

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent professional adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your ordinary shares in Helical plc, please forward this document together with the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in Helical plc, you should retain these documents.



HELICAL

(Incorporated in England & Wales, Number 156663)

ANNUAL GENERAL MEETING 2017

Notice of the ninety-seventh Annual General Meeting of Helical plc to be held at **The Connaught Hotel, Carlos Place, Mayfair, London W1K 2AL** at 11.30am on 13 July 2017 is set out on pages 6 to 7 of this document.

A form of proxy for the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, please complete the accompanying form of proxy and return it in accordance with the instructions set out thereon, to Helical plc's registrars, Capita Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and in any event so as to be received by not later than 11.30am on 11 July 2017. Alternatively, you can register your proxy vote electronically, either by means of a website provided by the Company's registrar or, if you are a CREST member, by using the service provided by Euroclear. Further details are given in the notes to this document on page 8.

Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you wish.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and date 2017
Last time for receipt of forms of proxy for the Annual General Meeting	11.30am on 11 July
Annual General Meeting	11.30am on 13 July

## DEFINITIONS

Term	Definition
<b>2017 Annual Report</b>	The Company's annual report and accounts for the year ended 31 March 2017
<b>Annual General Meeting</b>	The ninety-seventh annual general meeting of the Company to be held at The Connaught Hotel, Carlos Place, Mayfair, London W1K 2AL at 11.30am on 13 July 2017
<b>Board or Directors</b>	The directors of the Company, whose names appear on page 3
<b>Company or Helical</b>	Helical plc
<b>Companies Act</b>	The Companies Act 2006
<b>Directors' Remuneration Report</b>	The Directors' remuneration report contained on pages 80 to 97 of the 2017 Annual Report
<b>Group</b>	Helical plc and its subsidiary undertakings
<b>Independent Auditor</b>	Grant Thornton UK LLP as auditor for the Company
<b>Report of the Independent Auditor</b>	The auditor's report prepared by the Independent Auditor
<b>Notice</b>	The notice to Shareholders of the Annual General Meeting
<b>Ordinary Shares</b>	The ordinary shares of 1 pence each in the capital of the Company
<b>Shareholders</b>	The holders of Ordinary Shares
<b>UK Corporate Governance Code</b>	The Financial Reporting Council's UK Corporate Governance Code

# LETTER FROM THE CHAIRMAN

## DIRECTORS

M. E. Slade (Chairman)  
G. A. Kaye (Chief Executive)  
T. J. Murphy (Finance Director)  
M. C. Bonning-Snook  
D. C. E. Walker  
R. D. Gillingwater  
S. V. Clayton  
R. R. Cotton  
R. J. Grant  
M. K. O'Donnell

## REGISTERED OFFICE

5 Hanover Square  
London W1S 1HQ

13 June 2017

*To holders of Ordinary Shares and, for information only, to holders of options under the Company's share schemes.*

Dear Shareholder

## ANNUAL GENERAL MEETING 2017

### Introduction

This year's Annual General Meeting is to be held on 13 July 2017 at 11.30am at the following address: **The Connaught Hotel, Carlos Place, Mayfair, London W1K 2AL**. Notice of the Annual General Meeting is set out on pages 6 to 7 of this document.

It is intended to propose resolutions 17-20 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### Resolution 1: To receive the 2017 Annual Report

The Shareholders will be asked to receive the 2017 Annual Report.

### Resolution 2: To declare a final dividend

A final dividend of 6.20 pence per Ordinary Share has been recommended by the Board for the year ended 31 March 2017 and, if approved by Shareholders, will be paid on 21 July 2017 to all Shareholders on the register of members at the close of business on 23 June 2017.

### Resolutions 3 to 12 (inclusive): Re-election of Directors

The Company has adopted the requirement of the UK Corporate Governance Code that all Directors should be subject to annual re-election by Shareholders. Accordingly, all Directors shall retire and seek re-election by Shareholders at the Annual General Meeting.

Resolutions 3 to 12 (inclusive) will be proposed as ordinary resolutions for the re-election of each Director.

Biographical details of all the Directors are given on pages 70 and 71 of the 2017 Annual Report. The Board is satisfied that, following the annual performance evaluation and taking into account their qualifications and experience, the Directors standing for re-election continue to be effective and demonstrate commitment to their roles. Accordingly, the Board unanimously recommends that each of the Directors standing for re-election be re-elected.

