

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if resident elsewhere, from another appropriately authorised independent financial adviser in your own jurisdiction.

If you have sold or otherwise transferred all of your shares in the Company, please forward this document, together with the accompanying form of proxy as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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# Mountview Estates P.L.C.

(registered in England and Wales with no.328020)

## Notice of General Meeting

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This document should be read as a whole. Your attention is drawn to the Letter which is set out in this document. The Letter contains a recommendation that you vote in favour of the resolutions to be proposed at the General Meeting.

Notice of the General Meeting of the Company to be held at 11.30 a.m. on 23 November 2020 is set out at the end of this document. A Form of Proxy to be used in connection with the resolutions to be proposed at the General Meeting is enclosed.

Shareholders should not attend the General Meeting and are requested to vote ahead of the General Meeting by either completing the Form of Proxy in accordance with the instructions printed on it and returning it as soon as possible by post or (during normal business hours only) by hand but, in any event, so as to be received by the Company's Registrar, Link Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or by appointing a proxy electronically via the Company Registrar's website by visiting [www.signalshares.com](http://www.signalshares.com), in either case, by no later than 11.30 a.m. on 19 November 2020. If you hold ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's Registrar, Link Asset Services, under CREST participant ID number RA10, so that it is received by no later than 11.30 a.m. on 19 November 2020.

**MOUNTVIEW ESTATES P.L.C.**  
(registered in England and Wales with no. 328020)

Directors:  
Mr D.M. Sinclair  
Mrs M.M. Bray  
Ms M.L. Archibald  
Mr A.W. Powell  
Dr A.R. Williams

Registered office:  
Mountview House  
151 High Street  
Southgate  
London N14 6EW

28 October 2020

To: Holders of ordinary shares in Mountview Estates P.L.C. (the Company)

Dear Shareholder,

### **1. Introduction**

As announced following the Annual General Meeting of the Company held on 12 August 2020 (the **AGM**), the Company was disappointed to note that the resolutions concerning the re-election of Mr A.W. Powell and of Ms M.L. Archibald (formerly Jarvis) as directors of the Company did not receive the support of a majority of independent shareholders who voted, which is now a requirement of the Listing Rules of the Financial Conduct Authority (the **Listing Rules**) given the Company has a controlling shareholder. As shareholders will be aware, the Sinclair family concert party constitutes a controlling shareholder for the purposes of the Listing Rules.

As stated in the announcement of the results of the AGM, the Company is entitled (in accordance with the Listing Rules) to put further resolutions to shareholders of the Company concerning the re-election of Mr Powell and of Ms Archibald at a general meeting to be held within 90 and 120 days of the AGM. At such meeting, all shareholders (including Sinclair family concert party members) are entitled to vote on these resolutions.

The Company intends to hold a second vote on the re-election of Mr Powell and of Ms Archibald as directors of the Company. As noted above, such resolution must be approved by a majority of all shareholders who vote at the meeting (and in accordance with the Listing Rules, there is no requirement for approval by a separate majority of independent shareholders who vote at the meeting).

Mr Powell is a former audit partner at KPMG and Ms Archibald holds various roles in the property sector, and in the Board's view, both bring considerable valuable experience to the Company. Full details of their experience is set out in Appendix 1.

The general meeting at which the vote will be taken on the re-election of Mr A.W. Powell and of Ms M.L. Archibald as directors of the Company will be held at 11:30 a.m. on Monday 23 November 2020 (the **General Meeting**). Pending the vote and as notified to shareholders at the AGM, Mr Powell and Ms Archibald are deemed to have been re-elected to the Board from the date of the AGM until the conclusion of the General Meeting. If the re-appointment of Mr Powell and of Ms Archibald, respectively, is approved by a majority of shareholders voting at the General Meeting, Mr Powell and Ms Archibald will then be re-elected to the Board until the AGM to be held in 2021, at which they will each be required to retire in accordance with changes introduced by the Financial Reporting Council's 2018 UK Corporate Governance Code. However, if either of the resolutions is not passed, the re-election of Mr Powell and of Ms Archibald, (as the case may be), as directors of the Company will cease on the conclusion of the General Meeting.

