

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or 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 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 this document.

HELICAL

(Incorporated in England & Wales, Number 156663)

Annual General Meeting 2022

Notice of the one hundred and second Annual General Meeting of Helical plc to be held at 5 Hanover Square, London W1S 1HQ at 09:00 a.m. on 14 July 2022 is set out on pages 6 to 7 of this document.

Whether or not you propose to attend the Annual General Meeting to be held at 09:00 a.m. on 14 July 2022, if you would like to vote on the resolutions you can:

1. log on to <http://www.signalshares.com> using the investor number which is on your share certificate or dividend tax voucher and follow the instructions;
2. in the case of CREST members, utilise the CREST electronic proxy appointment service in accordance with the instructions set out in the Notes to the Notice of the Annual General Meeting on pages 8 to 9 of this document; or
3. request a hard copy form of proxy directly from the Company's Registrars, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open for business between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Shareholders are requested to vote as soon as possible but in any event, to be valid, so as to be received by the Company's Registrars, Link Group, no later than 09:00 a.m. on 12 July 2022. Hard copies of the form of proxy should be returned to Link Group, PXS 1, Central Square, 29, Wellington Street, Leeds, LS1 4DL.

The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction, will not preclude a Shareholder from attending and voting at the Annual General Meeting in person, should they wish to do so.

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Expected timetable of principal events

Event	Expected time and date 2022
Record date for ordinary dividend	24 June
Last time for receipt of forms of proxy for the Annual General Meeting	09:00 a.m. on 12 July
Annual General Meeting	09:00 a.m. on 14 July
Payment of ordinary dividend	29 July

Definitions

Term	Definition
“2022 Annual Report”	the Company’s Annual Report and Accounts for the year ended 31 March 2022
“Annual General Meeting”	The hundred and second annual general meeting of the Company to be held at 5 Hanover Square, London W1S 1HQ at 09:00 a.m. on 14 July 2022
“Audit and Risk Committee”	the members of the Audit and Risk Committee of the Company, whose names appear on page 106 of the 2022 Annual Report
“Board” or “Directors”	the Directors of the Company, whose names appear on page 88 to 92 of the 2022 Annual Report and in Appendix 2 of this Notice
“Company” or “Helical”	Helical plc
“Companies Act”	the Companies Act 2006
“Directors’ Remuneration Report”	the Directors’ Remuneration Report contained on pages 110 to 131 of the 2022 Annual Report
“Group”	Helical plc and its subsidiary undertakings
“Independent Auditor’s Report”	the Independent Auditor’s Report on pages 135 to 140 of the 2022 Annual Report
“Notice”	the notice to Shareholders of the Annual General Meeting
“Ordinary Shares”	the ordinary shares of 1 pence each in the capital of the Company
“Report of the Directors”	the Report of the Directors on pages 132 to 133 of the 2022 Annual Report
“Shareholders”	the holders of Ordinary Shares
“SIP”	the Helical Bar 2002 Share Incentive Plan
“Strategic Report”	the Strategic Report on pages 2 to 85 of the 2022 Annual Report
“UK Corporate Governance Code”	the Financial Reporting Council’s 2018 UK Corporate Governance Code

Letter from the Chairman

Directors:

R. J. Grant (Chairman)
G. A. Kaye (Chief Executive)
T. J. Murphy (Chief Financial Officer)
M. C. Bonning-Snook
S. V. Clayton
R. R. Cotton
S. J. Farr
J. J. Lister

Registered Office:

5 Hanover Square,
London W1S 1HQ

14 June 2022

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

Dear Shareholder

Annual General Meeting 2022

Introduction

This year's Annual General Meeting is to be held on 14 July 2022 at 09:00 a.m. at the following address: **5 Hanover Square, London W1S 1HQ**. Notice of the Annual General Meeting is set out on pages 6 to 7 of this document.

At the current time, the Board is pleased to confirm that, following the challenges of the Covid-19 pandemic, the intention is for the Annual General Meeting to be held physically.

However, should circumstances change prior to the date of the Annual General Meeting with the result that it cannot be held as planned, the Board may need to revise its position and make any necessary amendments to arrangements for the Annual General Meeting from those contained in the Notice. Any such amendments will be notified to Shareholders by an RIS announcement and will be posted on the Company's website at www.helical.co.uk as early as possible prior to the date of the Annual General Meeting. It is intended to propose resolutions 15 – 18 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Resolution 1: To receive the 2022 Annual Report

The Directors are required to present to the Annual General Meeting the Company's audited financial statements, Report of the Directors, Strategic Report, the Directors' Remuneration Report and Independent Auditor's Report for the financial year ended 31 March 2022. Shareholders will be asked to receive the 2022 Annual Report.

