent individuals engaging in non-essential travel and attending public gatherings, save where essential for work purposes. In accordance with these measures, and for the safety of shareholders, clients, staff and the wider community, holders of ordinary shares will not be permitted to attend the Annual General Meeting in person (other than two such holders to be arranged by the Company in order to form a quorum for the meeting). Accordingly, holders of ordinary shares are encouraged to appoint the Chairman of the Annual General Meeting as their proxy in order to ensure that their votes are counted at the Annual General Meeting. Details of how to appoint the Chairman of the Annual General Meeting as your proxy using the proxy form are set out in the notes to the proxy form.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy may vote or abstain from voting at his or her discretion in relation to the relevant resolution. Your proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

Proxy Form

4. The notes to the proxy form explain how to direct your proxy how to vote on the resolutions or withhold their vote.

To appoint a proxy using the proxy form, the form must be:-

- completed and signed;
- sent or delivered to the Company at 9 Charlotte Square, Edinburgh EH2 4DR; and
- received by the Company no later than 11:00 a.m. on 7 June 2021.

In the case of a holder of ordinary shares which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

5. In the case of joint holders of ordinary shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

6. To change your proxy instructions simply submit a new proxy appointment. To obtain a new proxy form please contact Richard Lyon at Hampden & Co plc, 9 Charlotte Square, Edinburgh EH2 4DR (by telephone on 0131 226 7300 or email at investors@hampdenandco.com). Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Hampden & Co plc, 9 Charlotte Square,

Edinburgh EH2 4DR. In the case of a holder of ordinary shares which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 11:00 a.m. on 7 June 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Entitlement to vote

8. To be entitled to vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), holders of ordinary shares must be registered in the Company's register of members at 6:00 p.m. on 3 June 2021 (or, if the meeting is adjourned, at 6:00 p.m. on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to vote at the Annual General Meeting.