



All together better

EUROCELL PLC

ANNUAL GENERAL MEETING

12 May 2022

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to immediately seek your own advice from your stockbroker, bank manager, 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 in Eurocell plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee; or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.



All together better

Eurocell plc

Eurocell Head Office and Distribution Centre
High View Road
Alfreton
Derbyshire
DE55 2DT

8 April 2022

Dear Shareholder

I am pleased to send you details of the forthcoming 2022 Annual General Meeting ('AGM') of Eurocell plc ('the Company'), together with the Annual Report and Accounts for the year ended 31 December 2021.

The AGM will be held on 12 May 2022 at our registered office (shown above) at 1pm. The following documents are enclosed with this letter:

- Notice of AGM
- Report and Accounts
- Form of proxy (and prepaid envelope)

Arrangements for the AGM

It is currently the Board's intention that the AGM will be an open meeting (with social distancing measures in place, if required, at the time of the meeting). However, if the UK government rules or guidelines do not permit this at the date of the meeting, alternative arrangements will be put in place and shareholders will be updated accordingly.

Shareholders that wish to attend the AGM in person are strongly encouraged to notify the Group Company Secretary, Paul Walker, in advance, by emailing paul.walker@eurocell.co.uk by no later than 5pm on 10 May 2022, so that the Company can ensure that, if required, appropriate social distancing measures are in place.

Voting procedures

In accordance with current recommended best practice, all resolutions at the AGM will be voted by way of a poll rather than a show of hands. The Board and I consider that a poll is in accordance with good corporate governance since it allows the votes of all shareholders who have submitted a proxy form to be counted. The outcome of the vote at the AGM will be announced by way of a Stock Exchange announcement after the close of the AGM and will be published on our website: www.investors.eurocell.co.uk.

Resolutions to be proposed at the AGM

Set out below is an explanation of the resolutions set out in the notice of AGM.

Resolution 1 – To receive the Annual Report and Accounts – ordinary resolution

The Chair of the meeting will present the Annual Report and Accounts for the year ended 31 December 2021 to the AGM. A copy of the Annual Report and Accounts accompanies this notice to shareholders.

Resolution 2 – Declaration of a final dividend for the year ended 31 December 2021 – ordinary resolution

The Directors recommend a final dividend of 6.4 pence per ordinary share. If approved the dividend will be paid on 18 May 2022 to members whose names appear on the register of members at the close of business on 22 April 2022.

Resolutions 3 and 4 – Reappointment of auditors and auditors' remuneration – ordinary resolutions

Resolution 3 relates to the reappointment of PricewaterhouseCoopers LLP as auditors of the Company to hold office until the next AGM of the Company.

Resolution 4 authorises the Audit and Risk Committee of the Board to set the remuneration of the Company's auditors.

Resolution 5 – Directors' Remuneration report – ordinary resolution

In accordance with section 439 of the Companies Act 2006, shareholders are requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report, which is set out on pages 91 to 108 of the Annual Report and Accounts, gives details of the Directors' remuneration for the financial year ended 31 December 2021.

The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report capable of being audited. The vote on the Directors' Remuneration Report is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

Resolution 6 – Directors’ Remuneration policy – ordinary resolution

Resolution 6 requests shareholders to approve the Directors’ remuneration policy (the ‘Policy’) which sets out the Company’s forward-looking policy on Directors’ remuneration (including the approach to recruitment and exit payments to Directors) which is subject to a binding shareholder vote by ordinary resolution at least every three years.

Once the Policy is approved, the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the remuneration policy or has been approved by a resolution of the members of the Company.

Details of the proposed key changes to the current approved remuneration policy are summarised in the Directors’ Remuneration Report on page 93 of the Annual Report and Accounts for the year ended 31 December 2021. If the proposed new Policy is not approved, the Company will, in line with applicable legislation, continue to operate its current remuneration policy which was approved on 10 May 2019.