Resolution 2: To declare a final dividend

A final dividend of 8.25 pence per Ordinary Share has been recommended by the Board for the year ended 31 March 2022 and, if approved by Shareholders, will be paid on 29 July 2022 to all Shareholders on the register of members at the close of business on 24 June 2022.

Resolutions 3 to 9 (inclusive): Re-appointment of Directors

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

I am retiring from the Board and will not be seeking re-appointment at the Annual General Meeting.

Resolutions 3 to 9 (inclusive) will be proposed as ordinary resolutions for the re-appointment of each Director.

Biographical details of all the Directors are given on pages 90 and 92 of the 2022 Annual Report and in Appendix 2 to this Notice. The process of formal evaluation confirms that each Director being proposed for re-appointment makes an effective and valuable contribution to the Board and demonstrates commitment to their respective roles, including making sufficient time for Board and Committee meetings and other duties. The Board is satisfied that, following the externally conducted performance evaluation, taking into account their qualifications and experience, the Directors standing for re-appointment are and continue to be effective and demonstrate commitment to their roles. Accordingly, the Board unanimously recommends that each of the Directors standing for re-appointment be re-appointed. It is with this background that the Board recommends the re-appointment of Directors as set out in the separate resolutions 3 to 9, respectively. A summary of the skills, experience and contribution of each Director proposed for re-appointment, which in the Board's view illustrates why each Directors' contribution is, and continues to be, important to the Company's long-term sustainable success, can be found in Appendix 2 to the Notice.

Resolutions 10 and 11: To re-appoint Deloitte LLP as auditor of the Company and to authorise the Directors to approve their remuneration

At each general meeting at which the accounts are presented to its Shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting. Resolution 10 proposes, following a recommendation to that effect made by the Audit and Risk Committee, the re-appointment of Deloitte LLP as auditor of the Company to hold office from the end of this Annual General Meeting until the end of the Company's next annual general meeting.

Resolution 11 proposes to authorise the Audit and Risk Committee (for and on behalf of the Board) to determine the remuneration of the Company's Independent Auditor, Deloitte LLP.

Resolution 12: Directors' Remuneration Report

Resolution 12 is to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 31 March 2022. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on this resolution being passed.

The Directors' Remuneration Policy was approved by Shareholders at the annual general meeting of the Company held on 15 July 2021 for a period of up to three years and is, therefore, not required to be put to Shareholders for approval at this year's Annual General Meeting. It will be put to Shareholders for approval again by no later than the annual general meeting of the Company in 2024. A summary of the Directors' Remuneration Policy can be found on pages 118 to 124 of the Directors' Remuneration Report in the Company's 2022 Annual Report.

Resolution 13: Authority to renew and extend the SIP

The Helical Bar 2002 Share Incentive Plan (the "SIP") (incorporating both the trust deed and rules of the SIP) was first approved by the Company on 24 July 2002. The SIP is a UK tax advantaged all-employee share plan which helps promote all-employee share ownership within the Group, with all eligible employees currently participating in it. The SIP was subsequently amended and restated in July 2012, and in April and September 2014, to extend the life of the SIP and reflect changes in the legislation governing share incentive plans respectively. The SIP is due to expire on 24 July 2022 and resolution 13 seeks Shareholder approval to renew and extend it for a further ten years until 24 July 2032. The key features of the SIP are set out in Appendix 3 to the Notice.

Resolution 14: Authority to allot Ordinary Shares

Resolution 14 seeks Shareholder approval to renew the Directors' authority to allot shares.

The Investment Association share capital management guidelines on Directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the Board seeks the Shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £815,502.75, representing the Investment Association's guidelines limit of approximately two thirds of the Company's issued Ordinary Share capital as at 13 June 2022 (the latest practicable date prior to publication of this Notice). Of this amount, £407,751.38 (representing approximately one third of the Company's issued Ordinary Share capital) can only be allotted pursuant to a rights issue.

It is the Company's policy to seek renewal of these authorities annually and the authorities sought under paragraphs (a) and (b) of this resolution will expire at the end of the Company's next annual general meeting or, if earlier, 30 September 2023.

The Directors have no present intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

As at 13 June 2022 (being the latest practicable date before publication of the Notice), the Company does not hold any Ordinary Shares in the capital of the Company in treasury.

Resolutions 15 and 16: Disapplication of pre-emption rights

The Directors also require the authority from Shareholders to allot equity securities and/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 15 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:

- (a) up to a nominal amount of £815,502.75, representing approximately two thirds of the Company's issued ordinary share capital, to existing Shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £407,751.38, (representing approximately one third of the Company's issued Ordinary Share capital) (in each case, subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas Shareholders, as the Directors consider necessary or appropriate); and/or
- (b) otherwise up to a nominal value of £61,162.71, equivalent to approximately 5 per cent. of the total issued ordinary share capital of the Company as at 13 June 2022 (being the latest practicable date before publication of this Notice),

in each case without the shares first being offered to Shareholders in proportion to their existing holdings.

