



# Notice of the 2023 Annual General Meeting of Gulf Marine Services PLC (“GMS”)

To be held on 7 June 2023 at 2.30pm (UAE time) at Gulf Marine Services WLL, Office 403, International Tower, 24th (Karama) Street, Abu Dhabi, United Arab Emirates

**Important information: This document and the accompanying Form of Proxy are important and require 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 professional adviser authorised under the Financial Services and Markets Act 2000 (if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial advisor) immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents, as soon as possible, 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.



**Gulf Marine Services PLC**

Incorporated in England and Wales. Registered No. 08860816

Registered Office  
107 Hammersmith Road  
London W14 0QH  
United Kingdom

**Directors:**

**Mansour Al Alami** (Executive Chairman)  
**Hassan Heikal** (Non-Executive Deputy Chairman)  
**Rashed Al Jarwan** (Non-Executive Director)  
**Lord Anthony St John of Bletso** (Non-Executive Director)  
**Charbel El Khoury** (Non-Executive Director)  
**Jyrki Koskelo** (Non-Executive Director)

27 April 2023

**Dear Shareholder**

**Notice of Annual General Meeting 2023**

Notice is hereby given that the Annual General Meeting (the "AGM") of Gulf Marine Services PLC (the "Company") will be held on 7 June 2023 at 2.30pm (UAE time) at Gulf Marine Services WLL, Office 403, International Tower, 24th (Karama) Street, Abu Dhabi, United Arab Emirates.

The Board recognises that the AGM is an important event for shareholders in the corporate calendar and is committed to ensuring that shareholders can exercise their right to vote and ask questions in connection with this meeting. Accordingly, for those shareholders that do not wish to attend, or those that wish to attend and are unable to do so, questions in connection with the business of the AGM can be submitted on reasonable notice by email to [cosec@gmsplc.com](mailto:cosec@gmsplc.com) in advance of the AGM and, in so far as relevant to the business of the meeting, questions will be responded to by email and taken into account as appropriate at the meeting itself. We are not planning to have a Directors' presentation at the AGM and it will be held strictly to conduct the business of the AGM.

Voting at the AGM will be by way of a poll so that all the votes cast in advance by shareholders appointing the Chairman of the Meeting as their proxy to vote on their behalf can be taken into account. Shareholders have one vote for each ordinary share held when voting on a poll and this procedure ensures that every vote can be cast.

The results of the AGM will be announced as soon as practical after it has taken place.

**Shareholder voting**

Shareholders wishing to vote on any of the matters of business at the AGM are encouraged to submit their votes (as soon as possible) in advance of the meeting and in any case, by 11.30am (UK time) on 5 June 2023 through the proxy and electronic voting facilities and to appoint the Chairman of the meeting as their proxy for this purpose.

A Form of Proxy for use by shareholders in connection with the AGM has been sent to registered shareholders. You are requested to complete and return the Form of Proxy in accordance with its instructions so that it arrives no later than 11.30am (UK time) on 5 June 2023.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

The Notice of Meeting follows in Appendix I to this letter and sets out the business to be transacted. An explanation of each of the resolutions also follows in Appendix II to this letter. Accompanying this letter is a copy of the Company's Annual Report and Accounts for the year ended 31 December 2022.

**Recommendation**

Your Board considers that the proposals outlined are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Board recommends that you vote in favour of all the resolutions to be proposed at the AGM, as the Directors intend to do so in respect of their own beneficial holdings. In making their recommendation, each Director being proposed for re-election abstains in relation to the resolution for their own re-election and to any other resolution in which he has a personal interest.

Yours sincerely,

**Mansour Al Alami**  
Chairman

## **APPENDIX I**

### **NOTICE OF AGM**

**Important information: This document and the accompanying Form of Proxy are important and require 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 professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document together with the 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.**

### **GULF MARINE SERVICES PLC**

**(INCORPORATED AND REGISTERED IN ENGLAND AND WALES UNDER COMPANY NUMBER 08860816)**

### **NOTICE OF AGM**

Notice is hereby given that the Annual General Meeting (the "AGM") of Gulf Marine Services PLC (the "Company") will be held on 7 June 2023 at 2.30pm (UAE time) at Gulf Marine Services WLL, Office 403, International Tower, 24th (Karama) Street, Abu Dhabi, United Arab Emirates to transact the business set out in the resolutions below.

Shareholders are encouraged to submit their Form of Proxy as soon as possible and in any event by no later than 11.30am (UK time) on 5 June 2023. We are not planning to have a Directors' presentation at the AGM and it will be held strictly to conduct the business of the AGM.