Resolutions 7 to 12 – Reappointment of Directors – ordinary resolutions

In line with the UK Corporate Governance Code and the Company’s Articles of Association, all of the Directors will retire and be proposed for re-election at the AGM. Resolutions 7 to 12 seek your approval to re-elect these individuals as Directors of the Company.

The Board considers that each of the non-Executive Directors being put forward for re-election is independent and that there are no relationships or circumstances which are likely to affect their character or judgment.

Biographies of all the Directors can be found on pages 10 to 11 of this document and include a description of the experience and relevant qualifications of each Director, along with details of their external appointments.

Resolution 13 – Authority to allot share capital – ordinary resolution

The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in general meeting.

If passed, Resolution 13 will give the Directors’ general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £37,324, representing approximately one third of the current issued share capital of the Company. In addition, the resolution seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of £37,324, representing a further third of the current issued share capital of the Company (excluding treasury shares).

These authorities will expire at the conclusion of the next annual general meeting of the Company, or 15 months after the passing of this resolution, whichever is earlier.

The Company held no shares in treasury as of 1 April 2022, being the last practicable date prior to publication of this document.

Resolution 14 – Approval of the making of political donations – ordinary resolution

Resolution 14 will authorise the making of political donations and political expenditure. Part 14 of the Companies Act 2006 requires companies to obtain the approval of shareholders before such political donations or expenditure can be made.

Although the Company does not make what were usually regarded as political donations, it may incur expenditure on items such as sponsorship or attendance at political discussions or business liaison events organised by political parties on a non-partisan basis in order to make them aware of industry trends and key arguments affecting the industry in which the Company operates, as well as supporting the work of think tanks. Some of the Company’s activities may be caught by the extended definitions of the Companies Act 2006 and this resolution is being proposed on a precautionary basis to allow the Company to continue its current activities. The policy of not giving any cash contribution to political parties or independent election candidates will continue.

Resolutions 15 and 16 – Disapplication of pre-emption rights – special resolutions

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to individual shareholders’ holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006.

Resolution 15 is for the renewal of the Directors’ authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act 2006 and authorises other allotments of up to a maximum aggregate nominal amount of £5,598 representing approximately 5 per cent of the current issued ordinary share capital of the Company. This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury.

Resolution 16 will authorise the Directors to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings in addition to the authority granted by Resolution 15. This authority authorises further allotments of up to a maximum aggregate nominal value of £5,598 representing approximately 5 per cent of the current issued ordinary share capital of the Company, provided that the proceeds from such issue will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The disapplication authority provided by Resolutions 15 and 16 is in line with institutional shareholder guidance, and in particular with the Pre-emption Group’s Statement of Principles (the “Pre-emption Principles”).

Resolutions 15 and 16 – Disapplication of pre-emption rights – special resolutions continued

The Board also confirms, in accordance with the Pre-emption Principles, that it does not intend to issue shares for cash representing more than 7.5 per cent of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

These authorities will expire at the conclusion of the next annual general meeting of the Company, or 15 months after the passing of this resolution, whichever is earlier.

Resolution 17 – Market purchase of own shares – special resolution

Resolution 17 is for the renewal of the Company's authority to purchase its own shares in the market during the period until the next annual general meeting of the Company for up to 11,197,247 ordinary shares, representing approximately 10 per cent of the issued ordinary share capital of the Company. The price payable shall not be more than 105 per cent the average market value of an ordinary share in the Company taken from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased and in any event not higher than an amount equal to the higher of the price of the last independent trade of an ordinary share in the Company and the highest current independent bid for an ordinary share in the Company as derived from the Daily Official List of London Stock Exchange plc and not less than 0.1p per share, being the nominal value of the ordinary shares.

It is the Directors' intention only to exercise the authority to purchase the Company's shares for the purpose of employee share schemes or where it would increase the earnings per share of those ordinary shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent purchased pursuant to the regulations concerning treasury shares, any ordinary shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own ordinary shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

This authority will expire at the conclusion of the next annual general meeting of the Company, or 15 months after the passing of this resolution, whichever is earlier.

