

## **HAMMERSON PLC: SUPPLEMENTAL NOTICE OF MEETING SUPPLEMENTAL CHAIR'S LETTER**

### **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 seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor appropriately authorised pursuant to the Financial Services and Markets Act 2000 (as amended) or otherwise. If you have sold or otherwise transferred all your shares in Hammerson plc, please forward this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was arranged for onward transmission to the purchaser or transferee.**

Dear Shareholder

### **Resolution to be withdrawn from the 2020 Annual General Meeting**

You will have recently received a Notice of Annual General Meeting of the Company dated 17 March 2020 (Notice of AGM) for the Annual General Meeting to be held at 11.00 am (UK time) on Tuesday, 28 April 2020 (AGM or Meeting). Further information as to the arrangements for the Meeting are set out below.

As announced on 30 March 2020, the Directors no longer consider it appropriate to recommend the payment of a final dividend for the financial year ended 31 December 2019. As a result, the Board has decided that Resolution 4 as set out in the Notice of AGM and which relates to the then proposed final dividend will not now be put to a vote at the AGM. The Board believes that this resolution is no longer in the best interests of the Company and its shareholders as a whole and will not promote the success of the Company.

In light of this, I am writing to you to give formal notice that the Notice of AGM is amended such that Resolution 4 no longer forms part of that Notice or the business of the Meeting.

Save for Resolution 4 (which no longer forms part of the business of the Meeting), all of the remaining resolutions set out in the Notice of AGM will form part of the business of the Meeting and will be voted on.

### **Action to be taken**

If you have already voted electronically or by using a Form of Proxy, these votes remain valid and will be counted. Any votes received in respect of Resolution 4 (which no longer forms part of the business of the Meeting) are not valid and will not be counted.

If you are a shareholder registered on the UK share register, you should refer to the instructions set out in the notes to the resolutions on pages 11 to 13 of the Notice of AGM. If you have not yet voted, or if you wish to change your vote or to appoint the Chair of the Meeting to be your proxy so that your vote is counted, you can still vote electronically by visiting [www.signalshares.com](http://www.signalshares.com). You can also vote by requesting a paper Form of Proxy from Link Asset Services, our Registrar. If you have any questions, please contact Link Asset Services by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by phone on 0871 664 0300 or +44 (0) 371 664 0300 from overseas. **You will need to submit your votes by no later than 11.00 am (UK time) on Friday, 24 April 2020.**

If you are a shareholder registered on the South African share register, you should refer to the instructions contained in notes 13 and 14 on page 13 of the Notice of AGM. If you have any questions, please contact Computershare on 0861 100 933 or +27 11 370 5000 or by email at [proxy@computershare.co.za](mailto:proxy@computershare.co.za). **You will need to submit your votes by no later than 12.00 pm (SA time) on Friday, 24 April 2020.**

You should review the Notice of AGM prior to voting. You can view the 2019 Annual Report and the Notice of AGM, together with this Supplemental Chair's Letter to shareholders, on the Company's website at [www.hammerson.com/investors](http://www.hammerson.com/investors).

## **Recommendation**

The Board recommends that you vote in favour of each of the resolutions which now form part of the business of the Meeting. The Board considers that these resolutions are in the best interest of the Company and its shareholders as a whole and are therefore likely to promote the success of the Company. The Directors intend to vote in favour of the resolutions in respect of their own beneficial shareholdings in the Company.

## **Arrangements for the AGM – COVID-19**

On 26 March 2020, the Government's Stay at Home Measures (**Measures**) were passed into law in England and Wales with immediate effect to deal with the COVID-19 pandemic. These Measures prohibit public gatherings of more than two people, except where the gathering is 'essential for work purposes'. The FRC and ICSA published supplemental guidance on 27 March 2020 in response to the Measures, advising that attendance at a general meeting by a shareholder (other than one specifically required to form the quorum for that meeting), does not meet that criterion.

The Board has considered the impact of the Measures and the ICSA guidance on the forthcoming AGM. Accordingly the Meeting now will be held at 30 Burghley Road, London NW5 1UE at 11.00 am (UK time) on Tuesday, 28 April 2020. **Please note that, in order to comply with the Measures, shareholders will not be permitted to attend the Meeting in person and should instead vote by way of proxy. Anyone seeking to attend the Meeting will be refused entry in order to comply with the Measures.**


We expect only the General Counsel and Company Secretary, and one other shareholder to be in attendance in person at the Meeting in order to ensure that the Meeting is quorate and to conduct the business of the Meeting. No Directors will be present in person. We intend to reduce the length of the Meeting by limiting it to the formal business required. No trading updates or other management statements will be provided. The voting results of all resolutions put before the Meeting will be announced to the market following the Meeting.

Furthermore, copies of the Executive Directors' service contracts with the Company, the letters of appointment of the Non-Executive Directors and the rules of the Restricted Share Scheme will no longer be available for inspection in person at the Company's registered office. If you wish to review any of these documents, please send an email to [investorrelations@hammerson.com](mailto:investorrelations@hammerson.com) to request a copy. Any questions that shareholders have should also be addressed to [investorrelations@hammerson.com](mailto:investorrelations@hammerson.com). Responses will be provided during normal business hours Monday to Friday, excluding bank holidays.

Yours faithfully

David Tyler

Chair of the Board



BY ORDER OF THE BOARD

3 April 2020

Hammerson plc is a company registered in England and Wales with company number 360632 and with its registered office at Kings Place, 90 York Way, London N1 9GE.

You may not use any electronic address provided in this Supplemental Chair's Letter to communicate with the Company for any purposes other than those expressly stated.