

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 26 May 2020 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, 2019 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.

By Order of the Board

Richard Lyon
Company Secretary

Dated: 1 May 2020

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 of more than two people, 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 25 May 2020.

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 25 May 2020.

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 22 May 2020 (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.

EXPLANATORY NOTE FOR NOTICE OF ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is enclosed and the purpose of this note is to explain the business to be considered at the Annual General Meeting, the action to be taken by shareholders, and your Directors' recommendations.

Business to be considered at the Annual General Meeting

Resolution 1 – To receive the Accounts.

The Directors are required to present the Accounts to the Annual General Meeting for consideration by shareholders.

Resolutions 2 and 3 – To re-appoint Deloitte LLP as auditors of the Company and to authorise the Board to determine the remuneration of the auditors.

At each general meeting at which the Company's accounts are presented to shareholders, the Company is required to appoint an auditor to serve until the next such general meeting. The Board recommends the re-appointment of Deloitte LLP as the Company's auditors and that the Board should be authorised to determine the auditors' remuneration.

Action to be taken by Shareholders

Holders of ordinary shares will find enclosed a Proxy Form for use in connection with the Annual General Meeting. You are requested to complete the Proxy Form in accordance with the instructions printed on it and return the Proxy Form either in the enclosed reply paid envelope, or a scanned copy of Proxy Form may be submitted electronically via investors@hampdenandco.com, so as to be received by the Company as soon as possible and, in any event, not later than 11:00 a.m. on 25 May 2020.

If you are in any doubt about the contents of the notice of Annual General Meeting 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.

AGM Recommendations

The Directors consider that all of the resolutions to be proposed at the Annual General Meeting 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.