Resolutions 1 to 11 (inclusive) will be 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. Resolutions 12 and 13 will be proposed as special resolutions; this means that for these resolutions to be passed, at least three-quarters of the votes cast must be in favour.

Voting on all resolutions will be by way of a poll. The Company believes this will result in a more transparent and accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who have appointed the Chairman as proxy for the meeting. Shareholders have one vote for each ordinary share held when voting on a poll.

### **Ordinary Resolutions**

#### **Report and Accounts**

1. To receive the Company's annual accounts for the financial year ended 31 December 2022 together with the Directors' reports and the auditor's report on those accounts (the "2022 Annual Report and Accounts").

#### **Directors' Remuneration Report**

2. To receive and approve the Directors' Remuneration Report set out on pages 53 to 67 (inclusive) of the 2022 Annual Report and Accounts (excluding the part containing the summary of the Directors' Remuneration Policy).

#### **Re-appointment of Directors**

3. To re-appoint Mansour Al Alami as a Director.
4. To re-appoint Hassan Heikal as a Director.
5. To re-appoint Rashed Al Jarwan as a Director.
6. To re-appoint Lord Anthony St John of Bletso as a Director.
7. To re-appoint Charbel El Khoury as a Director.
8. To re-appoint Jyrki Koskelo as a Director.

#### **Appointment of External Auditor**

9. To re-appoint KPMG as external auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

#### **Auditor's Remuneration**

10. To authorise the Audit and Risk Committee to determine the remuneration of the auditor on behalf of the Board of Directors.

#### **Authority to allot shares in connection with a Rights Issue**

11. To authorise the Directors generally and unconditionally, in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the capital of the Company up to a maximum aggregate nominal amount of £13,552,194 pursuant to a rights issue.

This authority shall apply in substitution for all previous authorities obtained prior to the date hereof pursuant to section 551 of the Act and shall expire on the date of the next AGM or at the close of business on 30 June 2024, whichever is the earlier, but in each case the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this resolution, "rights issue" means an offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, 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 securities is due, but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient 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****Authority to disapply pre-emption rights in connection with a Rights Issue**

12. That, subject to the passing of resolution 11, the Directors be authorised pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that such power conferred by this resolution shall be limited to allotments in connection with rights issues.

For the purposes of this resolution, “rights issue” means an offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, 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 securities is due, but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient 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.

The authorities conferred by this resolution are without prejudice to the authorities granted pursuant to resolution 4 (Authority to allot in connection with the Warrant Issuance) and resolution 5 (Authority to disapply pre-emption rights in connection with the Warrant Issuance) at the General Meeting of the Company on 25 June 2021 (which will remain in full force and effect in terms thereof).

**Notice of general meetings, other than AGMs**

13. That a general meeting, other than an AGM, may be called on not less than 14 clear days’ notice.

By order of the Board

**Tony Hunter**

Company Secretary

27 April 2023

Gulf Marine Services PLC

Registered Office: 107 Hammersmith Road, London, W14 0QH, United Kingdom

### EXPLANATION OF RESOLUTIONS

#### Resolution 1 – To receive the Report and Accounts

The Directors are required to present the Company's audited accounts, Directors' Reports and auditor's report to the AGM. These are contained in the Company's annual accounts for the financial year ended 31 December 2022 (the "2022 Annual Report and Accounts").

#### Resolution 2 – To approve the Directors' Remuneration Report

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors' Remuneration Report, which appears on pages 53 to 67 (inclusive) in the 2022 Annual Report and Accounts (excluding the Directors' Remuneration Policy). Resolution 2 is an advisory vote.

#### Resolutions 3 to 8 – Re-appointment of Directors

In accordance with the UK Corporate Governance Code and consistent with relevant institutional voting guidance, all current Directors of the Company will step down from the Board and seek re-appointment by shareholders at the AGM.

Resolutions 3, 4, 5, 6, 7 and 8 are for the re-appointment of Mansour Al Alami, Hassan Heikal, Rashed Al Jarwan, Lord Anthony St John of Bletso, Charbel El Khoury and Jyrki Koskelo who retire at this AGM as explained on page 51 of the Annual Report and Accounts, and are being proposed for re-appointment.

In considering the independence of the Non-Executive Directors, the Board has taken into account the UK Corporate Governance Code. As set out on page 43 in the Report and Accounts, the Board considers Rashed Al Jarwan, Lord Anthony St John of Bletso, Charbel El Khoury and Jyrki Koskelo to be independent Non-Executive Directors in accordance with the provisions of the UK Corporate Governance Code.

Full biographies of all the Directors are set out on pages 40 to 41 of the 2022 Annual Report and Accounts and are also available for viewing on the Company's website (<http://www.gmsplc.com>). Following Board review and recommendation from the Nomination Committee, the Board is satisfied that each Director seeking re-appointment at the AGM continues to be effective and demonstrates a commitment to the role and that each such Director continues to be able to dedicate sufficient time to their duties.