Resolution 16 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing Shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. The authority under resolution 16 is limited to a nominal value of £61,162.71, equivalent to approximately 5 per cent. of the nominal value of the Ordinary Share capital of the Company in issue on 13 June 2022 (being the latest practicable date before publication of this Notice). The Directors intend to adhere to the provisions in the Pre-emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 15 either in excess of an amount equal to 5 per cent. of the total issued Ordinary Share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5 per cent. of the total issued Ordinary Share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with Shareholders. Adherence to the Pre-emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 16.

Resolutions 15 and 16 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-emption Group in May 2016.

If the resolutions are passed, the authorities will expire at the end of the Company's next annual general meeting or, if earlier, 30 September 2023.

Resolution 17: Authority for the purchase of own Ordinary Shares

Resolution 17 is a special resolution authorising the Company to make market purchases of up to 12,232,541 Ordinary Shares representing approximately 10 per cent. of its issued Ordinary Share capital (excluding treasury shares) as at 13 June 2022 (being the last practicable date before publication of this Notice). The maximum and minimum prices at which such shares may be purchased under this authority 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 2023 or, if earlier, on 30 September 2023. 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 re-issue 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 10 per cent. anti-dilution limit set by the Investment Association.

Resolution 18: Approval for the calling of meetings (other than annual general meetings) on 14 clear days' notice

The Companies Act requires that the notice period required for general meetings of the Company is 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 15 July 2021, Shareholders authorised the calling of general meetings, other than an annual general meeting, on not less than 14 clear days' notice. Resolution 18 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 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

Whether or not you propose to attend the Annual General Meeting to be held at 09:00 a.m. on 14 July 2022, if you would like to vote on the resolutions you can:

1. log on to <http://www.signalshares.com> using the investor number which is on your share certificate or dividend tax voucher and follow the instructions;
2. in the case of CREST members, utilise the CREST electronic proxy appointment service in accordance with the instructions set out in the Notes to the Notice of the Annual General Meeting on pages 8 to 9 of this document; or
3. request a hard copy form of proxy directly from the Company's Registrars, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open for business between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Shareholders are requested to vote as soon as possible but in any event, to be valid, so as to be received by the Company's Registrars, Link Group, no later than 09:00 a.m. on 12 July 2022. Hard copies of the form of proxy should be returned to Link Group at Link Group, PXS 1, Central Square, 29, Wellington Street, Leeds, LS1 4DL.

The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction, will not preclude a Shareholder from attending and voting at the Annual General Meeting in person, should they wish to do so.

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 4,491,206 Ordinary Shares (in aggregate) representing approximately 3.7 per cent to one decimal place of the Company's current issued Ordinary Share capital.

Yours sincerely

R. Grant

Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Helical plc (the "Company") will be held at 5 Hanover Square, London W1S 1HQ on 14 July 2022 at 09:00 a.m. to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 15 to 18 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions. Explanations of the resolutions are given in the Letter from the Chairman on pages 3–5 of this document, and additional information for those entitled to attend the Annual General Meeting can be found in the Notes to this Notice on pages 8 to 9.

1. To receive and consider the accounts of the Company for the financial year ended 31 March 2022 together with the Report of the Directors, Strategic Report, the Directors' Remuneration Report and the Independent Auditor's Report on those accounts;
2. To declare a final dividend of 8.25 pence per Ordinary Share in respect of the year ended 31 March 2022, to be paid on 29 July 2022 to Shareholders on the register of members at the close of business on 24 June 2022;
3. To re-appoint G. A. Kaye as a Director of the Company;
4. To re-appoint T. J. Murphy as a Director of the Company;
5. To re-appoint M. C. Bonning-Snook as a Director of the Company;
6. To re-appoint S. V. Clayton as a Director of the Company;
7. To re-appoint R. R. Cotton as a Director of the Company;
8. To re-appoint S. J. Farr as a Director of the Company;
9. To re-appoint J. J. Lister as a Director of the Company;
10. To re-appoint Deloitte LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company;
11. To authorise the Audit and Risk Committee to determine the remuneration of the auditors for and on behalf of the Board;
12. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out in the Company's annual report and accounts for the financial year ended 31 March 2022 set out on pages 110 to 131;
13. That the renewal of and amendments to the rules and trust deed of the Helical Bar 2002 Share Incentive Plan (the "SIP"), the main features of which are summarised in Appendix 3 of this Notice, and in the form produced in draft to the meeting and initialled by the Chairman for the purposes of identification, to extend the termination date of the SIP for a further ten years from the current date of 24 July 2022 to 24 July 2032, be approved and the Directors be authorised to do all acts and things necessary to operate and give effect to the amendments of the SIP including making such changes or modifications as may be necessary or desirable, from time to time, to continue operating it in line with Her Majesty's Revenue & Customs requirements and best practice;
14. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £407,751.38; and
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act) up to a further aggregate nominal amount of £407,751.38 in connection with an offer by way of a rights issue,