### Resolutions 13 and 14: To re-appoint the Independent Auditor and to authorise the Directors to approve their remuneration

Resolution 13 proposes the re-appointment of Grant Thornton UK LLP as Independent Auditor following a recommendation to that effect made by the Audit and Risk Committee.

Resolution 14 authorises the Directors to agree the remuneration of the Independent Auditor.

### Resolution 15: Directors' Remuneration Report

Resolution 15 is to approve the Directors' Remuneration Report (other than the part containing the Remuneration Policy) for the financial year ended 31 March 2017. You can find this part of the report on pages 80 to 97 of the 2017 Annual Report. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on this resolution being passed.

The Remuneration Policy sets out the Company's forward-looking policy on Directors' remuneration and describes the components of the executive and non-executive Directors' remuneration. The remuneration policy was approved by Shareholders at the 2016 annual general meeting and took effect from 26 July 2016 and is expected to continue to apply until the 2019 annual general meeting. A summary of the remuneration policy is included in the 2017 Annual Report on pages 82 to 86.

The Directors are required to seek Shareholder approval for the Company's remuneration policy at least every three years, except in certain circumstances where an earlier vote would be required. The Directors are not seeking approval for the Company's remuneration policy this year.

### Resolution 16: Authority to allot Ordinary Shares

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by Shareholders. The authority granted at the last annual general meeting is due to expire at the conclusion of this year's Annual General Meeting. Accordingly, resolution 18 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £393,987.38 and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £787,974.77.

## LETTER FROM THE CHAIRMAN CONTINUED

These amounts represent approximately one third (33.33 per cent.) and approximately two thirds (66.67 per cent.) respectively of the total issued ordinary share capital of the Company as at 9 June 2017, the latest practicable date prior to the publication of this Notice. If given, these authorities will expire at the conclusion of the annual general meeting in 2018 or on 30 September 2018, whichever is the earlier.

Other than in respect of the Company's obligations under its employee share schemes, if approved, the Directors have no present intention of issuing shares pursuant to this authority.

As at 9 June 2017, the last practicable date prior to publication of this Notice, the Company holds no treasury shares.

### **Resolutions 17 and 18: Disapplication of pre-emption rights**

The Directors also require the authority from Shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing Shareholders pro rata to their holdings. The authority granted at the last annual general meeting is due to expire at the conclusion of this year's Annual General Meeting. Accordingly, resolution 17 will be proposed as a special resolution to grant such authority. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £59,098.10 (being five per cent. of the Company's issued ordinary share capital at 9 June 2017, the latest practicable date prior to publication of this Notice). If given, this authority will expire at the conclusion of the annual general meeting in 2018 or on 30 September 2018, whichever is the earlier. The figure of five per cent reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). The Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non pre-emptive basis pursuant to this power in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares in any rolling three-year period, without prior consultation with Shareholders.

Your directors are seeking this year a further power from Shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing Shareholders pro rata to their holdings, to reflect the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). Accordingly, resolution 18 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £59,098.10 (being five per cent of the Company's issued ordinary share capital (excluding treasury shares) at 9 June 2017, the latest practicable date prior to publication of this notice. This is in addition to the five per cent referred to in resolution 17). If given, this power will expire on 30 September 2018 or at the conclusion of the annual general meeting in 2018, whichever is the earlier. The Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

### **Resolution 19: Authority for the purchase of own Ordinary Shares**

Resolution 19 is a special resolution authorising the Company to make market purchases of up to 11,807,801 Ordinary Shares representing 9.99 per cent. of its issued ordinary share capital. The maximum and minimum prices are stated in the resolution. The authority sought by this resolution will expire at the conclusion of the annual general meeting of the Company to be held in 2018 or, if earlier, on 30 September 2018. This proposal should not be taken as an indication that the Company will purchase its own Ordinary Shares at any particular price, or indeed at all, or to imply any opinion on the part of the Directors as to the market value of the Ordinary Shares. The Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. The Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in the net asset value per share of the Company and would be in the interests of Shareholders generally.