The Board believes that its composition continues to include an appropriate balance of skills and provides effective leadership for the Company's long-term sustainable success.

#### Resolution 9 – To re-appoint KPMG as external auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an external auditor to serve until the next such meeting. The Board, on the recommendation of its Audit and Risk Committee, recommends the re-appointment of KPMG as external auditor.

#### Resolution 10 – To authorise the Directors to determine the remuneration of KPMG

This resolution gives authority to the Audit and Risk Committee to determine the external auditor's remuneration, as is customary.

#### Resolution 11 – To authorise the Directors to allot shares in connection with a Rights Issue

Subject to certain limited exceptions, the Company's Directors may only allot ordinary shares or grant rights over ordinary shares if authorised to do so by the Company's shareholders. Without such authority from shareholders, under English law, the Directors have no general authority to allot shares, even on a pre-emptive basis. If passed, resolution 11 will therefore grant the Directors authority to allot and grant rights to subscribe for, or convert other securities into, shares in the Company in connection with a rights issue, up to a maximum aggregate nominal amount of £13,552,194 which is equal to approximately two-thirds of the issued share capital of the Company as at 27 April 2023, being the latest practicable date before publication of this Notice.

The authority to allot extends to authority to allot in connection with a rights issue only. The Directors are aware of the latest Investment Association Share Capital Management Guidelines published in February 2023, which updates the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues, when a company is seeking annual allotment authorities from its shareholders. The Directors have decided that they will limit the allotment authority in resolution 11 to rights issues only, and consider the current limitation to rights issues provides sufficient flexibility to the Company at present, but will keep emerging market practice under review. Setting the limit on the authority at up to two-thirds of the Company's issued share capital is in line with the latest Investment Association Share Capital Management Guidelines. The Investment Association Share Capital Management Guidelines were established by members of the Investment Association and set at levels that are considered to provide adequate protections to existing shareholders as well as appropriate flexibility for companies to respond to circumstances that may arise.

For the purposes of resolution 11, a "rights issue" means that those shareholders holding ordinary shares at the relevant time would have the right to partake in the issuance of Company securities in proportion to their existing holdings. Should a shareholder not wish to partake in the rights issue, it may sell or transfer such right (subject to the terms of the rights issue).

The resolution, if passed, would give the Board the flexibility permitted by investor guidelines to respond to market developments. The Board has no current intention to allot new shares or other equity securities pursuant to a rights issue or otherwise (other than in connection with the Company's employee share schemes) under the authorities conferred by this resolution, but the Board intends to keep this matter under review.

The authority conferred by this resolution will expire on the earlier of 30 June 2024 and the conclusion of the Company's next AGM. It is the intention of the Directors to seek to renew these authorities every year.

**Resolution 12 – Authority to disapply pre-emption rights in connection with a Rights Issue**

Section 570 of the Act permits the disapplication of pre-emption rights. Resolution 12 would, if passed, authorise the Directors to allot and issue new shares or other equity securities, which they will be authorised to allot pursuant to resolution 11, for cash pursuant to a rights issue, as though the pre-emption rights contained in section 561 of the Act did not apply to such allotment and issue.

The resolution, if passed would allow the Board the flexibility to undertake a rights issue, but without needing to follow the prescriptive statutory pre-emption provisions. This would have effect only in a rights issue. The Board has no current intention of exercising the power sought by resolution 12, but the Board intends to keep this matter under review.

The authority sought under resolution 12 extends to the authority to allot in connection with a rights issue only.

The Directors are aware of the latest Investment Association Share Capital Management Guidelines published in February 2023 and the Pre-Emption Group's Statement of Principles, revised in November 2022, which updates the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues, when seeking the pre-emption disapplication authorities from shareholders. The Directors have decided that they will limit the allotment and pre-emption disapplication authorities in resolution 11 and resolution 12 to rights issues and consider the current limitation to rights issues provides sufficient flexibility to the Company at present, but will keep emerging market practice under review. This disapplication authority, as it applies to rights issues, is in line with institutional shareholder guidance and, in particular, with the Pre-Emption Group's Statement of Principles, revised in November 2022. The Pre-Emption Group's Statement of Principles were established by the industry body, the Pre-Emption Group, and aim to provide guidelines to listed companies considering disapplying pre-emption rights. As with the Investment Association Share Capital Management Guidelines, the Pre-Emption Group set the thresholds at levels that are considered to provide adequate protections to existing shareholders as well as appropriate flexibility for companies to respond to circumstances that may arise.