such authorities to apply until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 30 September 2023) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires 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 the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 14 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 14, "rights issue" means an offer to:

- (i) Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special Resolutions

15. That, in substitution for all existing authorities and subject to the passing of resolution 14 set out above, the Directors be generally empowered pursuant to sections 570 and 573 of the Companies Act, to:
 - (a) allot equity securities (as defined in section 560(1) of the Companies Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and/or
 - (b) sell ordinary shares (as defined in section 560(1) of the Companies Act) held by the Company as treasury shares for cash,in each case as if section 561 of the Companies 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 an offer of equity securities (but in the case of the authorisation granted under resolution 14(b) by way of a rights issue only) in favour of Shareholders in proportion (as nearly as may be 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 14(a) (or in the case of any sale of treasury shares for cash), and otherwise than pursuant to sub-paragraph (i) above, up to an aggregate maximum nominal amount of £61,162.71 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, Ordinary Shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights);

and this authority shall expire at the conclusion of the next annual general meeting (or if earlier, at the close of business on 30 September 2023) unless previously renewed, varied or revoked by the Company in general meeting, save that, in each case, the Company may before the expiry of such power make an offer or enter into agreements 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;

For the purpose of this resolution 15, "rights issue" has the same meaning as resolution 14 above.

16. That, in addition to any authority granted under resolution 15, and subject to the passing of resolution 14, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act to:
 - (a) allot equity securities (as defined in section 560(1) of the Companies Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of that resolution 14; and/or
 - (b) sell Ordinary Shares (as defined in section 560(1) of the Companies Act) held by the Company as treasury shares for cash,

as if section 561 of the Companies 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/or the sale of treasury shares, up to an aggregate nominal amount of £61,162.71 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, Ordinary Shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); 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,

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2023) unless previously renewed, varied or revoked by the Company in general meeting, save in each case that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, and/or treasury shares to be sold, after such expiry and the Directors may allot equity securities, and/or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

17. That the Company is generally and unconditionally authorised for the purpose of section 701 of the Companies Act to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) of any of its Ordinary Shares 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 12,232,541 representing approximately 10 per cent. of the issued ordinary share capital;
- (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 2023, whichever is the earlier; and
- (e) 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.

18. 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: 14 June 2022

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

The following notes explain your general rights as a Shareholder and your rights to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf.

- (a) A Shareholder entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the Shareholder's rights to attend, speak and vote at the meeting. A proxy need not be a Shareholder of the Company but must attend the meeting for the Shareholder's vote to be counted. If a Shareholder appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the Shareholder. If a Shareholder wishes to appoint more than one proxy, they may do so at www.signalshares.com.

To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. **By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including the following actions:**

- cast your vote
- change your dividend payment instruction
- update your address
- select your communication preference.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a Shareholder 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) 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 Annual 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 of Annual General Meeting 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 the non-executive Directors.
- (e) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies 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 12 July 2022 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 Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same shares.
- (g) Any Shareholder 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 of Annual General Meeting is sent (or who is notified when this Notice of Annual General Meeting is available to view on the Company's website) who is a person nominated under section 146 of the Companies Act to enjoy information rights (a **"Nominated Person"**) may have a right, under an agreement between him/her and the Shareholder 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 Shareholder as to the exercise of voting rights.
- The statement of the above rights of the Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company.
- (i) Under section 527 of the Companies Act, Shareholders 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 Companies Act (in each case) that the Shareholders propose to raise at the relevant annual general meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's 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 Companies Act to publish on a website.
- (j) As at 13 June 2022 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 122,325,413 Ordinary Shares, carrying one vote each. The total voting rights in the Company as at that date are 122,325,413.
- (k) You may not use any electronic address (within the meaning of section 333(4) of the Companies Act) provided in this Notice of Annual General 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 Companies Act, can be found at www.helical.co.uk.
- (m) If you need help with voting online, or require a hard copy form of proxy, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open for business between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a Shareholder from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

Appendix 1 – Location of Annual General Meeting

The Annual General Meeting of Helical plc to be held at 09:00 a.m. on Thursday 14 July 2022 at:

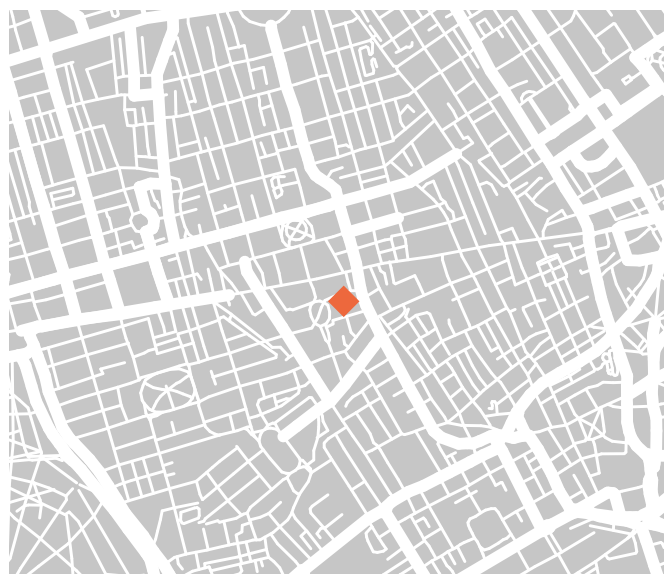
5 Hanover Square,
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Helical plc

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Appendix 2 – Board of Directors



Richard Grant

Board Chairman and Chair of the Nominations Committee

Board meetings present:	6/6
Tenure:	9 years
Independent:	No

Skills, relevant experience and contribution to long-term success

Richard Grant, BA (Oxon), ACA, has over 40 years' financial experience. He was the Chief Financial Officer of Cadogan Estates Limited from 1994 until his retirement in 2017, and prior to this, he was a Corporate Finance Partner at PricewaterhouseCoopers.

Richard was appointed as a Non-Executive Director in July 2012, became Deputy Chair of Helical in 2018, and was appointed as Chairman of the Board in July 2019.

Richard brings significant leadership qualities to the Board, combined with considerable financial experience and extensive knowledge of the property sector. He is an effective Chairman as demonstrated both through his contribution to Board discussions and his ability to proficiently chair Board and Committee meetings. Richard's effectiveness as Chairman is further bolstered by his experience on public company boards.

Through his wealth of skills and prior experience, Richard is able to contribute to all aspects of business discussions and his valuable knowledge and insight is key to promoting the sustainable success of the Company.

At the 2021 AGM, the Shareholders were asked to approve the extension of Richard's tenure beyond that recommended by the UK Corporate Governance Code. The Directors sought to extend Richard's tenure as they deemed his skills and experience as vital to ensuring stability and continuity as the business navigated its way out of the Covid-19 pandemic. Richard will not be standing for re-election at the 2022 AGM and it is intended that he will be succeeded by Richard Cotton (please see pages 77 to 103 of the 2022 Annual Report for more information).

Other external appointments

- Industrials REIT – Board Chairman and Chair of the Nominations Committee.
- Wittington Investments (Properties) Limited – Board Chairman.



Gerald Kaye

Chief Executive and Chair of the Executive Committee

Board meetings present:	6/6
Tenure:	27 years
Independent:	No

Skills, relevant experience and contribution to long-term success

Gerald Kaye, BSc (Est Man) FRICS, was appointed Chief Executive in 2016. He joined the Board as an Executive Director in 1994, responsible for the Group's development activities.

Gerald is a past President of the British Council for Offices, a former Director of London & Edinburgh Trust Plc and former Chief Executive of SPP. LET. EUROPE NV.

Gerald's experience at Helical ensures that he has an in-depth knowledge of the Group's operations and markets, which helps him to lead the business, be a key contributor to Board discussions and aid the effective decision making of the Board. He considers stakeholder engagement to be a crucial aspect of his role given its impact on the long-term success of Helical, and he therefore spends considerable time engaging with our major Shareholders, visiting the Group's properties and development sites and maintaining extensive relationships in the property industry.

Other external appointments

- Member of the Investment Committee at Guy's & St Thomas' Foundation.



Tim Murphy

Chief Financial Officer

Board meetings present:	6/6
Tenure:	9 years
Independent:	No

Skills, relevant experience and contribution to long-term success

Tim Murphy, BA (Hons) FCA, joined the Group in 1994 and became Finance Director of the Company in 2012, and subsequently Chief Financial Officer in 2022. He is responsible for the financial statements, financial reporting, treasury and taxation. Before joining Helical, Tim worked at the financial and professional services firm Grant Thornton.

Tim is a highly experienced financial practitioner with significant sector knowledge, both technical and commercial.