As of 1 April 2022, being the last practicable date prior to the publication of this document, options to subscribe for a total of 3,310,743 ordinary shares were outstanding under the Company's employee share schemes representing approximately 3.0% per cent of the issued share capital of the Company at that date. If the existing authority given at the 2021 Annual General Meeting and the authority sought by this resolution were to be exercised in full, these would represent 3.7% per cent of the issued share capital of the Company.

Resolution 18 – Calling general meetings on 14 clear days' notice – special resolution

Section 307A of the Companies Act 2006 provides that a general meeting of a "traded company" must be called by at least 21 days' notice but may be called by at least 14 days' notice if three conditions are met.

The three conditions are that:

- (a) the meeting is not an annual general meeting;
- (b) the company offers "the facility for shareholders to vote by electronic means accessible to all shareholders". This condition is met if there is a facility to appoint a proxy by means of a website; and
- (c) shareholders have approved the holding of general meetings on 14 clear days' notice by passing a special resolution at the previous annual general meeting or at a general meeting held since then.

The Directors consider it desirable that they have the option to call general meetings of the Company, other than the annual general meeting, on at least 14 clear days' notice if there are circumstances where that is appropriate. If passed, Resolution 18 will implement this proposal and the authority of this resolution will expire at the conclusion of the next annual general meeting.

Action to be taken

You are requested to complete and return the Form of Proxy in accordance with the instructions printed on it so that it arrives no later than 1pm on 10 May 2022. Shareholders may also submit Proxy Forms through CREST, where applicable, in accordance with the instructions in the Notice of AGM.

Recommendation

The Board considers the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Bob Lawson
Chair

EUROCELL PLC ('THE COMPANY')
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Eurocell Head Office and Distribution Centre, High View Road, Alfreton, Derbyshire DE55 2DT on 12 May 2022 at 1pm to consider and, if thought fit, pass resolutions 1 to 14 as ordinary resolutions and resolutions 15 to 18 as special resolutions.

ORDINARY RESOLUTIONS**Reports and Accounts**

1. To receive and adopt the accounts for the year ended 31 December 2021, together with the Reports of the Directors and of the Auditors thereon.

Dividend

2. To declare a final dividend for the year ended 31 December 2021 of 6.4p per ordinary share, to be paid on 18 May 2022 to members whose names appear on the register of members at the close of business on 22 April 2022.

Auditors

3. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
4. To authorise the Audit and Risk Committee of the Company to determine the remuneration of the auditors of the Company.

Directors' remuneration

5. To approve the Directors' Remuneration Report for the year ended 31 December 2021 (other than Part A which is a summary of the Company's remuneration policy) as set out in the Company's Annual Report and Accounts for the year ended 31 December 2021.
6. To approve the Directors' Remuneration Policy in the form set out in Part A of the Directors' Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 December 2021.

Directors

7. To re-elect as a Director Martyn Coffey, who retires in accordance with Article 112 of the Company's Articles of Association.
8. To re-elect as a Director Sucheta Govil, who retires in accordance with Article 112 of the Company's Articles of Association.
9. To re-elect as a Director Mark Kelly, who retires in accordance with Article 112 of the Company's Articles of Association.
10. To re-elect as a Director Robert Lawson, who retires in accordance with Article 112 of the Company's Articles of Association.
11. To re-elect as a Director Francis Nelson, who retires in accordance with Article 112 of the Company's Articles of Association.
12. To re-elect as a Director Michael Scott, who retires in accordance with Article 112 of the Company's Articles of Association.