In the event that Ordinary Shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act, be retained as treasury shares. The Company will consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to reissue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the ten per cent. anti-dilution limit set by the Investment Association.

**Resolution 20: Approval for the calling of meetings (other than annual general meetings) on 14 clear days' notice**

Changes made to the Companies Act by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to at least 21 clear days unless Shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

At the annual general meeting of the Company held on 25 July 2016, Shareholders authorised the calling of general meetings, other than an annual general meeting, on not less than 14 clear days' notice. Resolution 20 seeks the necessary Shareholder approval to renew this authority. The approval will be effective until the Company's next annual general meeting, when it is expected that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

It should also be noted that the changes to the Companies Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders for that meeting.

**Action to be taken**

Shareholders will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not they intend to be present at the meeting, Shareholders are requested to return the form of proxy, completed in accordance with the instructions set out thereon, to Capita Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and in any event so as to be received by not later than 11.30am on 11 July 2017. Alternatively, you can register your proxy vote electronically, either by means of a website provided by the Company's registrar or, if you are a CREST member, by using the service provided by Euroclear. Further details are given in the notes to this document on page 8. The completion and return of a form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting in person should they so wish.

**Recommendation**

The Directors consider that 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 unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own holdings of 15,858,282 Ordinary Shares (in aggregate) representing approximately 13.42 per cent. of the Company's current issued ordinary share capital.

Yours sincerely

**M. E. SLADE**  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Helical plc (the “**Company**”) will be held at The Connaught Hotel, Carlos Place, London W1K 2AL on 13 July 2017 at 11.30am to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 17 to 20 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive and consider the accounts of the Company for the year ended 31 March 2017 together with the Directors’ report and the report of the Independent Auditor thereon;
2. To declare a final dividend of 6.20 pence per Ordinary Share in respect of the year ended 31 March 2017, payable on 21 July 2017 to ordinary shareholders on the register at the close of business on 23 June 2017;
3. To re-elect M. E. Slade as a Director of the Company;
4. To re-elect G. A. Kaye as a Director of the Company;
5. To re-elect T. J. Murphy as a Director of the Company;
6. To re-elect M. C. Bonning-Snook as a Director of the Company;
7. To re-elect D. C. E. Walker as a Director of the Company;
8. To re-elect R. D. Gillingwater as a Director of the Company;
9. To re-elect S. V. Clayton as a Director of the Company;
10. To re-elect R. R. Cotton as a Director of the Company;
11. To re-elect R. J. Grant as a Director of the Company;
12. To re-elect M. K. O’Donnell as a Director of the Company;
13. To re-appoint Grant Thornton UK LLP as Auditor to hold office until the conclusion of the next general meeting at which accounts are laid before the Company;
14. To authorise the Directors to set the remuneration of the Independent Auditor;
15. To approve the Directors’ Remuneration Report, other than the part containing the Directors’ remuneration policy, in the form set out in the Company’s Annual Report and Accounts for the financial year ended 31 March 2017;
16. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act (the “**Act**”), to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares:
  - (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £393,987.38 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
  - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £787,974.77 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 September 2018) save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;

17. That, subject to the passing of resolution 16 set out above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act (the “**Act**”), to:
  - (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
  - (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,as if section 561 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 for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer of invitation to acquire equity securities (but in the case of the authorisation granted under resolution 16(b), by way of a rights issue only) in favour of ordinary shareholders in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties arising under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(ii) in the case of the authorisation granted under resolution 16(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to sub-paragraph (i) above, up to an aggregate maximum nominal amount of £59,098.10;

and this power shall expire at the conclusion of the next annual general meeting (or if earlier, on 30 September 2018), save that the Company may before the expiry of such power make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired;

18. That, subject to the passing of resolutions 16 and 17 set out in this notice of the 2017 Annual General Meeting of the Company, and in addition to the power given by that resolution 17, the Directors be given power pursuant to sections 570 (1) and 573 of the Companies Act 2006 (the "Act") to:
- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of that resolution 16; and
  - (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:
    - (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £59,098.10; and
    - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 September 2018), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired;