Tim is experienced in working with boards and management teams in respect of financial and commercial management, reporting, and risk and control frameworks. These experiences make Tim particularly well-placed to contribute to the Group's broader strategic agenda and further the sustainable success of the business.



Matthew Bonning-Snook
Property Director and Chair of
the Sustainability Committee

Board meetings present:	6/6
Tenure:	14 years
Independent:	No

Skills, relevant experience and contribution to long-term success

Matthew Bonning-Snook, BSc (Urb Est Surveying) MRICS, was appointed to the Board as an Executive Director in 2007. Prior to joining Helical in 1995, he was a Development Agent and Consultant at Richard Ellis (now CBRE).

Matthew's long tenure with the Group, detailed knowledge of the London property market and his extensive network of contacts within the industry means that he has valuable knowledge and insight to promote and contribute to the Group's strategy. In 2019, the Board appointed Matthew as Chair of the Sustainability Committee and he leads our commitment to measuring and improving Helical's corporate ESG performance against external industry benchmarks. Matthew's valuable contributions to the long-term sustainable success of the business are therefore evident, both in his skill and experience as a property development executive but also in his leadership of the Group's sustainability initiatives.



Sue Clayton
Non-Executive Director, Chair of the
Property Valuations Committee and
designated Non-Executive Director
for workforce engagement

Board meetings present:	6/6
Tenure:	6 years
Independent:	Yes

Skills, relevant experience and contribution to long-term success

Sue Clayton, FRICS, was appointed to the Board as a Non-Executive Director in February 2016. She is Chair of the Property Valuations Committee and a member of the Nominations Committee, the Audit and Risk Committee and the Remuneration Committee.

In 2019, the Board appointed Sue as the designated Non-Executive Director for workforce engagement and she has engaged directly with members of the workforce on a regular basis throughout the year. Our workforce are key to our strategy and long-term sustainable success and Sue's role thus contributes to the strategic aims of the Group (see also our report on Helical's workforce engagement initiatives at pages 84 to 85 of the 2022 Annual Report).

Sue has over 30 years of experience in UK investment markets. She is a former Managing Director of CBRE's Capital Markets Team and has sat on the CBRE UK Management and Executive Boards. She also held the position of Employee Director on the CBRE Group Inc. Board. Sue started her career as a graduate with Richard Ellis (now CBRE) and worked in Valuation and Fund Management before moving into Investment Agency.

Sue is a Fellow of the Royal Institution of Chartered Surveyors and her extensive commercial experience in the property industry and knowledge of the UK property market renders her a highly valuable contributor to the Group's strategy. It is also through her skills and experience in the field of property valuation that she provides a significant contribution to the effectiveness of the Group's governance structure, especially with respect to the work of the Property Valuations Committee.

The Board determined that Sue's skill set and professional experience made her a highly appropriate successor to Richard Cotton in the role of Senior Independent Director, and it is intended that she will assume the role of Senior Independent Director on conclusion of the 2022 AGM (please see page 103 of the 2022 Annual Report for more information).

Other external appointments

- Board Member of the Committee of Management of Hermes Property Unit Trust.
- Non-Executive Director of SEGRO plc.



Richard Cotton
Chairman Designate and
Senior Independent Director

Board meetings present:	6/6
Tenure:	6 years
Independent:	Yes

Skills, relevant experience and contribution to long-term success

Richard Cotton was appointed to the Board as a Non-Executive Director in March 2016 and as Senior Independent Director in February 2018. Richard is a member of the Remuneration Committee, Audit and Risk Committee and the Nominations Committee.

Richard has a wide range of experience in both executive and non-executive roles at a number of quoted and unquoted companies. Richard was formerly head of UK Real Estate at J.P. Morgan Cazenove, a position he held until 2009, and he spent five subsequent years as Managing Director of Forum Partners. Richard has also previously held the position of Chairman of Centurion Properties and was a Non-Executive Director of Hansteen Holdings plc.

His experience in the financial sector, together with his knowledge and skills in property, strengthens the overall expertise of the Board. He is a key contributor to the firm's strategic discussions, and his knowledge of the financial services industry is frequently drawn upon in Board discussions and assists the Board in decision making.

His appointment as the Group's Senior Independent Director is underpinned by his extensive board experience and understanding of stakeholder interests.

Richard has been appointed by his fellow Directors as Chairman of the Board designate, and it is intended that he will succeed Richard Grant at the conclusion of the 2022 AGM. For more details on Richard's appointment process, please see page 103 of the 2022 Annual Report.

Other external appointments

- Senior Independent Director of Big Yellow Group plc.
- A member of the Commercial Development Advisory Group at Transport for London.