Directors' authority to allot shares

13. That:
 - (i) subject to and in accordance with Article 15 of the Articles of Association of the Company, the Board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £37,324 provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 15 months after the passing of this resolution, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired,
and further,
 - (ii) the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £37,324 provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or 15 months after the passing of this resolution, whichever is earlier, save that 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Political donations

14. That, the Company be authorised to make donations to political parties, to independent election candidates and to political organisations and to incur political expenditure (in each case as defined in Part 14 of the Companies Act 2006) not exceeding £100,000 in total during the period of one year beginning on the date of the 2022 Annual General Meeting.

SPECIAL RESOLUTIONS**General authority to disapply pre-emption rights**

15. That, subject to the passing of resolution 13 as set out in the notice of this meeting, and in accordance with Article 16 of the Articles of Association of the Company, the Board be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the general authority conferred by resolution 13 as set out in the notice of this meeting as if section 561(1) of the said Act did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £5,598,

and such power shall expire on the conclusion of the next annual general meeting of the Company, or 15 months after the passing of this resolution, whichever is earlier, save that 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 board may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

16. That, subject to the passing of resolution 13 as set out in the notice of this meeting, and in accordance with Article 16 of the Articles of Association of the Company, the Board be authorised pursuant to section 570 of the Companies Act 2006 in addition to any authority granted under resolution 15 as set out in the notice of this meeting to allot equity securities (as defined in section 560 of said Act) for cash pursuant to the general authority conferred by resolution 13 as set out in the notice of this meeting as if section 561(1) of the said Act did not apply to such allotment, provided that this power shall be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £5,598; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or another capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

and such power shall expire on the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution (whichever is earlier) save that 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 Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

Authority to purchase own shares

17. That, the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 11,197,247 ordinary shares of 0.1p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of:
 - (a) 105 per cent of the average market value of an ordinary share in the Company taken from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share in the Company and the highest current independent bid for an ordinary share in the Company as derived from the Daily Official List of London Stock Exchange plc;
- (ii) the minimum price which may be paid for each ordinary share is 0.1p per share; and
- (iii) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

Notice of general meetings

18. That, as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than the annual general meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this resolution shall expire at the conclusion of the next annual general meeting of the Company.

By Order of the Board

Paul Walker

Group Company Secretary

Dated: 8 April 2022

Registered Office:
Eurocell Head Office and Distribution Centre
High View Road
Alfreton
Derbyshire
DE55 2DT

NOTES

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should they subsequently decide to do so.
2. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
3. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or to proxy.votes@equiniti.com by 1pm on 10 May 2022 being not less than 48 hours (excluding any part of a day which is a non-working day) before the time of any adjournment of the meeting.

CREST shareholders who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 12 May 2022 and any adjournment(s) thereof by using the procedures described in the CREST manual which can be viewed at www.euroclear.com. CREST personal shareholders or other CREST sponsored shareholders, and those CREST shareholders who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for the appointment of a proxy 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy, the revocation in appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointed proxy by other means.

CREST shareholders (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST shareholder concerned to take (or, if the CREST shareholder is a CREST personal shareholder or sponsored shareholder or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) 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 shareholders (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.

4. 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.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 1pm on 10 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. Any member attending the general meeting is entitled, pursuant to section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

7. From the date of this notice and for the following two years the following information will be available on the Company's website and can be accessed at www.investors.eurocell.co.uk:
- (i) the matters set out in this Notice of Meeting;
 - (ii) the total numbers of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and
 - (iii) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

8. A form to be used for appointing a proxy or proxies for this meeting to vote on your behalf is enclosed with this notice. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register.
9. The right of members to vote at the AGM is determined by reference to the register of members. As permitted by section 360B(3) of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6:30pm on 10 May 2022 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Copies of the service contracts and letters of appointment of each of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.
11. Biographical details of each Director who is being proposed for re-appointment or re-election by shareholders, including their membership of Board committees, are set out on pages 68 and 69 of the Annual Report and Accounts, and also included on pages 10 to 11 of this document.
12. The total number of ordinary shares of 0.1p in issue as of 1 April 2022, being the last practicable day prior to the publication of this document, was 11,972,477 ordinary shares and the total level of voting rights was 11,972,477. As of 1 April 2022, there were no shares held in treasury.
13. Voting on all resolutions will be conducted by way of a poll. As soon as practicable following the AGM, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Stock Exchange announcement and also placed on the Company's website: www.investors.eurocell.co.uk.
14. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
15. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website, a statement setting out any matter that such member or members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM.

Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the AGM.

A member or members wishing to request publication of such a statement on the Company's website must send the request to the Company in hard copy form to the Company Secretary at the Company's registered office, the request must be signed by you. The request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the AGM.

DIRECTORS' BIOGRAPHICAL DETAILS



Bob Lawson
Non-executive Chair

Date of appointment:

4 February 2015

Experience:

Bob was previously the Chair for Genus plc (until November 2020), Barratt Developments plc, Hays plc and the Federation of Groundwork Trust. Prior to this, he was Managing Director for the Vitec Group for 4 years, Chief Executive Officer of Electrocomponents plc for 11 years and subsequently Chair for a further 6 years.

External appointments:

- None

Committee membership:



Mark Kelly
Chief Executive Officer

Date of appointment:

29 March 2016

Experience:

Mark joined the Group in March 2016 and was appointed Chief Executive Officer in May 2016. He was formerly Chief Executive for Grafton Merchanting GB and previously worked for BDR Thermea Group BV, IMI and Novar. Mark has previous experience of the PVC windows and doors industry having worked for Duraflex and Celuform.

External appointments:

- None

Committee membership:



Michael Scott
Chief Financial Officer

Date of appointment:

1 September 2016

Experience:

Michael joined the Group as Chief Financial Officer in September 2016. He previously worked for Drax Group plc, where he held senior financial positions including Group Financial Controller and Head of Corporate Finance & Investor Relations. Prior to Drax, Michael worked for MT International and Arthur Andersen. He is a member of the Institute of Chartered Accountants in England and Wales.

External appointments:

- None

Committee membership:

- None

Committee key:

- Member of the Audit and Risk Committee
- Member of the Remuneration Committee
- Member of the Nomination Committee
- Denotes Committee Chair



Frank Nelson
**Senior Independent
Non-executive Director**

Date of appointment:

4 February 2015

Experience:

Frank is a qualified accountant with over 30 years' experience in the housebuilding, infrastructure and energy sectors. He was previously a Non-Executive Director for McCarthy & Stone plc and Telford Homes Plc. Prior to this, Frank was Finance Director for Galliford Try plc for 12 years and Finance Director for Try Group plc. He is a fellow of the Chartered Institute of Management Accountants.

External appointments:

- Chair of Van Elle Holdings plc (AIM)
- Senior Independent Non-executive Director of HICL Infrastructure plc (FTSE 250)
- Chair of Nobel Topco Ltd (Private Equity)

Committee membership:



Martyn Coffey
**Independent
Non-executive Director**

Date of appointment:

4 February 2015

Experience:

Martyn, prior to his current role at Marshalls plc (see below), was Divisional Chief Executive Officer for BDR Thermea Group BV and Chief Executive for the private equity-owned Baxi Group. He also held the position of Managing Director for Pirelli Cable. Martyn has a BSc in Mathematics.

External appointments:

- Chief Executive Officer of Marshalls plc (FTSE 250)
- Director of Mineral Products Association Ltd (Private)

Committee membership:



Sucheta Govil
**Independent
Non-executive Director**

Date of appointment:

1 October 2018

Experience:

Sucheta, prior to her current role at Covestro AG (see below), was previously the Chief Marketing Officer for Royal DSM and also held various management positions in marketing, innovation, strategy and general management worldwide, among others, for GlaxoSmithKline, PepsiCo and AkzoNobel. Sucheta has a BA Honours degree in Economics and a Masters degree in Business Administration.

External appointments:

- Chief Commercial Officer of Covestro AG and member of the Managing Board (German listed)

Committee membership:



