

THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS 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 professional adviser.

If you have sold or otherwise transferred all of your shares in Halfords Group plc you should pass this document 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. If you sell or have sold part only of your holding of shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, this document should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

Halfords Group plc

(incorporated in England and Wales with registered number 04457314)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Halfords Group plc, to be held at Halfords Group plc, Support Centre, Icknield Street Drive, Washford West, Redditch B98 0DE on Wednesday 3 September 2025 at 3:00 pm, is set out on pages 9 to 11 of this document (the “Notice”).

Whether or not you intend to attend the Annual General Meeting in person, you are strongly encouraged to vote on all resolutions by appointing the Chair of the meeting as your proxy in advance of the meeting. Appointing a proxy will not prevent you from attending the 2025 Annual General Meeting and voting in person, but if you appoint the Chair of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes regardless of whether you or anyone else you appoint as your proxy actually attends the meeting. You may appoint a proxy either by lodging your proxy vote online at www.signalshares.com, via the Vote+ app or by requesting a hard copy Form of Proxy from MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or by telephone on 0871 664 0300 (if you are outside the United Kingdom, please call +44(0) 871 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate) and lines are open between 9:00 am – 5:30 pm Monday to Friday excluding public holidays in England and Wales; or, for shareholders who hold their shares in CREST, appointing a proxy electronically by transmitting a CREST Proxy Instruction to MUFG Corporate Markets, or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, in each case so that the proxy instruction is received by MUFG Corporate Markets no later than 3:00 pm on **Monday 1 September 2025**.

Halfords Group plc
(Incorporated in England and Wales with registered number 04457314)

Directors:

K Williams (Chair) J Caseberry
T Singer
T Gokhale H Birch
J Hartley

28 July 2025

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

Dear Shareholder

2025 ANNUAL GENERAL MEETING

The 2025 Annual General Meeting of Halfords Group plc (the "**Company**") is to be held at Halfords Group plc, Support Centre, Icknield Street Drive, Washford West, Redditch B98 0DE on Wednesday 3 September 2025 at 3:00 pm. The formal Notice convening the meeting is set out on pages 9 to 11 of this document.

This circular provides you with explanatory notes for each of the resolutions in the Notice and explains the action you should take. Resolutions 14, 15, 16 and 17 will be proposed as special resolutions with the remainder being proposed as ordinary resolutions.

Should you choose to attend in person, you will be able to vote at the Annual General Meeting itself. However, you may also vote on all resolutions by appointing the Chair of the meeting as your proxy in advance of the Annual General Meeting utilising one of the methods detailed below. If you appoint the Chair of the meeting as your proxy, this will not prevent you from attending and voting in person should you wish to do so but will ensure your votes are cast in accordance with your wishes if, for any reason, you are not able to attend and avoids the need for another person to attend as a proxy in your place.

You will be able to submit questions to the Directors in advance of the Annual General Meeting via email to the Company Secretary, Tim O'Gorman at tim.ogorman@halfords.co.uk. Written answers to all questions received will be sent directly to shareholders by email and answers to frequently asked questions will, to the fullest extent practicable, be published on the Company's website ahead of the meeting or, to the extent that has not been possible, will be addressed at the meeting itself.

Explanatory Notes to the Resolutions

Resolution 1 – Financial Statements

The Directors are required to present to the 2025 Annual General Meeting the Company's audited annual financial statements and related reports of the Directors and auditor for the period ended 28 March 2025.

Resolution 2 – To Approve the Final Dividend

If resolution 2 is approved by shareholders, the final dividend for the period ended 28 March 2025 of 5.8 pence for each ordinary share, as recommended by the Directors, will be paid on Friday 12 September 2025 to shareholders whose names are on the register of members at the close of business on Friday 8 August 2025.

