

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 seek your own advice from a stockbroker, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please forward this document together with all accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Hunting PLC

NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting ("AGM") of the Company to be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS, on Wednesday, 16 April 2014 at 10.30 a.m. is set out at the end of this document.

Enclosed with this document is a form of proxy for use in connection with all the resolutions to be proposed at the AGM.

Whether or not you plan to attend the AGM, the Directors request that either you: (i) complete and return the enclosed form of proxy to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; (ii) submit votes electronically following the instructions contained in the form of proxy; or (iii) if you are a CREST member lodge the CREST Proxy Instruction, using the CREST Proxy Voting Service, in all cases so as to arrive no later than 10.30 a.m. on Monday, 14 April 2014.

For further details please see the notes which follow the Notice of AGM set out at the end of this document. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM.

Hunting PLC
5 Hanover Square
London
W1S 1HQ

6 March 2014

To holders of the Company's Ordinary shares

Dear Shareholder,

I am pleased to invite you to the Company's Annual General Meeting ("AGM") which will be held at The Royal Automobile Club in London on Wednesday, 16 April 2014 at 10.30 a.m. The formal Notice of AGM is set out on pages 9 and 10 of this document.

The purpose of this letter is to explain the business of the AGM in more detail. Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution. Voting on all resolutions will be on a show of hands unless a poll is called on any particular resolution.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the form of proxy sent to you with this document and return it to our Registrars as soon as possible. They must receive it by no later than 10.30 a.m. on Monday, 14 April 2014.

Resolution 1 – Presentation of Accounts

The Directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting the Company's audited accounts for the year ended 31 December 2013, together with the Directors' reports (including the strategic report) and the auditors' report on those accounts.

Resolution 2 – Directors' Remuneration Policy

Following amendments to the Companies Act 2006 which took effect on 1 October 2013, the Company is required to seek shareholder approval of its Directors' Remuneration Policy (the "Policy"). The Policy is binding which means that, after it takes effect, all payments to Directors by way of remuneration or for loss of office after that date must be made in accordance with the Policy (unless a payment is separately approved by a shareholder resolution). If the Company wishes to change the Policy, shareholders will be required to vote and approve the revised Policy.

If approved, the Policy will take effect from the end of the AGM. The Policy can be found on pages 56 to 69 of the Company's 2013 Annual Report and Accounts. Following this initial approval, the Company is required to seek shareholder approval for the Policy at least every three years.

Resolution 3 – Annual Report on Remuneration

The amendments to the Companies Act 2006 also require the Company to seek shareholder approval on an annual basis at its AGM for the Annual Report on Remuneration for the prior financial year and the accompanying letter from the Remuneration Committee Chairman. The vote on this Report and letter is "advisory" which means that payments to the Directors are not conditional on this resolution being approved.

The Annual Report on Remuneration is set out on pages 70 to 77 of the Company's 2013 Annual Report and Accounts and the letter from the Remuneration Committee Chairman can be found on pages 54 and 55.

Resolution 4 – Final dividend

Shareholders are asked to approve a final dividend of 21.8 cents for each Ordinary share for payment on 27 May 2014 to those shareholders who are on the register of members at close of business on 2 May 2014. This is in addition to the interim dividend of 7.7 cents for each Ordinary share that was paid on 26 November 2013, making a total of 29.5 cents for the year for each Ordinary share.

On 5 December 2013, the Company announced that it would be changing the currency in which it presents its financial results from Sterling to US dollars. As noted in the announcement, all dividends will be declared in US dollars but will continue to be paid in Sterling. Subject to approval of the final dividend by shareholders, the Sterling equivalent of the dividend will be calculated by taking the average US dollar/Sterling exchange rate across three trading days two weeks prior to the payment date of the final dividend. The Company will announce the exchange rate to be applied and the final Sterling dividend amount immediately thereafter.

Resolution 5 – New 2014 Hunting Performance Share Plan

The Board recommends to shareholders the new 2014 Hunting Performance Share Plan (the “Plan”). During 2013, the Hunting 2004 Long Term Incentive Plan expired. Following consultation with major shareholders and advisers, the Directors propose that the 2004 Long Term Incentive Plan and the 2009 Performance Share Plan be replaced by a single plan for future awards. The Plan is designed to align the long-term interests of shareholders with the Company and aid in the retention of employees, which is a critical factor in the success of the Hunting group. The main terms of the Plan are summarised on pages 5 to 8 of this document.

