

**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 2 p.m. on 27 May 2022 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 2021 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. To approve the updated Remuneration Policy.

**SPECIAL RESOLUTION**

5. (a) That in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "**Board**") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £893,399.10, provided that this authority shall expire at the earlier of (i) the close of the Company's 2023 annual general meeting; and (ii) 11.59 p.m. on the date being 18 months from the date that this resolution is passed by the members unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may at any time prior to the expiry of this authority make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired; and
- (b) That in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board be and it is hereby generally empowered, pursuant to sections 570 and 573 of the

Act, to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any security into, shares in the capital of the Company) and to sell equity securities held by the Company as treasury shares (within the meaning of section 560(3) of the Act) for cash pursuant to the authority conferred on the Board by Resolution 5(a), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £893,399.10 and shall expire at the earlier of (i) the close of the Company's 2023 annual general meeting; and (ii) 11.59 p.m. on the date being 18 months from the date that this resolution is passed by the members unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

*By Order of the Board*

Richard Lyon, MCIBS  
Company Secretary

Dated: 4 May 2022

*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. 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 26 May 2022.

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](mailto: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 26 May 2022.

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 25 May 2022 (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.