Resolution 3 – To Approve the Directors' Remuneration Report

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together, the **"Annual Report on Remuneration"**) and to seek the shareholders' approval in respect of the contents of the Annual Report on Remuneration on an annual basis. Therefore, resolution 3 seeks shareholder approval in respect of the contents of the Annual Report on Remuneration, which is set out on pages 106 to 122 of the Company's 2025 Annual Report (excluding the Directors' remuneration policy summary set out on pages 111 and 112 of the Company's 2025 Annual Report). The Company's auditor, BDO LLP, has audited those parts of the Annual Report on Remuneration capable of being audited and its report may be found on pages 132 to 141 of the Company's 2025 Annual Report. The vote on resolution 3 is advisory only and any entitlement of a Director to remuneration is not made conditional on this ordinary resolution being passed. The Directors' Remuneration Policy was approved by shareholders at the annual general meeting of the Company on 6 September 2023 for a period of up to three years and is, therefore, not required to be put to shareholders for approval at the 2025 Annual General Meeting. It will be put to shareholders for approval again by no later than the annual general meeting of the Company to be held in 2026. A summary of the Directors' remuneration policy can be found on pages 111 and 112 of the Company's 2025 Annual Report and the full remuneration policy can be found on the Company's website <https://www.halfordscompany.com/environment-social-and-governance/governance/policies/remuneration-policy/>.

Resolutions 4 to 9 – Election and Re-Election of Directors

The Directors are committed to measures that promote good corporate governance. Henry Birch will stand for election at this year's meeting following his appointment as a Director on 15 April 2025 and, if elected, will submit himself for re-election at each subsequent annual general meeting of the Company until further notice, in accordance with the Company's Articles of Association (the **"Articles"**) and the 2024 UK Corporate Governance Code (the **"Code"**).

In addition, in accordance with the Code and the Articles, each of the other Directors will be submitting themselves for re-election by the shareholders at the 2025 Annual General Meeting, and each subsequent annual general meeting of the Company until further notice.

Biographical details of all the Directors who are proposed for election and re-election are set out on pages 76 to 77 of the Company's 2025 Annual Report. All the biographies are available for viewing on the Company's website www.halfordscompany.com. Brief summaries are set out below.

In compliance with the Code, the Board undertook a review as to whether it considered each of the Non-Executive Directors being proposed for re-election, being, Jill Caseberry, Tom Singer and Tanvi Gokhale, to be independent, as each will have served on the Board for six years, five years and two years respectively in September 2025. Based on this rigorous review, the Board was satisfied that Jill Caseberry, Tom Singer and Tanvi Gokhale maintained the necessary levels of independence in accordance with the Code's independence criteria. Accordingly, in light of the Code, the Board has determined that each of Jill Caseberry, Tom Singer and Tanvi Gokhale continue to remain independent in character and judgment, there are no relationships or circumstances likely to affect (or appear to affect) their judgment, and they continue to be effective and demonstrate a strong commitment to their roles and, therefore, the Board recommends that each of them be re-elected as a Non-Executive Director.

As Company Chair, Keith Williams' performance during the past year has been reviewed by the Non-Executive Directors led by the Senior Independent Director, Jill Caseberry.

Keith Williams

Keith was appointed Chair of the Company and of the Nomination Committee on 24 July 2018. Keith is a qualified Chartered Accountant. Keith was formerly: the Non-Executive Chair of International Distribution Services Group, the Chair of the Nomination Committee and a member of the Remuneration Committee; a Non-Executive Director and Deputy Chair of John Lewis; a Non-Executive Director of Aviva plc; and Chief Executive Officer and then Executive Chair of British Airways. Prior to that Keith was at Boots, Reckitt and Colman, and Apple Computer Inc. Keith was the independent Chair of the government-supported Rail Review. Keith brings extensive leadership and plc board experience. He is a highly regarded business leader with a proven record in retail and deep experience in relevant areas such as customer service and digital.

Jill Caseberry

Non-Executive Director and Remuneration Committee Chair since 1 March 2019. Senior Independent Director since 6 September 2023. Jill is currently a Non-Executive Director and member of the Audit and Remuneration Committees of C&C Group plc; Senior Independent Director, Chair of the Remuneration Committee and a member of the Nomination Committee of Bakkavor Group plc; Senior Independent Director, Remuneration Committee Chair and member of the Audit and Nomination Committees of St. Austell Brewery; and a Non-Executive Director and Chair of the Remuneration Committee and a member of the Audit, Nomination and ESG Committees of Bellway plc. Previously, Jill was Non-Executive Director, Remuneration Committee Chair and a member of the Audit and Nomination Committees of Northgate plc; and the Designated Workforce Engagement Non-Executive Director of Bakkavor Group plc. During her executive career Jill gained extensive sales, marketing and general management experience across a number of blue chip companies, including Mars, PepsiCo and Premier Foods. She also founded a soft drink company and established a sales and marketing consultancy. Jill brings extensive leadership experience from senior sales and marketing roles in consumer goods businesses.