### **2. Resolutions**

The formal Notice, containing the resolutions referred to above to be proposed to the shareholders of the Company, is attached to this letter. Certain additional information required by the Listing Rules in relation to resolutions 1 and 2 concerning the re-election of Mr Powell and of Ms Archibald is also set out on page 4 of this document.

### **3. Important information on the format of the General Meeting and action to be taken**

At the date of the Notice of Meeting, due to the restrictions imposed by UK Government guidance and rules to address the Covid-19 pandemic and the health and well-being of shareholders, the Company's Directors, employees and advisers, the Directors have decided that the General Meeting (**GM**) cannot follow the usual format. The Corporate Insolvency and Governance Act 2020 provides certainty on how general meetings may be held prior to 30 December 2020. In light of this legislation and of the social distancing measures and Government restrictions on public gathering, this GM will be held with only the minimum number of shareholders present as required to form a quorum under the Company's Articles of Association (**Articles**) and only to conduct the formal business of the meeting (facilitated by the Company). To ensure everyone's safety no other shareholders (or proxies or corporate representatives) will be permitted entry to the GM.

Shareholder participation is important to the Directors and all shareholders are encouraged to vote ahead of the GM by appointing a proxy to vote on the two resolutions set out in the Notice of Meeting as soon as possible and in any event by 11.30 a.m. on 19 November 2020. Shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy in order that the Chairman can vote according to the shareholder's wishes at the GM to ensure their votes on the resolutions are counted. Other named proxies will not be allowed to attend the GM and therefore votes of such proxies will not be counted at the GM. Shareholders can vote ahead of the GM, either by completing and returning a Proxy Form or by appointing a proxy electronically via our registrar's website by visiting [www.signalshares.com](http://www.signalshares.com). Shareholders will need their Investor Code which can be located on their share certificate. Full instructions are on the website. Shareholders who

hold their ordinary shares in CREST may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Link Asset Services so that it is received by no later than 11.30 a.m. on 19 November 2020.

Both resolutions for consideration at the GM will be voted on a poll, rather than a show of hands, and all valid proxy votes cast will count towards the poll votes. The results will be announced via regulatory announcement and will be posted on the Company's website as soon as practicable after the GM.

Despite the exceptional circumstances, as well as shareholder participation at the GM, engagement with our shareholders is important to the Company and the Directors. Therefore, arrangements have been made so that shareholders can participate in the GM by submitting questions in advance. Any specific questions on the business of the GM and on the resolutions can be submitted ahead of the GM by email to [reception@mountviewplc.co.uk](mailto:reception@mountviewplc.co.uk) or by writing to the Company Secretary, Mountview House, 151 High Street, Southgate, London N14 6EW. To enable shareholders to have time to consider the responses to questions ahead of the voting deadline on 19 November 2020, please submit questions as soon as possible and in any event no later than 10 November 2020. Responses to relevant questions submitted by 10 November 2020 will be provided by way of a written Q&A, grouped into themes, as described below, posted on the Company's website as soon as practicable in advance of the GM, and no later than 16 November 2020. The Directors anticipate the Q&A will be grouped into themes, and where there is an overlap in submitted questions on similar or related themes one response will be provided covering the specific issue. Responses will not be provided to questions which do not relate to the business of the meeting or that the Directors determine require the disclosure of confidential or commercially sensitive information or are already answered on the website or already addressed elsewhere, for example, in the annual report and accounts. The Company reserves the right to answer questions only from shareholders or those otherwise legally permitted to raise questions at the Company's GM.

The situation relating to Covid-19 continues to develop and the Directors will continue to monitor closely the situation, as well as the latest UK Government guidance, as to how it may affect arrangements for the GM, which may have to change at short notice. If it becomes necessary to change the arrangements for the GM, information will be found on the Company's website and via a regulatory announcement.

#### **4. Directors' recommendation**

The Board believes that the resolutions to be proposed at the General Meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommends that shareholders vote in favour of the resolutions to be proposed at the meeting, as all Directors holding shares intend to do in respect of their own beneficial holdings.

Yours sincerely



D.M. Sinclair  
C.E.O.

## APPENDIX 1 – ADDITIONAL INFORMATION

### **Resolutions for the re-election of Mr A.W. Powell and of Ms M.L. Archibald as directors of the Company**

As shareholders will be aware, the Sinclair family concert party holds over 50% of the Company's issued share capital. For the purposes of the Listing Rules, as the aggregate shareholding of the Sinclair family concert party is in excess of 30% of the Company's issued share capital, the Sinclair family concert party is treated as a controlling shareholder of the Company (as referred to in the Letter contained in this circular). As a result of this, where a circular is being sent to shareholders regarding the re-election of an independent director, the Listing Rules require companies with a controlling shareholder to make certain disclosures about such director's relationships, independence, effectiveness and appointments. These are set out below in relation to Mr Powell and Ms Archibald.

#### **Mr Powell FCA FIMC**

*Relationships, transactions and arrangements:* Other than his letter of appointment as a Non-Executive Director of the Company, Mr Powell has confirmed that there are no existing or previous relationships, transactions or arrangements that he has or has had with the Company, its directors, the controlling shareholder or any associates of the controlling shareholder.

*Independence:* the independence of each of the directors is regularly considered by the Board and the Board is satisfied as to the independent character of Mr Powell and that no relationships or circumstances are likely to affect his judgement.

*Effectiveness:* as announced by the Company at the time of his appointment, Mr Powell is a chartered accountant and a former partner of KPMG. He was appointed as Chair of the Audit and Risk Committee after the Board had identified the need to add an independent non-executive director with relevant financial experience. He also brings considerable experience of operational and strategic roles, first within KPMG and then as a consultant, with clients ranging from start-ups to blue chip companies. Mr Powell has served on a number of ICAEW Committees, primarily in governance roles.

Given his long experience as a chartered accountant, the Board considers he brings extensive corporate governance and accounting practitioner skills to the Board, adding to its overall balance and effectiveness. Mr Powell currently serves as Non-Executive Chairman of the Board and Chairman of the Audit and Risk Committee.

*Selection:* Mr Powell was appointed to the Board following a selection process which involved external recruitment consultants to identify candidates with the relevant financial experience who could meet the criteria referred to above and serve as Chair of the Audit and Risk Committee.

#### **Ms Archibald MRICS**

*Relationships, transactions and arrangements:* Other than her letter of appointment as a Non-Executive Director of the Company, Ms Archibald has confirmed that there are no existing or previous relationships, transactions or arrangements that she has or has had with the Company, its directors, the controlling shareholder or any associates of the controlling shareholder.

*Independence:* the independence of each of the directors is regularly considered by the Board and the Board is satisfied as to the independent character of Ms Archibald and that no relationships or circumstances are likely to affect her judgement.

*Effectiveness:* Ms Archibald is a member of the Royal Institution of Chartered Surveyors. Ms Archibald has held various roles with property advisers, including Scottish Widows Investment Management and Jones Lang LaSalle and currently acts as a consultant to property auction house, Acuitus, alongside advising clients in a range of property sectors. Accordingly, the Board considers that Ms Archibald is an effective member of the Board and brings skills, knowledge and experience which adds to the overall balance and effectiveness of the Board. Ms Archibald fulfils the criteria to serve as Chair of the Remuneration Committee.

*Selection:* Ms Archibald was appointed to the Board following a selection process which involved external recruitment consultants to identify potential candidates who could serve as independent non-executive directors.