Appendix 2 – Board of Directors

continued



Joe Lister

Non-Executive Director and Chair of the Audit and Risk Committee

Board meetings present:	6/6
Tenure:	3 years
Independent:	Yes

Skills, relevant experience and contribution to long-term success

Joe Lister was appointed to the Board in September 2018 and as Chair of the Audit and Risk Committee in July 2019. He is the Chief Financial Officer at Unite Group plc, a position he has held since January 2008 after joining the company in 2002. Prior to joining Unite Group plc, Joe qualified as a Chartered Accountant with PricewaterhouseCoopers.

In addition to being Chair of the Audit and Risk Committee, Joe is a member of both the Nominations Committee and the Remuneration Committee.

Joe is a key contributor in all aspects of the Group's strategy, and he brings a wealth of experience and insight into the effect that strategic changes might have on the property sector and consequently, the long-term success of the business. He has a strong financial background, having qualified as a chartered accountant, and is highly knowledgeable and experienced in risk management in the property sector. His background therefore enables him to effectively perform the role of Chair of the Audit and Risk Committee at Helical. Furthermore, he is an experienced listed company director and contributes helpful insights on shareholder relations offering differing perspectives gained through his experience as a member of the executive management team at Unite Group plc.

Other external appointments

- Executive Director, Unite Group plc.



Sue Farr

Non-Executive Director, Chair of the Remuneration Committee and designated Non-Executive Director for ESG & Sustainability

Board meetings present:	6/6
Tenure:	2 years
Independent:	Yes

Skills, relevant experience and contribution to long-term success

Sue contributes considerable knowledge, skill and experience to the Board and its Committees, particularly in the areas of marketing, branding and consumer issues, which are key areas of focus for the Board and important for the continued success of our business.

Sue is the Chair of the Remuneration Committee and has served on the boards of a diverse range of companies and has experience on other remuneration committees, both as a member and chair. Her effectiveness as Chair is bolstered by her understanding of employee and wider business perspectives and her ability to consider the consequences of remuneration decisions. She is also a member of the Audit and Risk and Nominations Committees.

In May 2021, the Board appointed Sue as the designated Non-Executive Director for ESG & Sustainability and she plays a key role in monitoring Helical's Culture and ensuring its alignment with Company strategy to support the long-term sustainable success of the business.

Sue is a former Chair of both the Marketing Society and the Marketing Group of Great Britain. In 2003, Sue joined the Chime Group, where she was Chair of the Advertising and Marketing Services Division and Strategic and Business Development Director until 2015, and served as a Special Advisor to their Board until July 2020. Prior to joining the Chime Group, Sue served as Marketing Director of the BBC for seven years, Director of Corporate Affairs at Thames Television for three years and Director of Corporate Communications at Vauxhall Motors. Sue has also served as a Non-Executive Director for Millennium & Copthorne Hotels plc, New Look plc, Dairy Crest plc, Dolphin Capital Partners and Historic Royal Palaces.

Other external appointments

- Non-Executive Director, British American Tobacco plc.
- Non-Executive Director, Accsys Technologies PLC.
- Non-Executive Director, Unlimited Marketing Group Ltd.



James Moss

Chief Operating Officer and Company Secretary

Board meetings present:	6/6
Tenure:	7 years

Skills, relevant experience:

James Moss, MChem (Hons) (Oxon) FCA, joined Helical in September 2014 as Group Financial Controller and was appointed Company Secretary in May 2015 and to the Executive Committee in March 2018. He was subsequently appointed Chief Operating Officer in May 2022.

James has a broad range of responsibilities, contributing to setting and delivering Helical's strategy and ensuring its operational and financial effectiveness. As Company Secretary, he is responsible for corporate governance and Board administration matters.

James was previously at Grant Thornton, where he was responsible for leading audit and other assurance assignments in their real estate division.

SUMMARY OF THE KEY FEATURES OF THE HELICAL BAR 2002 SHARE INCENTIVE PLAN (THE “SIP”)

Introduction

The SIP (comprising both the SIP rules and trust deed) is an all-employee share plan which is designed to meet the requirements of Schedule 2 of the Income Tax (Earnings and Pensions) Act 2003 (“Schedule 2”).

The SIP is due to terminate on 24 July 2022. Pursuant to resolution 13, it is proposed to extend the term of the SIP for a further ten years until 24 July 2032. No other changes to the terms of the SIP are proposed.

Set out below is a summary of its main key features.

Eligibility

Each time the Board decides to operate the SIP, all UK-resident employees (including Executive Directors) of the Company and its participating subsidiaries must be offered the opportunity to participate. Other employees may be permitted to participate at the Board’s discretion. The Board can require employees to have completed a minimum qualifying period of employment before they can participate, but that period must not exceed eighteen months.