Resolutions 6 to 11 – Re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code, all current Directors will stand for re-election at the AGM. Biographical details of each of the Directors can be found on pages 44 and 45 of the Company's 2013 Annual Report and Accounts and also on the Company's website www.huntingplc.com. The Board is satisfied that each non-executive Director remains independent in character and judgement and is free from any relationship or circumstances which is likely to affect, or could appear to affect, his judgement.

Resolution 12 – Auditors' re-appointment and remuneration

The resolution seeks shareholder approval for the re-appointment of PricewaterhouseCoopers LLP as auditors and also gives the Directors the authority to determine their remuneration. The performance and effectiveness of the auditors was evaluated by the Company's Audit Committee which recommended to the Board that PricewaterhouseCoopers LLP be re-appointed. PricewaterhouseCoopers has also indicated its willingness to continue as the Company's auditors for another year.

Resolution 13 – Authority to the Directors to allot shares

The Companies Act 2006 provides that the Directors may only allot shares if authorised by shareholders to do so. Resolution 13 will, if passed, authorise the Directors to allot new shares up to a maximum nominal amount of £24,624,336 which represents an amount which is approximately two-thirds of the issued share capital of the Company as at 6 March 2014, being the latest practicable date prior to the publication of this document.

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued share capital of the Company) will enable the Directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third of the issued share capital of the Company) may only be used in connection with a rights issue in favour of Ordinary shareholders. As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a rights issue.

The authority will expire at the earlier of the date that is 15 months after the date of the passing of the resolution or the conclusion of the next AGM of the Company.

Passing resolution 13 will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

As at 6 March 2014, the Company had 147,746,017 Ordinary shares of 25 pence each in issue.

Resolution 14 – Partial disapplication of statutory pre-emption rights

The Companies Act 2006 requires that, if the Company issues new shares for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. It is proposed that the Directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) up to an aggregate nominal amount of £1,846,825 (representing approximately 5% of the Company's issued share capital as at 6 March 2014, the latest practicable date prior to the publication of this document) without offering them to shareholders first, and to modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue. If resolution 14 is passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 13.

The Directors consider this authority necessary in order to give them flexibility to deal with opportunities as they arise, subject to the restrictions contained in the resolution. The Directors do not currently intend to issue more than 7.5% of the issued share capital of the Company on a non-pre-emptive basis in any rolling three year period without prior consultation with the relevant investor groups.

Resolution 15 – Purchase of own shares by the Company

If passed, this resolution will grant the Company authority for a period of up to 15 months after the date of passing of the resolution to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 14.99% of the Company's issued share capital as at 6 March 2014, the latest practicable date prior to the publication of this document. The price per Ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 25 pence per Ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5% over the average of the previous five days' middle market prices; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. This authority will only be exercised if market conditions make it advantageous to do so.

The Directors' present intention is that shares purchased pursuant to this authority will be cancelled immediately on purchase. Alternatively, the shares may be held in treasury, sold for cash or (provided Listing Rule requirements are met) transferred for the purposes of or pursuant to an employee share scheme. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not qualify for dividends). The Directors will only make purchases under this authority if they believe that to do so would result in increased earnings per share and would be in the interests of shareholders generally.

As at 6 March 2014, there were options outstanding over 1,658,147 Ordinary shares in the capital of the Company and awards outstanding over 1,306,346 Ordinary shares representing in total approximately 2.01% of the Company's issued share capital at that date. If the authority to purchase shares was exercised in full, shares over which options and awards were outstanding would, as at that date, represent approximately 2.36% of the Company's issued share capital.

Resolution 16 – Notice of General Meetings

To enable the Company to preserve the ability to call general meetings (other than an AGM) on 14 clear days' notice, the Company must offer all shareholders the opportunity to appoint a proxy electronically (via the website of the Company or its Registrars) and must obtain the approval of its shareholders by means of a special resolution passed each year. Resolution 16 seeks such approval which, if granted, will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed. The Company is in compliance with the requirement to make electronic voting available to all shareholders. It is intended that the flexibility to call general meetings on 14 clear days' notice will only be used for non-routine business and where merited in the interests of shareholders as a whole.

Recommendation

The Directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'R. A. Hunting', with a stylized flourish at the end.