19. That the Company is generally and unconditionally authorised for the purpose of section 701 of the Companies Act (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares of 1 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 11,806,802;
  - (b) that the minimum price that may be paid for each Ordinary Share is 1 pence which amount shall be exclusive of expenses, if any;
  - (c) the maximum price (exclusive of expenses) that may be paid for each Ordinary Share is an amount equal to the higher of:
    - (i) 105 per cent. of the average of the middle market quotations for the Ordinary Shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the purchase is carried out;
  - (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 30 September 2018, whichever is the earlier; and
- the Company may, before this authority expires, make a contract to purchase the Ordinary Shares that would or might be executed wholly or partly after the expiry of such authority and may make purchases of Ordinary Shares in pursuance of any such contract as if this authority had not expired; and
20. To authorise the Directors, in accordance with the Company's existing Articles of Association, to call a general meeting of the Company (other than an annual general meeting) on not less than 14 clear days' notice.

Dated: 13 June 2017

By Order of the Board

**J.R. MOSS FCA**  
Company Secretary

**Registered Office**  
5 Hanover Square  
London W1S 1HQ

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- (a) A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed.

To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) by our registrar Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham BR3 4ZF or at [www.signalshares.com](http://www.signalshares.com), in each case no later than 11.30am on 11 July 2017. If you are a CREST member, see note (b) below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

- (b) Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

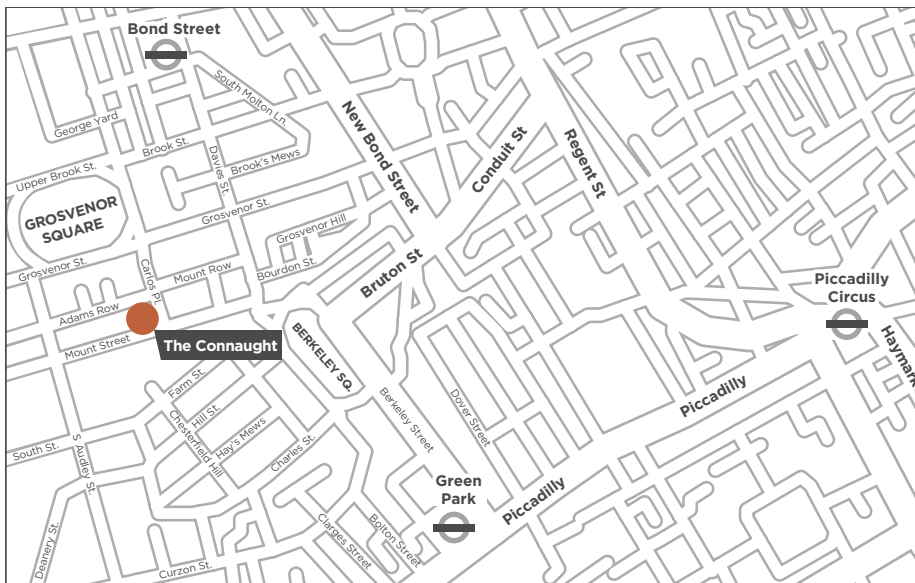
- (c) If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
- (d) There will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted), and at the place of the meeting for at least 15 minutes prior to and during the meeting, copies of the Directors' service contracts and letters of appointment of Non-Executive Directors.
- (e) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006 (the "**Act**"), the Company specifies that in order to have the right to attend and vote at the General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at the close of business on 11 July 2017 or, in the event of any adjournment, at the close of business on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (f) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

- (g) Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (h) Any person to whom this notice is sent (or who is notified when this notice is available to view on the Company's website) who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.
- The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
- (i) Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act (in each case) that the members propose to raise at the relevant annual general meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Independent Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- (j) As at 9 June 2017 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 118,196,215 Ordinary Shares, carrying one vote each. The total voting rights in the Company as at that date are 118,196,215.
- (k) You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents) to communicate with the Company for any purposes other than those expressly stated.
- (l) A copy of this notice, and other information required by section 311A of the Act, can be found at [www.helical.co.uk](http://www.helical.co.uk).
- (m) Under section 338 and section 338A of the Act members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.





# APPENDIX



## LOCATION OF ANNUAL GENERAL MEETING

The Annual General Meeting of Helical plc to be held at 11.30am on Thursday 13 July 2017 at:

The Connaught Hotel  
Carlos Place  
Mayfair  
London W1K 2AL



Helical plc



@helicalplc

### HELICAL PLC

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