Structure

Under the SIP, the Board has the power to offer eligible employees any combination of the following allocations of ordinary shares in the Company (“Shares”):

- (a) give up to £3,600 worth of free Shares a year to an employee (“Free Shares”);
- (b) offer an employee the opportunity of buying up to £1,800 of Shares a year (“Partnership Shares”) out of pre-tax salary;
- (c) give an employee up to two free matching Shares for each Partnership Share bought (“Matching Shares”); and
- (d) in addition to buying up to £1,800 of Partnership Shares each year, allow employees to purchase more Shares using dividends received on Free Shares, Partnership Shares and Matching Shares (“Dividend Shares”).

Free Shares

Up to £3,600 worth of Free Shares can be awarded to each eligible employee in any tax year. Free Shares must be awarded on similar terms, although the number of Free Shares awarded to each employee may be determined by reference to remuneration, length of service or a fixed sum determined by the Board. An award of Free Shares can, if the Company so chooses, be subject to the satisfaction of a pre-award performance target which measures the objective success of the individual, team, division or business.

Free Shares must be held in trust for a period of between three and five years during which the employee cannot withdraw the Free Shares from the SIP, subject to continuing employment or a change of control event occurs.

The Board can, at its discretion, provide that some or all of the Free Shares will be forfeited, for example, if the employee leaves employment, other than where he or she leaves due to injury, disability, redundancy, the transfer of his or her employing business or company out of the Group, retirement, on death or mutual termination with the agreement of the Company. This risk of forfeiture cannot extend beyond three years of the Free Shares being awarded.

Partnership Shares

The Board may allow an employee to use pre-tax salary to buy Partnership Shares. The maximum limit is set by the Board and may not exceed the lower of £1,800 or 10% of pre-tax salary in any tax year. The salary allocated to Partnership Shares can be accumulated for a period set by the Board not exceeding 12 months (Accumulation Period) or Partnership Shares can be purchased monthly out of deductions from the employee’s pay. In either case, Partnership Shares must be bought within 30 days of, as appropriate, the end of the Accumulation Period or the deduction from pay. An employee may stop and start deductions at any time. Once acquired, Partnership Shares may be withdrawn from the SIP by the employee at any time.

Matching Shares

The Board may offer Matching Shares to an employee who has purchased Partnership Shares. Matching Shares must be awarded on the same basis to all employees up to a maximum of two Matching Shares for every one Partnership Share purchased.

Matching Shares must be held in the SIP trust for between three and five years unless the employee leaves employment or a change of control event occurs.

The Board can, at its discretion, provide that the Matching Shares will be forfeited if the associated Partnership Shares are withdrawn by the employee or if the employee leaves employment, other than where he leaves due to injury, disability redundancy, transfer of the employing business or company out of the Group, retirement, on death or mutual termination with the agreement of the Company. This risk of forfeiture cannot extend beyond three years of the Matching Shares being awarded.

Dividends

Participants will be entitled to dividends held on the SIP shares whilst held in trust.

The Board may allow an employee to reinvest dividends and purchase Dividend Shares. There is no limit on the amount of dividends that may be used to purchase Dividend Shares. Dividend Shares must normally be held in the SIP for three years unless the employee leaves employment or a change of control event occurs. Dividend Shares are not forfeitable.

Voting rights

Participants in the SIP may direct the trustee of the SIP how to exercise voting rights attributable to the shares held on their behalf in the SIP trust

Plan Trust

The SIP is operated through a UK resident trust. The SIP trust purchases or subscribes for Shares that are subsequently awarded to employees. The money to buy Shares will be provided either by the Company or, if employees are allowed to acquire Partnership Shares, by the employees themselves.

Overall limit

In any period of ten years, not more than 10% of the Company's issued ordinary share capital may be issued (or placed under option or award) under the SIP and under any other employees' share schemes adopted by the Company.

Shares transferred out of treasury or committed to be so transferred under the SIP will count towards this limit for so long as this is required by institutional investor guidelines.

Pension implications

Any award under the SIP is not pensionable.

Amendments

The Board may with the prior consent of the trustee of the SIP, at any time amend the SIP. The prior approval of the Company in general meeting must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the maximum entitlement for any one employee, the basis for determining an employee's entitlement to, and the terms of, Shares, cash or other benefits, or the provisions affecting variations of share capital. Minor amendments to benefit the administration of the SIP, to take account of a change in legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the trustees of the SIP trust, the Company or any subsidiary do not require the approval of the Company in general meeting. Any amendment to the material disadvantage of participants requires their prior consent.

Termination

The SIP is currently due to terminate on 24 July 2022. If resolution 13 is passed by Shareholders, the termination date will be extended to 24 July 2032.

HELICAL

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