Richard Hunting, C.B.E.
Chairman

6 March 2014

Summary Details of the new 2014 Hunting Performance Share Plan (the “Plan”)

Operation

The Remuneration Committee of the Board of Directors of the Company (the “Committee”) will supervise the operation of the Plan.

Eligibility

Any employee (including an executive Director) of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee.

Grant of Awards

The Committee may grant awards to acquire Ordinary shares in the Company (“Shares”) within six weeks of shareholder approval of the Plan or within six weeks following the Company’s announcement of its results for any period. The Committee has discretion to grant awards at any other time when it considers there are exceptional circumstances which justify it. It is intended that the first awards will be made shortly following shareholder approval of the Plan.

The Committee may grant awards as conditional awards of free Shares or as nil (or nominal) cost options. The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

An award may not be granted more than ten years after shareholder approval of the Plan.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Individual Limit

The Chief Executive of the Company may not be granted awards in any financial year over Shares with a market value in excess of 550% of annual base salary. Any other employee or Officer of the Company or any of its subsidiaries may not be granted awards in any financial year over Shares with a market value in excess of 450% of annual base salary.

It is the Committee’s current intention that, in line with the Directors’ Remuneration Policy, which is to be approved by shareholders at the AGM, awards granted to the Chief Executive of the Company in any financial year will not exceed 450% of base salary, and awards granted to the Finance Director of the Company in any financial year will not exceed 210% of base salary.

Performance Conditions

The vesting of any awards granted under the Plan to the Company’s executive Directors will be subject to performance conditions set by the Committee.

The first awards granted to the executive Directors under the Plan will be measured over a period of three financial years ending on 31 December 2016 (the “Performance Period”) and will vest subject to the satisfaction of three challenging performance conditions which are as follows:

- (i) One-third of the total number of Shares over which an award will be granted will be subject to a condition measuring the relative Total Shareholder Return (“TSR”) of the Company against a bespoke comparator group, expected to comprise of approximately 40 companies (the “TSR Performance Condition”). TSR will be measured in Sterling for all comparators.

The bespoke group was chosen as a refinement of the broad sector indices used in respect of awards granted under the 2009 Performance Share Plan and better reflects the macroeconomic factors affecting the Company. The Committee believes that the resulting group will provide a robust measure of management performance.

The extent to which the TSR Performance Condition will vest is as follows:

Rank of the Company’s TSR against the TSR of the members of the bespoke comparator group	Shares vesting (as % of number relating to the TSR Performance Condition)
Below median	Nil
Median	25%
Median to upper quartile	Between 25% and 100% (on a straight line basis)
Upper quartile	100%

- (ii) One-third of the total number of Shares over which an award will be granted will be subject to a condition based on the Company's average Return on Capital Employed ("ROCE") over the Performance Period (the "ROCE Performance Condition").

In setting targets for the ROCE Performance Condition, the Committee has taken account of both the Company's long-range plan and investor expectations via analysts' forecasts.

The extent to which the ROCE Performance Condition will vest is as follows:

Average ROCE over the Performance Period	Shares vesting (as % of number relating to the ROCE Performance Condition)
Below 12%	Nil
12%	25%
12% to 17%	Between 25% and 100% (on a straight line basis)
17% or higher	100%

- (iii) The remaining one-third of the total number of Shares over which an award will be granted will be subject to a condition based on the Company's earnings per share ("EPS") growth over the Performance Period (the "EPS Performance Condition"). For these purposes, EPS means the diluted EPS from continuing operations and before amortisation and exceptional items of the Company, as disclosed in the Company's published annual accounts.

The extent to which the EPS Performance Condition will vest is as follows:

Compound annual growth in EPS over the Performance Period	Shares vesting (as % of number relating to the EPS Performance Condition)
Below 6% p.a.	Nil
6% p.a.	25%
6% p.a. to 15% p.a.	Between 25% and 100% (on a straight line basis)
15% p.a. or higher	100%

The Committee can set different performance conditions from those above for future awards provided that, in the case of awards granted to executive Directors of the Company only, in the reasonable opinion of the Committee the new conditions are not materially less challenging in the circumstances than those described above.

The Committee may set different or no performance conditions for participants who are not executive Directors.

The Committee can vary the performance conditions that apply to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and are not materially less challenging than the original conditions would have been but for the event in question.