Tom Singer

Tom was appointed Non-Executive Director on 16 September 2020, and Chair of the Audit Committee on 1 January 2021. Tom is a Non-Executive Director and Audit Committee Chair of Mukuru and of Vue International Group. Tom was the Senior Independent Director and Chair of the Audit and Remuneration Committees at DP Eurasia NV; Chair of the Audit Committee at Liberty Living; and a Non-Executive Director and Chair of the Audit Committee at Mediclinic International plc. Previously, he served as CFO of InterContinental Hotels Group plc, Group Finance Director of British United Provident Association (“BUPA”), CFO and Chief Operating Officer of William Hill plc and Finance Director of Moss Bros plc, having started his career in professional services and spending a total of 12 years at Price Waterhouse and McKinsey. Tom brings extensive experience of strategy development, corporate governance and numerous finance disciplines.

Tanvi Gokhale

Tanvi was appointed Non-Executive Director on 20 June 2023, and Chair of the ESG Committee and Employee Voice Director on 6 September 2023. Tanvi currently serves as Managing Director, Customer Propositions and Journeys, leading the Everyday Banking and Unsecured Lending business in the Retail Bank of NatWest Group. Tanvi is also a Trustee of English Heritage. Tanvi previously served as a Strategy consultant at Booz & Co. She also previously served as Segmentation and Propositions Director for Lloyds Banking Group. Until March 2023 she served as Chair of the Investment Committee at English Heritage. Tanvi brings extensive experience in retail strategy and financial services to the Board.

Henry Birch

Henry joined as Chief Executive Officer on 15 April 2025. Henry is a Non-Executive Director at Vue International Group. Previously, Henry was the Chief Executive of the Very Group, the multi-category retailer, and prior to that was CEO of Rank Group Plc and William Hill online. Henry has considerable consumer and retail experience both online and multi-site with a strong record of growth and transformation across different sectors and in leading successful teams.

Jo Hartley

Jo joined as Chief Financial Officer on 16 June 2022. Prior to joining Halfords, Jo was the Group CFO for Virgin Active for over six years. Before that, Jo worked at Tesco plc in a number of finance roles in the UK and internationally, having qualified as a chartered accountant at Deloitte UK. Jo has extensive experience across all finance functions gained within consumer-facing businesses.

The Board is satisfied that each of the Directors proposed for election or re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable him or her to discharge the duties and responsibilities of a director effectively and that each of their contribution is, and continues to be, important to the Company’s long-term sustainable success. Accordingly, the Board unanimously recommends the election or re-election of each of the Directors.

Resolutions 10 and 11 – Reappointment and Remuneration of Auditor

An auditor must be appointed at each general meeting at which the Company’s accounts are presented to shareholders to hold office, from the end of that meeting until the end of the next annual general meeting. BDO LLP has advised the Company of its willingness to stand for re-appointment as the auditor of the Company until the conclusion of the next general meeting of the Company at which accounts are laid.

The remuneration of the auditor must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. Therefore, resolution 11 authorises the Audit Committee (for and on behalf of the Board of Directors) to determine the remuneration of the auditor.

Resolution 12 – Authority to Make Political Donations

This ordinary resolution seeks shareholder approval to renew and replace the authority granted to the Company and its subsidiaries by shareholders at the Company’s 2024 Annual General Meeting to make political donations, which expires at the conclusion of the 2025 Annual General Meeting. This resolution concerns Part 14 of the Companies Act 2006 (the “Act”), which provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is not the policy of the Company to make political donations and the Directors have no intention of changing that policy. However, as a result of the wide definitions in the Act, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as either political expenditure or as a donation to a political party or other political organisation and so fall within the restrictions of the Act.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure, which would not normally be considered to result in the making of political donations or political expenditure being incurred. If passed, resolution 12 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Act) up to an aggregate limit of £150,000 during the period up to twelve months after the passing of resolution 12, in order to avoid inadvertent infringement of the Act. However, the authority will not be used to make political donations within the normal meaning of that expression. Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company’s Annual Report for the next year, as required by the Act.

Resolution 13 – Authority to Allot Securities

This ordinary resolution seeks shareholder approval to renew the general authority previously given to the Directors at the Company's 2024 Annual General Meeting to allot securities (such as ordinary shares in the Company), which expires at the conclusion of the 2025 Annual General Meeting. In February 2023, the Investment Association updated its Share Capital Management Guidelines on Directors' authority to allot shares (the "2023 Guidelines") stating that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital provided that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used for fully pre-emptive offers (not just a rights issue, as was the case under the guidelines prior to February 2023).

Paragraph (a) of resolution 13 would, if passed, give the Directors the authority to allot unissued shares up to a maximum nominal amount of £729,762.45 representing a maximum number of 72,976,245 ordinary shares of 1 penny each, or approximately one third of the Company's issued ordinary share capital as at 30 June 2025, being the latest practicable date before publication of this Notice.

Paragraph (b) of resolution 13 proposes that, consistent with the 2023 Guidelines, a further authority be given to the Directors to allot equity securities in connection with a fully pre-emptive offer to holders of equity securities (which would include ordinary shareholders), up to a maximum nominal amount of £729,762.45 representing a maximum number of 72,976,245 ordinary shares of 1 penny each or approximately one third of the Company's issued ordinary share capital as at 30 June 2025, being the latest practicable date before publication of this Notice.

The authorities sought in paragraphs (a) and (b) of resolution 13 will, if approved, expire at the conclusion of the annual general meeting of the Company to be held in 2026, or, if earlier, on 30 September 2026. The Directors have no present intention of exercising these authorities, except in relation to the Company's share incentive schemes. As at 30 June 2025, being the latest practicable date before publication of this Notice, the Company held no treasury shares in the Company. The Directors intend to seek renewal of this authority at future annual general meetings.

Resolution 14 – Disapplication of Statutory Pre-Emption Rights

This special resolution, if passed, would renew the authority given to the Directors at the Company's 2024 Annual General Meeting to allot, pursuant to the authority given by resolution 13, equity securities (such as ordinary shares) for cash, or sell treasury shares for cash, without first offering them to existing shareholders pursuant to statutory pre-emption rights. The authority would be limited to allotments of equity securities:

- to ordinary shareholders in proportion to their existing shareholdings;
- to holders of other equity securities as required by the rights attaching to those securities or as the Directors consider necessary; and
- for cash up to a maximum amount of £109,464.37 representing a maximum number of 10,946,437 ordinary shares, or approximately 5 per cent. of the issued ordinary share capital of the Company as at 30 June 2025, being the latest practicable date before publication of this Notice.

This disapplication authority is in line with institutional shareholder guidance, and in particular, with the Pre-Emption Group's Statement of Principles and the 2023 Guidelines. In respect of resolution 14, the Directors confirm their intention to follow the shareholder protections in Part 2B of the Pre-Emption Group's Statement of Principles.

The authority sought and the limits set by resolution 14 would also disapply the application of section 561 of the Act from a sale of treasury shares to the extent specified in that resolution.

This authority will, if approved, expire at the conclusion of the annual general meeting of the Company to be held in 2026, or, if earlier, on 30 September 2026. The Directors are seeking this authority in accordance with best practice and have no present intention of exercising this authority but believe it is in the interests of shareholders for the Directors to have this flexibility to allot shares for cash and to sell treasury shares for cash in those limited circumstances. The Directors intend to seek renewal of this authority at future annual general meetings and will keep emerging market practice in this area under review.

Resolution 15 – Authority to Purchase Own Shares

This special resolution, if passed, would authorise the Company to make market purchases of its own ordinary shares. If resolution 15 is approved, the Directors may utilise the authority to continue to make market purchases of the Company's shares within the meaning of section 693 of the Act. The maximum number of shares which may be purchased if resolution 15 is approved is 21,892,874 representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 30 June 2025, being the latest practicable date before publication of this Notice. The authority will, if approved, expire at the conclusion of the annual general meeting of the Company to be held in 2026, or, if earlier, on 30 September 2026.

The minimum price that could be paid for an ordinary share would be 1 penny and the maximum price would be equal to the higher of:

- (i) 105 per cent. of the average of the middle market quotation for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased; 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, in each case excluding expenses.

Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at the time. If the shares purchased were held as treasury shares, they would carry no voting rights and no entitlement to any dividend for as long as they were held as treasury shares. If the shares purchased were cancelled, then the shares in issue would thereby be reduced.

No market purchases were made during the period ended 28 March 2025. The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities, market conditions, appropriate gearing levels and the overall financial position of the Company. The Directors will only exercise this authority if, after careful consideration, they believe that to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally. The Directors are making no recommendation as to whether shareholders should sell their shares in the Company.

The Directors also intend to seek the renewal of this authority at future annual general meetings. As at 30 June 2025, being the latest practicable date before publication of this Notice, options over a total of 15,679,539 ordinary shares were outstanding and not exercised. That number of ordinary shares represents 7.1 per cent of the Company's issued ordinary share capital as at 30 June 2025, being the latest practicable date before publication of this Notice. It would represent 8.9 per cent of the issued ordinary share capital if the authority to purchase the Company's own shares granted at the Company's 2024 Annual General Meeting and the authority proposed to be granted under resolution 15 were both exercised in full and assuming no further ordinary shares are issued. As at 30 June 2025, being the latest practicable date before publication of this Notice, the Company held no treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

Resolution 16 – Notice of Meetings other than Annual General Meetings

This special resolution, if passed, would allow the Company to continue to call general meetings on 14 clear days' notice pursuant to the Act, which provides that the notice period for general meetings of the Company must be 21 clear days unless shareholders approve a shorter period (which cannot be less than 14 clear days). This approval was given at the Company's 2024 Annual General Meeting and the Company would like to continue to have the flexibility to convene general meetings (other than annual general meetings) on 14 clear days' notice. The Directors do not intend to use this authority as a matter of routine, but only when time-sensitive matters are to be discussed and where they consider it to be merited in the interests of shareholders as a whole and will have regard to other best practice recommendations as regards its use. If approved, the authority will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed in order to renew this power. The Company will need to meet the requirements for electronic voting under the Act in order to call a general meeting on 14 days' notice. Annual general meetings must continue to be held on at least 21 clear days' notice.

Resolution 17 – Articles of Association

This special resolution, if passed, would approve the adoption of new articles of association of the Company (the "**New Articles**") in place of the Company's current articles of association which were adopted in 2020 (the "**Current Articles**"), with effect from the conclusion of the 2025 Annual General Meeting. The principal changes introduced in the New Articles are primarily to reflect developments in market practice and relevant legal requirements.

A copy of the New Articles, and a copy of the Current Articles, are available for inspection as described in note 7 on page 12, including being made available on the Company's website www.halfordscompany.com.

An explanation of the principal changes are:

Contents and execution of certificates

The New Articles clarify that every share certificate sent in accordance with the articles will be sent at the risk of the member or other person entitled to the certificate and will not be at the responsibility of the Company. This is in line with the approach followed by other listed companies.

Untraced shareholders

The proposed amendments to the Current Articles update the provisions relating to untraced shareholders in order to bring these in line with market practice, consistent with similar changes that have been implemented in recent years by other listed companies. Under both the Current Articles and the New Articles, the Company is entitled to sell the shares of untraced shareholders following a set period of time where at least three dividend payments have been unclaimed and the company has received no communication from the relevant holder. The New Articles reduce this time period from 12 years to 6 years.

Unclaimed dividends

The New Articles reduce the time period for the forfeiture of unclaimed dividends from 12 years to 6 years in line with the approach followed by other listed companies.

General

The opportunity has also been taken to incorporate updates to reflect changes in legislation and make other amendments of a minor, stylistic or clarifying nature, for instance amending the definition of "Listing Rules" to "UK Listing Rules" and "Transparency Rules" to "Disclosure Guidance and Transparency Rules".

Action to be taken by Shareholders

Your vote is important to us and, whether or not you intend to attend the 2025 Annual General Meeting, we strongly encourage shareholders to vote on all resolutions by appointing the Chair of the meeting as your proxy in advance utilising one of the methods detailed below as soon as possible and, in any event, by no later than 3:00 pm on Monday 1 September 2025. If you appoint the Chair of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes regardless of whether you or anyone else you appoint as your proxy actually attends the meeting. Appointing a proxy will not prevent you from attending the 2025 Annual General Meeting and voting in person, should you wish to do so.

As in previous years, you will not receive a hard copy Form of Proxy for the 2025 Annual General Meeting. Instead, you can vote electronically using the MUFG Corporate Markets web portal at www.signalshares.com, or via the Vote+ app. You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your investor code, which is detailed on your share certificate or is available from the Company's Registrars, MUFG Corporate Markets.

As an alternative to voting online, you can request a hard copy Form of Proxy from MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or by telephone on 0871 664 0300 (if you are outside the United Kingdom, please call +44(0) 871 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate). Lines are open between 9:00 am – 5:30 pm Monday to Friday excluding public holidays in England and Wales. To be valid, Forms of Proxy must be validly completed and received by the Company's Registrar at their address (PXS 1, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL) by no later than 3:00 pm on Monday 1 September 2025.

Voting by proxy prior to the 2025 Annual General Meeting, whether online, requesting and completing a hard copy Form of Proxy, or the transmission of a CREST Proxy Instruction, or the appointment of a proxy via Proxymity will not preclude you from attending, speaking and voting at the meeting in person if you are able, and wish, to do so. If you do this and there is a poll vote, we will ignore your proxy votes.

You will also be able to submit questions to the Directors in advance of the 2025 Annual General Meeting via email to the Company Secretary, Tim O'Gorman at tim.ogorman@halfords.co.uk. Written answers to all questions received will be sent directly to shareholders by email and answers to frequently asked questions will, to the fullest extent practicable, be published on the Company's website ahead of the meeting or, to the extent that has not been possible, will be addressed at the meeting itself.

Please also continue to monitor the Company's website and announcements for any updates in relation to the 2025 Annual General Meeting that may need to be provided in advance of the meeting.

Recommendation

The Directors consider that each of the resolutions set out in the Notice of the 2025 Annual General Meeting on pages 76 to 77 inclusive of this document is in the best interests of the Company and the shareholders as a whole and the Directors recommend that you vote in favour of them, as each of the Directors intends to do in respect of his or her own beneficial holding of shares in the Company.

Yours faithfully,

Keith Williams
Chair

28 July 2025

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting of the Company will be held at Halfords Group plc, Support Centre, Icknield Street Drive, Washford West, Redditch B98 0DE on Wednesday 3 September 2025 at 3:00 pm to consider the following resolutions, which in the case of resolutions 14, 15, 16 and 17 will be proposed as special resolutions with the remainder being proposed as ordinary resolutions:

1. To receive the audited annual financial statements for the period ended 28 March 2025 and the reports of the Directors and auditor thereon.
2. To declare a final dividend for the period ended 28 March 2025 of 5.8 pence for each ordinary share, as recommended by the Directors, to be paid on Friday 12 September 2025 to ordinary shareholders whose name appears on the Company's register of members at the close of business on Friday 8 August 2025.
3. To approve the Directors' Annual Report on Remuneration (excluding the Directors' remuneration policy), for the period ended 28 March 2025 as set out on pages 106 to 122 of the Company's 2025 Annual Report.
4. To elect Henry Birch as a Director.
5. To re-elect Keith Williams as a Director.
6. To re-elect Jill Caseberry as a Director.
7. To re-elect Tom Singer as a Director.
8. To re-elect Tanvi Gokhale as a Director.
9. To re-elect Jo Hartley as a Director.
10. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the 2025 Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Audit Committee for and on behalf of the board of Directors to determine the remuneration to be paid to the auditor of the Company.

Authority to Make Political Donations

12. That the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect, for the purposes of section 366 of the Companies Act 2006 (the "**Act**") be authorised to:
 - a) make political donations to political parties or independent election candidates (as such terms are defined in sections 363 and 364 of the Act), not exceeding £50,000 in aggregate;
 - b) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act), not exceeding £50,000 in aggregate; and
 - c) incur political expenditure (as such term is defined in section 365 of the Act), not exceeding £50,000 in aggregate,during the period beginning with the date of the passing of this resolution and ending on the earlier of the conclusion of the Company's next annual general meeting or close of business on 30 September 2026, unless previously removed, varied or revoked by the Company in a general meeting, provided that the maximum amounts referred to in (a), (b) and (c) above may comprise sums in different currencies, which shall be converted at such rate as the Directors may in their absolute discretion determine to be appropriate.

Authority to Allot Securities

13. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - a) up to an aggregate nominal amount of £729,762.45; and
 - b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £729,762.45 in connection with a fully pre-emptive offer,

such authorities to apply until the earlier of the conclusion of the Company's next annual general meeting or close of business on 30 September 2026 (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 13 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 13 “fully pre-emptive offer” means an offer to:

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

to subscribe for further securities, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Disapplication of Statutory Pre-emption Rights

14. That, in substitution for all existing authorities and subject to the passing of resolution 13, the Directors be generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 13 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:

- a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 13, by way of a fully pre-emptive offer only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities (as defined in section 560(1) of the Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 13 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 14) up to a nominal amount of £109,464.37 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the earlier of the conclusion of the Company's next annual general meeting or close of business on 30 September 2026 (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into any agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this resolution 14, “fully pre-emptive offer” has the same meaning as in resolution 13 above.

Authority to Purchase Own Shares

15. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares of 1 penny each in the capital of the Company on such terms and in such manner as the Directors may, from time to time, determine, provided that

- a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 21,892,874 ordinary shares (representing less than 10 per cent. of the issued ordinary share capital);
- b) the minimum price (excluding expenses) which may be paid for an ordinary share is 1 penny;
- c) the maximum price (excluding expenses) which may be paid for an ordinary share shall not be more than the higher of:
 - i. 105 per cent. of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- d) the authority hereby conferred shall expire at the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 30 September 2026), but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract as if the authority had not expired.

Authority to call general meetings on 14 days' notice

16. That the Directors be authorised to call a general meeting of the Company other than an annual general meeting on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next annual general meeting of the Company after this resolution is passed.

Articles of Association

17. That, with effect from conclusion of the 2025 Annual General Meeting, the Articles of Association produced to the meeting, and initialled by the Chair of the meeting for the purpose of identification, be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Registered Office:
Icknield Street Drive
Washford West
Redditch
Worcestershire
B98 0DE

By Order of the Board

Tim O’Gorman
Company Secretary
28 July 2025

Important notes for Shareholders

The following notes explain your general rights as a shareholder and your rights to attend and vote at the 2025 Annual General Meeting or to appoint someone else to vote on your behalf.

1. You may appoint one or more persons of your choice to act as your proxy in accordance with the procedures set out below. A proxy may attend the meeting and exercise all or any of your rights to speak and vote at the meeting for you. You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company, however we strongly encourage you to vote by appointing the Chair of the meeting as your proxy as this will ensure your votes are cast in accordance with your wishes regardless of whether you or anyone else you appoint as your proxy actually attends the meeting. You will not receive a hard copy Form of Proxy in the post. Instead, you may nominate a proxy by completing your Form of Proxy online using the link www.signalshares.com by 3:00 pm on Monday 1 September 2025. You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your investor code, this is detailed on your share certificate or available from the Company’s Registrars, MUFG Corporate Markets.
2. You may also vote via the Vote+ app. It is a free app for smartphone and tablet provided by MUFG Corporate Markets. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



3. As an alternative to nominating your proxy online you can request a hard copy Form of Proxy from the Company’s Registrars, MUFG Corporate Markets, by email at shareholderenquiries@cm.mpms.mufg.com or by telephone on 0871 664 0300 (if you are outside the United Kingdom, please call +44(0) 871 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate). Lines are open between 9:00 am - 5:30 pm Monday to Friday excluding public holidays in England and Wales. To be valid, Forms of Proxy must be validly completed and received by the Company’s Registrar at their address (PXS 1, MUFG Corporate Markets Central Square, 29 Wellington Street, Leeds LS1 4DL) by no later than 3:00 pm on Monday 1 September 2025. Voting by proxy prior to the 2025 Annual General Meeting, whether online, requesting and completing a hard copy Form of Proxy, the transmission of a CREST Proxy Instruction (as defined below), or the appointment of a proxy via Proximity will not preclude you from attending, speaking and voting at the meeting in person if you are able, and wish, to do so. If you do this and there is a poll vote, we will ignore your proxy votes.

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the 2025 Annual General Meeting, the results of the voting at the meeting and the number 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 Regulatory Information Service and also placed on the Company’s website www.halfordscompany.com.

4. If you are not a member of the Company, but have been nominated by a member of the Company (a “**relevant member**”) to enjoy information rights in accordance with section 146 of the Companies Act 2006 (the “**Act**”), you do not have a right yourself to appoint any proxies. You may, however, have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the meeting. If you do not have such a right, or have such a right and do not wish to exercise it, you may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member, provided they do not do so in relation to the same shares.

6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Act, the Company specifies that only those shareholders registered on the Company's relevant register of members at close of business on Monday 1 September 2025 (or in the case of adjournment as at 48 hours before the time appointed for holding of the adjourned meeting) shall be entitled to attend or vote at the 2025 Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the relevant register after close of business on Monday 1 September 2025 (or in the case of adjournment as at 48 hours before the time appointed for holding of the adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.
7. Copies of the service contracts and letters of appointment of the Directors and the proposed Articles of Association are available for inspection at the registered office of the Company during normal business hours on each business day from the date of this document until the date of the 2025 Annual General Meeting and, together with the register of Directors' interests, will be available for inspection at the place of the 2025 Annual General Meeting from 15 minutes prior to its commencement until its conclusion. A copy of the proposed Articles of Association is available for inspection on the National Storage Mechanism from the date of this Notice. A copy of the proposed Articles of Association will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting. The Directors have the benefit of qualifying third-party indemnity provisions pursuant to the Company's Articles of Association (clause 121.1), which are and will be available for inspection as described above.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the 2025 Annual General Meeting to be held on Wednesday 3 September 2025 at 3:00 pm and any adjournment(s) thereof by utilising 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 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.
9. 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's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 3:00 pm on Monday 1 September 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 3:00 pm on Monday 1 September 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. 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 in respect of the joint holding (the first named being deemed the most senior).
14. Unless otherwise indicated when voting online, on a Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit, or, at their discretion withhold from voting.

15. Under section 527 of the Act, 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 auditor's report and the conduct of the audit) that are to be laid before the meeting; 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 section 527 or 528 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 auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.
16. Shareholders have the right to ask questions relating to the business of the 2025 Annual General Meeting. Shareholders will be able to submit questions to the Directors in advance of the 2025 Annual General Meeting via email to the Company Secretary, Tim O'Gorman at tim.ogorman@halfords.co.uk. Written answers to all questions received will be sent directly to shareholders by email and answers to frequently asked questions will, to the fullest extent practicable, be published on the Company's website ahead of the meeting or, to the extent that has not been possible, will be addressed at the meeting itself. The Company has no obligation to answer such questions if they fall within any of the statutory exceptions. No answer will therefore be required to be given if: (i) it is undesirable in the interests of the Company or the good order of the 2025 Annual General Meeting; (ii) to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (iii) the answer has already been given on a website in the form of an answer to a question.
17. Unacceptable behaviour on the part of any member attending the AGM will not be tolerated and the Chair has the right to deal with such behaviour as appropriate.
18. Notifiable interests of significant shareholders representing 3% or more of the Company's issued share capital as at 28 March 2025, as disclosed to the Company in accordance with DTR 5 of the FCA's Disclosure Guidance and Transparency Rules, are set out on page 127 of the Company's 2025 Annual Report. Between 28 March 2025 and 30 June 2025 (being the latest practicable date before publication of this Notice) the Company had been notified of changes in the notifiable interests of Gresham House Asset Management which now holds 17,404,029 shares representing 7.95% of voting rights. The Company has not been notified of any other changes under DTR 5.
19. The Directors' interests in, and options over, ordinary shares in the Company as at 27 June 2025 (being the latest practicable date prior to the date of the Company's 2025 Annual Report), are shown in the Directors' Remuneration Report on pages 106 to 122 of the Company's 2025 Annual Report. Between 27 June 2025 and 30 June 2025 (being the latest practicable date before publication of this Notice) there have been no changes to such interests.
20. As at 30 June 2025, being the last practicable date before publication of this Notice, the Company's issued share capital consisted of 218,928,736 ordinary shares of 1 pence each, with each ordinary share carrying one vote. The Company holds no treasury shares that hold voting rights, therefore, the total voting rights in the Company as at 30 June 2025 was 218,928,736.
21. A copy of this Notice and other information required by section 311A of the Act can be found at www.halfordscompany.com.
22. You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any e-mail or attachments and recommends that recipients subject all messages to virus checking procedures prior to use.
23. The Company may process the personal data of attendees at the AGM. This may include photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process any such personal data in accordance with its privacy policy, which can be found at <https://www.halfordscompany.com/environment-social-and-governance/governance/policies/privacy-notice/>.