# Mountview Estates P.L.C.

(registered in England and Wales with no.328020)

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of Mountview Estates P.L.C. (the Company) will be held at 11.30 a.m. on 23 November 2020 for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

Resolutions:

1. To re-elect Mr A.W Powell as a Director of the Company.
2. To re-elect Ms M.L Archibald as a Director of the Company.

BY ORDER OF THE BOARD

**M.M. Bray**  
Company Secretary

Registered office: Mountview House 151 High Street Southgate London N14 6EW

28 October 2020

### IMPORTANT NOTE PLEASE READ:

This year, the arrangements for the GM have been changed and the notes that accompany the Notice of Meeting have been modified to reflect such requirements, including the altered means for shareholders to participate in the GM. Although shareholders are not able to attend the GM in person, shareholders can and are encouraged to participate by submitting proxy votes, electronically or by proxy form by post, and questions on the business of the meeting in advance of the GM. In particular please note the following for this year's GM:

1. unlike in previous years, you, or any named proxy (other than the Chairman of the Meeting), will not be able to attend the GM in person – shareholder engagement is important to the Directors and a facility for submitting questions in advance of the GM is being provided and shareholders are encouraged to ask questions via this facility.
2. the timetable for submitting proxy votes (either electronically or using the hard copy proxy form) and the proxy deadline of 11.30 a.m. on 19 November 2020 - unlike in previous years, if you miss the deadline for submitting your proxy appointment you will not be able to come along to the GM and attend in person and vote on the day.
3. the advice to nominate the Chairman of the Meeting as your proxy and to provide voting instructions because nominating anyone else will mean that your votes will not count.
4. both resolutions will be voted on a poll, rather than on a show of hands, and all valid proxy votes cast will count towards the poll votes – the fact you are not permitted to attend the GM will not impact your ability to vote and provided you appoint the Chairman of the Meeting as your proxy your vote will be counted.
5. the GM results will be announced, as usual, via a regulatory announcement and will be posted on the Company's website as soon as practicable after the GM.
6. the processes for inspecting Directors service contracts and letters of appointment will not permit seeing them physically on the day of the GM.
7. any references to 'attend' 'speak' or 'vote' in the notice and notes are there for legal reasons for the validity of the notice and should not be read as conveying any right to physically attend the meeting.
8. modifications to the standard notes to the Notice of Meeting are shown below in bold text.

Please, therefore read the notes below carefully to learn about the altered processes and in case of any questions please contact Link Asset Services in connection with the voting processes, or Mountview for any other matters. Their contact details are noted below.

Voting questions: For questions on the voting process either by hard copy or via the registrar's website please contact Link Asset Services, by calling them on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0391. 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. The registrar is open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. You can also contact the registrar by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk).

For all other matters please contact Mountview Estates P.L.C. on +44 (0)20 8920 5777 or by e-mail at [reception@mountviewplc.co.uk](mailto:reception@mountviewplc.co.uk).

NOTES:

1. A Member who is entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. A proxy need not also be a Member of the Company. If a Member 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 Member. If a Member wishes to appoint more than one proxy and so requires additional Forms of Proxy, the Member should contact Link Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent BR3 4ZF.

**Due to the current Government restrictions relating to Covid-19 and restrictions on attendance at the Meeting, all shareholders are encouraged to appoint the Chairman of the Meeting as their proxy this year to ensure their votes are recognised at the Meeting. Other named proxies will not be allowed to attend the Meeting.**

2. A Form of Proxy is enclosed with this Notice and should be completed in accordance with the instructions contained therein. To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited at the office of the Company's Registrars, Link Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent BR3 4ZF, by 11.30 a.m. on 19 November 2020 or in the case of any adjournment of the Meeting, not later than 48 hours before the time of such adjourned Meeting. Amended instructions must also be received by the Company's Registrars by the deadline for receipt of Forms of Proxy.
3. You may also submit your voting instructions electronically via our registrar's website. Please go to [www.signalshares.com](http://www.signalshares.com) and enter Mountview Estates P.L.C. If you have not already registered for Signal Shares you will need to enter your Investor Code which can be found on your share certificate. Once registered you will be able to vote immediately by selecting 'Proxy Voting' from the menu. In order to be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received no later than 11.30 a.m. on 19 November 2020. The proxy appointment will not be accepted if found to contain a computer virus.
4. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 11.30 a.m. on 19 November 2020 or in the case of any adjournment of the Meeting, not later than 48 hours before the time of such adjourned Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). In any case your proxy instruction must be received by the Company's Registrars, Link Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 11.30 a.m. on 19 November 2020 or not later than 48 hours before the time of any adjourned Meeting.
5. Any person receiving a copy of this Notice as a person nominated by a Member to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person") should note that the provisions in Notes 1 and 2 above concerning the appointment of a proxy or proxies to attend the Meeting in place of a Member, do not apply to a Nominated Person as only Members have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the Member by whom he or 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 at the Meeting. Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the Member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that Member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of Section 360B of the Companies Act 2006, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at close of business on 19 November 2020 (the "Specified Time") or 48 hours (excluding any day or part of any day that is not a working day) before the date of any adjourned Meeting. If the Meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of Members to attend and vote and for the purpose of determining the number of votes they may cast at the adjourned Meeting. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

**This year please note given the current restrictions on attending the Meeting, Members will not be allowed entry to attend the Meeting.**

7. 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, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

**This year please note given the current restrictions on attending the Meeting, corporate representatives of a Member will not be allowed entry to attend the Meeting.**

8. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any Member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
9. This Notice, together with information about the total numbers of shares in the Company in respect of which Members are entitled to exercise voting rights at the Meeting as at 27 October 2020, being the last business day prior to the printing of this Notice and, if applicable, any Members' statements, Members' resolutions or Members' matters of business received by the Company after the date of this Notice, will be available on the Company's website [www.mountviewplc.co.uk](http://www.mountviewplc.co.uk).
10. In normal circumstances any Member attending the Meeting has the right to ask questions. This year due to the current restrictions on attending the Meeting with Members not being able to attend in person, Members are being asked to submit any questions in relation to the business of the Meeting in advance by email to [reception@mountviewplc.co.uk](mailto:reception@mountviewplc.co.uk) or by writing to the Company Secretary, Mountview House, 151 High Street, Southgate, London N14 6EW. Please submit questions as soon as possible and in any event no later than 10 November 2020. Responses to relevant questions submitted by 10 November 2020 will be provided, by way of a written Q&A, grouped into themes, posted on the Company's website as soon as practicable in advance of the Meeting, and no later than 16 November 2020. Some, but not all, questions may receive individual responses. For questions received after 10 November 2020, the Directors will endeavour to provide answers as soon as practicable but responses may be provided after 16 November 2020. Responses will not be provided to questions which do not relate to the business of the Meeting or that the Directors determine require disclosure of confidential or commercially sensitive information or are already answered on the website or are already addressed elsewhere, for example, in the annual report and accounts. The Company reserves the right to answer questions only from Members or those legally permitted to raise questions at the Meeting.
11. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
12. As at, 27 October 2020, being the last business day prior to the printing of this Notice, the Company's issued capital consisted of 3,899,014 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at, 27 October 2020, are 3,899,014.
13. Copies of the Directors' service contracts and letters of appointment with the Company are available for inspection, under normal circumstances, at the registered office at Mountview House, 151 High Street, Southgate, London N14 6EW during normal business hours on weekdays (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the Meeting.

**Given the current exceptional circumstances should a shareholder wish to inspect any of these documents please submit a request to the Company Secretary at [reception@mountviewplc.co.uk](mailto:reception@mountviewplc.co.uk).**