Vesting of Awards

Awards normally vest three years after grant. The Committee may, in its discretion, determine that awards will vest at such other time as it decides, provided that awards granted to executive Directors of the Company will not vest less than three years after grant.

Awards will vest to the extent that any applicable performance conditions have been satisfied and provided that the participant is still employed within the Company's group.

Dividend Equivalents

The Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the settlement of their awards, of an amount equivalent to the dividends that would have been paid on those Shares between the time the awards were granted and the date of vesting. This amount may assume the reinvestment of dividends.

Recovery of Awards

Awards may be subject to clawback if the Committee determines that there has been a material misstatement of the Company's financial results, an error in assessing any applicable performance conditions or if the participant's employment is terminated for gross misconduct. The Committee may require the satisfaction of the clawback by way of a reduction in the amount of any future bonus, the vesting of any subsisting or future awards, the number of shares under any vested but unexercised option granted under certain share incentive plans and/or a requirement to make a cash payment.

Leaving Employment

As a general rule, an award will lapse upon a participant ceasing to hold office or employment within the Company's group. If, however, a participant's office or employment ceases due to death, ill-health, injury, disability, redundancy, retirement or the employing company or the business for which the participant works is sold out of the Hunting group or in other circumstances at the discretion of the Committee (i.e. as a "good leaver"), then the award will vest when the participant leaves, unless the Committee determines that the award should vest at a later date. The extent to which an award will vest in these situations will normally depend upon two factors: (i) the extent to which any performance conditions have been satisfied; and (ii) pro-rating of the award to reflect the reduced period of time between its grant and vesting, although the Committee can decide not to apply a pro rata adjustment if it regards it inappropriate to do so in the circumstances.

Corporate Events

In the event of a takeover or winding up of the Company all awards will vest early subject to:

- (i) the extent that any performance conditions have been satisfied at that time; and
- (ii) the pro-rating of the awards to reflect the reduced period of time between their grant and vesting, although the Committee can decide not to pro-rate if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover (as described above).

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on the basis which would apply in the case of a takeover as described above.

Participants' Rights

Conditional awards of Shares and options will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of Capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Overall Plan Limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than:

- (i) 10% of the issued Ordinary share capital of the Company for any employee share plans adopted by the Company and which includes the Plan; and
- (ii) 5% of the issued Ordinary share capital of the Company under the Plan or any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Alterations to the Plan

The Committee may, at any time, amend the provisions of the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas Plans

The shareholder resolution to approve the Plan will allow the Board to establish further plans for overseas territories but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

Hunting PLC

(Incorporated and registered in England and Wales under number 974568)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Hunting PLC will be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS, on Wednesday, 16 April 2014 at 10.30 a.m. The business of the Meeting will be to consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 13 are proposed as ordinary resolutions and resolutions 14 to 16 as special resolutions:

Ordinary Resolutions

1. To receive the Company's audited accounts for the year ended 31 December 2013, together with the reports of the Directors' and the auditors' report on the accounts.
2. To approve the Directors' Remuneration Policy as set out on pages 56 to 69 of the Company's 2013 Annual Report and Accounts.
3. To approve the Annual Report on Remuneration and letter from the Remuneration Committee Chairman as set out respectively on pages 70 to 77 and 54 to 55 of the Company's 2013 Annual Report and Accounts.
4. To declare a final dividend of 21.8 cents per Ordinary share.
5. That the rules of the new 2014 Hunting Performance Share Plan (the "Plan") referred to in the Chairman's letter to shareholders dated 6 March 2014 and produced in draft to the Meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:
 - (a) make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
 - (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any Ordinary shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

To re-elect the following:

6. Richard Hunting as a Director.
7. John Hofmeister as a Director.
8. John Nicholas as a Director.
9. Dennis Proctor as a Director.
10. Peter Rose as a Director.
11. Andrew Szescila as a Director.
12. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next AGM at which audited accounts are laid before the Company and to authorise the Directors to determine their remuneration.
13. To authorise the Directors generally and unconditionally pursuant to section 551 of the Companies Act 2006 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 (together "relevant securities") up to an aggregate nominal amount of £24,624,336 comprising:
 - (a) an aggregate nominal amount of £12,312,168 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - (b) an aggregate nominal amount of £12,312,168 in the form of equity securities (within the meaning of section 560(1) of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of Ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of 15

months from the date this resolution is passed or the conclusion of the AGM of the Company to be held in 2015, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.