For the purposes of resolution 12, a "rights issue" means that those shareholders holding ordinary shares at the relevant time would have the right to partake in the issuance of Company securities in proportion to their existing holdings. Should a shareholder not wish to partake in the rights issue, it may sell or transfer such right (subject to the terms of the rights issue).

The authority to allot and to disapply pre-emption rights pursuant to resolution 4 (Authority to allot in connection with the Warrant Issuance) and resolution 5 (Authority to disapply pre-emption rights in connection with the Warrant Issuance) granted at the General Meeting of the Company on 25 June 2021 in relation to the warrant issuance that may be required in connection with the debt deal announced on 1 April 2021, will continue to apply in the terms thereof in addition to the authorities sought at this AGM.

**Resolution 13 – Notice of general meetings, other than AGMs**

Under the Act, the notice period required for all general meetings of the Company is 21 days. An AGM is required by law to be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

A resolution in identical terms was passed at the previous AGM of the Company, held on 30 June 2022.

**The Board confirms that, in its opinion, all of the resolutions are in the best interests of the shareholders of the Company as a whole and recommends that shareholders vote in favour of them. In making their recommendation, each Director being proposed for re-election abstains in relation to the resolution for their own re-election and to any other resolution in which he has a personal interest.**

**The information in the Chairman's letter is incorporated by reference into these notes which explain your general rights as a member and your rights to attend and vote at the Annual General Meeting ("AGM") or to appoint someone else to vote on your behalf. In order to ensure your vote is counted, you are encouraged to return your Form of Proxy not later than 11.30am (UK time) on 5 June 2023. We are not planning to have a Directors' presentation at the AGM and it will be held only to conduct the business of the AGM.**

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at 6.30pm (UK time) on 5 June 2023 (or, in the event of any adjournment, 6.30pm (UK time) on the date which is two business days before the time of the adjourned meeting).

Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. There are no other procedures or requirements for entitled shareholders to comply with in order to attend and vote at the AGM. In alignment with best practice for UK listed companies, it is the current intention that each of the resolutions to be put to the AGM will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

2. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrar Equiniti (the "Registrar"), on +44 (0) 871-384-2030 (If calling from outside of the UK, please ensure the country code is used). Lines are open from 8.30am to 5.30pm (UK time) Monday to Friday, excluding public holidays in England and Wales.
3. 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).
4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") 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. In order to ensure your vote is counted, you are encouraged to return your proxy not later than 11.30am (UK time) on 5 June 2023.
5. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 2, 3 and 7 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. Members meeting the threshold requirements set out in the Act have the right, subject to certain conditions, to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the AGM pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the AGM, pursuant to section 338A of the Act.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
8. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by the Registrar by post or (during normal business hours only) by hand at the address shown on the Form of Proxy, by email by sending a scanned copy of your completed proxy form to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com) or, in the case of shares held through CREST, via the CREST system (see note 11 below). For proxy appointments to be valid, they must be received by no later than 11.30am (UK time) on 5 June 2023. If you return more than one proxy appointment, the proxy appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities for the receipt of any document or information on proxies are open to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus. The Company encourages you, where possible, to submit your Form of Proxy electronically in the event that there are delays in or suspension of the postal service.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://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.
10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers' agent (ID RA19) by 11.30am (UK time) on 5 June 2023. For this purpose, the time of receipt will be taken to the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers 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.

## APPENDIX II

continued

11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system 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.
12. 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 no more than one corporate representative powers in relation to the same shares.
13. As at 27 April 2023 (being the latest practicable date prior to the publication of this Notice), the Company's ordinary issued share capital consists of 1,016,414,582 Ordinary Shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 27 April 2023 are 1,016,414,582.
14. Under section 527 of the 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 external auditor's report and the conduct of the external audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's external auditor 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 Act to publish on a website.
15. Any shareholder has the right to ask questions relating to the business being dealt with at the meeting. As members may not be able to attend the meeting in person, if they do wish to ask questions, they may do so by submitting questions about the business of the meeting in advance of the meeting by email to [cossec@gmsplc.com](mailto:cossec@gmsplc.com). In so far as relevant to the business of the meeting, members will be responded to by email and questions will be taken into account as appropriate at the meeting itself 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.
16. Copies of the Directors' letters of appointment or service contracts are available for inspection by prior appointment during normal business hours at the registered office of the Company on any business day from the date of this Notice of Meeting until the conclusion of the Meeting (please contact the Company Secretary at [cossec@gmsplc.com](mailto:cossec@gmsplc.com)) and at the place of the meeting for 15 minutes before and until the conclusion of the meeting.
17. You may not use any electronic address provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at <http://www.gmsplc.com>.