Special Resolutions

14. To empower the Directors pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of that Act) for cash pursuant to the general authority conferred on them by resolution 13 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of that Act, in each case as if section 561(1) of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of Ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities having an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal amount, not exceeding the sum of £1,846,825.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 13 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

15. To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary shares of 25 pence each provided that in doing so it:

- (a) purchases no more than 22,147,128 Ordinary shares of 25 pence each in aggregate;
- (b) pays not less than 25 pence (excluding expenses) per Ordinary share of 25 pence each; and
- (c) pays a price per Ordinary share that is not more (excluding expenses) per Ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the Ordinary shares as derived from the Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003).

This authority shall expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company to be held in 2015, except that the Company may, if it agrees to purchase Ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

16. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.

By order of the Board



Ben Willey
Company Secretary

6 March 2014

Registered Office:
5 Hanover Square
London
W1S 1HQ

Inspection of documents

The following documents will be available for inspection at 5 Hanover Square, London W1S 1HQ, from the date of this Notice until the time of the AGM and at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS from 15 minutes before the AGM starts until it ends:

- *Copies of the executive Directors' service contracts.*
- *Copies of the letters of appointment of the non-executive Directors.*
- *A copy of the draft rules of the new 2014 Hunting Performance Share Plan*

Notes to the Notice of Annual General Meeting (“AGM”)

Proxies and Corporate Representatives

1. A member who is an individual is entitled to attend, speak and vote at the meeting or to appoint one or more other persons as their proxy to exercise all or any of their rights on their behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the paragraphs below. A member that is a company can appoint one or more corporate representatives (such as a Director or employee of the company) whose attendance at the meeting is treated as if the company were attending in person, or it can appoint one or more persons as its proxy to exercise all or any of its rights on its behalf. In each case, a person attending the meeting will need to provide the Company or its Registrars, Equiniti Limited, with evidence of their identity and, if applicable, their appointment as a proxy or corporate representative with authority to vote on behalf of a member.
2. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. To appoint a proxy or proxies, shareholders must: (a) complete a form of proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, to the Company's Registrars, Equiniti Limited; or (b) transmit a CREST Proxy Instruction (as set out in note 11 below); or (c) submit a proxy electronically at www.sharevote.co.uk, in all cases so that it is received no later than 10.30 a.m. on Monday, 14 April 2014. To appoint more than one proxy, you will need to complete a separate form of proxy in relation to each appointment. A form of proxy for use in connection with the AGM is enclosed with this document. Full details of the procedure to submit a proxy electronically are given on the website at www.sharevote.co.uk. To use this service, you will need your Voting ID, Task ID and Shareholder Reference Number printed on the form of proxy. If you do not have a form of proxy and believe that you should, please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or call on 0871 384 2173. Calls to this number are charged at 8p per minute plus network extras. Overseas shareholders should call on +44 (0)121 415 7047. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday.
3. If you are appointing more than one proxy you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed and ensure that, taken together, the number of shares stated on the forms of proxy do not exceed your holding.
4. The appointment of a proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Nominated Persons

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.

Entitlement to attend and vote

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at 6.00 p.m. on Monday, 14 April 2014 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries in the register of members after 6.00 p.m. on 14 April 2014, or, if the meeting is adjourned, after 6.00 p.m. on the day which is two days before the day of the adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the AGM.

Total Voting Rights

9. As at 9.00 a.m. on 6 March 2014, the Company's issued share capital comprised 147,746,017 Ordinary shares of 25 pence each. Each Ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 9.00 a.m. on 6 March 2014 is 147,746,017.

Crest Members

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the meeting by using the procedures described in the

CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.

11. In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's agent (ID RA19), by the latest time for receipt of proxy appointments set out in note 2 above. 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 Company'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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that EUI 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 any 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 providers 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.

Audit Statements

13. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with the auditors 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 2006. 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 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Members' rights to ask questions

14. Any member attending the meeting has the right to ask questions. The Company must answer 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.

Members' rights to requisition a resolution or matter to be discussed

15. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Communication with the Company

16. You may not use any electronic address provided in this Notice, or any related documents including the form of proxy, to communicate with the Company for any purposes other than those expressly stated.

Electronic Publication

17. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.huntingplc.com.